



BCM ALLIANCE BERHAD

(Company No. 1135238-U)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of BCM Alliance Berhad (“BCM” or the “Company”) will be held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Monday, 22 January 2018 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution:-

ORDINARY RESOLUTION

PROPOSED SUBSCRIPTION OF 2,100,000 NEW ORDINARY SHARES IN CYPRESS MEDIC SDN BHD (“CYPRESS”) REPRESENTING 51.03% OF THE ENLARGED SHARE CAPITAL OF CYPRESS FOR A CASH CONSIDERATION OF RM1,722,000 (“PROPOSED SUBSCRIPTION”)

“**THAT**, subject to the relevant conditions precedent as stipulated in the subscription agreement dated 9 November 2017 entered into between the Company, Cypress and the existing shareholders of Cypress in respect of the Proposed Subscription (“Subscription Agreement”) being fulfilled or waived (as the case may be), approval be and is hereby given to the Company, to subscribe for 2,100,000 new ordinary shares in Cypress, representing 51.03% of the enlarged share capital of Cypress for a cash consideration of RM1,722,000, upon the terms and conditions as set out in the Subscription Agreement, including any modifications, variations, amendments and additions thereto from time to time as mutually agreed.

AND THAT authority be and is hereby given to the non-interested Directors of the Company to give full effect to the Proposed Subscription with full powers to approve, agree and assent to any conditions, variations, modifications and/or amendments in any manner as may be required/permitted by the relevant authorities or deemed necessary by the non-interested Directors of the Company to deal with matters, incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Subscription.”

By Order of the Board

TAN TONG LANG (MAICSA 7045482)
CHONG VOON WAH (MAICSA 7055003)
Company Secretaries
Kuala Lumpur

4 January 2018

Notes:-

- (1) A member entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- (2) The proxy form must be duly completed and deposited at the Company's Share Registrar office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, Tricor's Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.
- (3) Where a member appoints two (2) proxies, the appointment of such proxies shall not be valid unless the member specifies the proportion of his/her shareholding to be represented by each such proxy.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by attorney so authorised.
- (5) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“Central Depositories Act”), it may appoint at least one proxy in respect of each securities account it holds with ordinary shares to the credit of the said securities account.
- (6) Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- (7) For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd pursuant to Article 55 of the Company's Memorandum and Article of Association and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, to issue a Record of Depositors (“ROD”) as at 15 January 2018 and only members whose name appears on the Record of depositors as at 15 January 2018 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- (8) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this notice will be put to vote by way of poll.