



KERJAYA PROSPEK GROUP BERHAD

(Company No. 122592-U)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Kerjaya Prospek Group Berhad ("Kerjaya" or the "Company") will be held at No. 1, Jalan Wangsa Permai, 1st Floor, Bangunan One Wangsa, Taman Wangsa Permai, 52200 Kuala Lumpur, Malaysia on Monday, 12 February 2018 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering, and if thought fit, passing the resolution, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 677,437,658 NEW ORDINARY SHARES IN THE COMPANY ("KERJAYA SHARES" OR "SHARES") ("BONUS SHARES") ON THE BASIS OF 6 BONUS SHARES FOR EVERY 5 EXISTING KERJAYA SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER

"**THAT**, subject to all approvals being obtained from the relevant regulatory authorities and parties (if required), authority be and is hereby given to the Board of Directors of the Company ("**Board**") to issue 677,437,658 new ordinary shares ("**Kerjaya Shares**" or "**Shares**") ("**Bonus Shares**") in the share capital of the Company credited to the entitled shareholders whose name appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the entitlement date to be determined later on the basis of 6 Bonus Shares for every 5 existing Kerjaya Shares held by such shareholders on that date ("**Proposed Bonus Issue of Shares**");

THAT, the fractional entitlements of the Bonus Shares arising from the Proposed Bonus Issue of Shares, if any, shall be dealt with by the Board in such manner as it may in its absolute discretion deem expedient and in the best interest of the Company;

THAT, the Bonus Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing Kerjaya Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of Kerjaya, the entitlement date of which precedes the date of allotment and issuance of the Bonus Shares;

AND THAT, the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Shares with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effects to the Proposed Bonus Issue of Shares."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF 169,359,414 NEW WARRANTS IN KERJAYA ("BONUS WARRANTS") ON THE BASIS OF 6 BONUS WARRANTS FOR EVERY 20 EXISTING KERJAYA SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF SHARES

"**THAT**, subject to all approvals being obtained from the relevant regulatory authorities and parties (if required), authority be and is hereby given to the Board to allot and issue 169,359,414 new warrants in the Company ("**Bonus Warrants**") in registered form and constituted by a deed poll to be executed by the Company constituting the Bonus Warrants ("**Deed Poll**") to the shareholders of the Company whose name appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the entitlement date to be determined later on the basis of 6 Bonus Warrants for every 20 existing ordinary shares ("**Kerjaya Shares**") held by such shareholders on the Entitlement Date ("**Proposed Bonus Issue of Warrants**");

THAT, the Board be and is hereby authorised to allot and issue such additional Bonus Warrants as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll ("**Additional Warrants**");

THAT, the Board be and is hereby authorised to allot and issue such appropriate number of new Kerjaya Shares arising from the exercise of the Bonus Warrants by the holders of the Bonus Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new Kerjaya Shares arising from the exercise of subscription rights represented by the Additional Warrants;

THAT the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the exercise price of the Bonus Warrants to be issued pursuant to the Proposed Bonus Issue of Warrants and to adjust from time to time the exercise price and/or number of the Bonus Warrants to which the holder(s) of the Bonus Warrants are entitled to be issued as a consequence of the adjustments under the provisions of the Deed Poll;

THAT the Bonus Warrants and the new Kerjaya Shares to be issued pursuant to the exercise of the Bonus Warrants shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

THAT the proceeds to be raised from the exercise of the Bonus Warrants be utilised for the purposes as set out in Section 2.2.6 of the Circular to Shareholders dated 26 January 2018 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject (where required) to the approval of the relevant authorities;

THAT, the fractional entitlements of the Bonus Warrants arising from the Proposed Bonus Issue of Warrants, if any, shall be dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient, and in the best interest of the Company;

THAT, the new Kerjaya Shares to be issued arising from the exercise of the Bonus Warrants and/or Additional Warrants will, upon allotment and issuance, rank pari passu in all respects with the existing Kerjaya Shares, save and except that the new Kerjaya Shares to be issued arising from the exercise of the Bonus Warrants and / or Additional Warrants will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders the entitlement date of which precedes the date of allotment and issuance of the said new Kerjaya Shares arising from the exercise of the Bonus Warrants and/or Additional Warrants;

THAT, the Board be and is hereby authorised to enter into and execute the Deed Poll on behalf of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Bonus Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll (including, without limitation, the affixing of the Company's common seal, where necessary);

THAT, the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effects to the Proposed Bonus Issue of Warrants;

AND THAT this Ordinary Resolution 2 constitutes a specific approval for the issuance of securities of the Company as contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Bonus Warrants, Additional Warrants (if any) and new Kerjaya Shares to be issued pursuant to or in connection with the Proposed Bonus Issue of Warrants have been duly allotted and issued in accordance with the terms of the Proposed Bonus Issue of Warrants."

By Order of the Board

SEOW FEI SAN
MOK MEE KEE
Company Secretaries

Petaling Jaya
26 January 2018

Notes:-

1. Only depositors whose names appear in the Record of Depositors as at 2 February 2018 shall be regarded as members and entitled to attend, speak and vote at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any persons to be his proxy.
3. A member may appoint not more than 2 proxies to attend the meeting. Where a member appoints 2 proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least 1 but not more than 2 proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.