



SUPERCOMNET TECHNOLOGIES BERHAD

(Company No. 197527-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Supercomnet Technologies Berhad (“STB” or “Company”) will be held at Tasha Hall, Cinta Sayang Resort, Persiaran Cinta Sayang, 08000 Sungai Petani, Kedah on Thursday, 1 March 2018 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 8,000,000 ORDINARY SHARES IN SUPERCOMAL MEDICAL PRODUCTS SDN. BHD. (“SMP”), REPRESENTING THE REMAINING 80.00% EQUITY INTEREST IN SMP NOT OWNED BY STB, FOR A TOTAL CONSIDERATION OF RM80,000,000 TO BE SATISFIED VIA THE ISSUANCE OF 400,000,000 NEW ORDINARY SHARES IN STB (“STB SHARE(S)”) AT AN ISSUE PRICE OF RM0.19 PER STB SHARE AND CASH OF RM4,000,000 (“PROPOSED ACQUISITION”)

“**THAT** subject to the passing of Ordinary Resolution 2 and the approvals of all relevant parties and/or authorities being obtained (if required), approval be and is hereby given to the Company to acquire 8,000,000 ordinary shares in SMP, representing the remaining 80.00% equity interest in SMP not owned by STB, for a total consideration of RM80,000,000, subject to the terms and conditions of the share sale agreement dated 13 October 2017 (“SSA”) entered into between STB and the following parties:

- (i) Shiue, Jong-Zone;
- (ii) Wu, Chung-Jung;
- (iii) Wu, Huei-Chung;
- (iv) Hsueh, Chih-Yu @ Shiue, Jyh-Yeu;
- (v) Shiue, Jyh-Jeh; and
- (vi) Lim Eng Chuan,

(collectively referred to as “**Vendors**”)

THAT the purchase consideration of RM80,000,000 to be satisfied in the following manner:

- (i) the sum of RM76,000,000 by way of allotment and issuance of 400,000,000 STB Shares to the Vendors at an issue price of RM0.19 per STB Share (“**Consideration Shares**”); and
- (ii) the remaining sum by payment of RM4,000,000 in cash.

THAT pursuant to the terms and conditions of the SSA, approval and authority be and is hereby given the Company to allot and issue the Consideration Shares to the Vendors in their respective proportion.

THAT the Consideration Shares shall, upon allotment and issuance, rank equally with the existing STB Shares save and except that the Consideration Shares will not be entitled to any dividends, rights, allotment and/or other distributions that may be declared, made or paid prior to the allotment and issuance of the Consideration Shares.

AND THAT approval be and is hereby given to the Board of Directors of the Company be and is hereby authorised and empowered to give full effect to the Proposed Acquisition with full power to deal with all matters incidental, ancillary to and/or relating thereto and take all such steps and to execute and deliver and/or caused to be executed and delivered all the necessary documents, including the SSA and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all acts, deeds and things as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition.”

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER PARAGRAPH 4.08(1)(A) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS (“RULES”) FOR SHIUE, JONG-ZONE (“SJZ”) AND PERSONS ACTING IN CONCERT WITH HIM (“PACS”), FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE THE REMAINING STB SHARES NOT ALREADY OWNED BY THEM AFTER THE PROPOSED ACQUISITION (“PROPOSED EXEMPTION”)

“**THAT** subject to the passing of Ordinary Resolution 1 and the approvals and/or consents of the Securities Commission Malaysia (“SC”) and/or any other relevant authorities or parties (where required) including such conditions as may be imposed by the SC, approval be and is hereby given for SJZ and the PACs to be exempted from the obligation to undertake the mandatory take-over offer upon completion of the Proposed Acquisition in accordance with Paragraph 4.08(1)(a) of the Rules.

AND THAT the Board be and is hereby authorised to do all acts, things and to execute, sign and deliver or caused to be delivered for and on behalf of the Company, all such documents as it may consider necessary and/or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Exemption with full power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as the Board may deem necessary and/or expedient in the best interest of the Company or as may be required or imposed by any relevant authority.”

BY ORDER OF THE BOARD

HOW WEE LING (MAICSA 7033850)

OOI EAN HOON (MAICSA 7057078)

Secretaries

Penang

14 February 2018

Notes:

- A. For the purpose of determining a member who shall be entitled to attend and vote at the Extraordinary General Meeting, the Company shall be requesting the Record of Depositors as at 20 February 2018. Only a depositor whose name appears on the Record of Depositors as at 20 February 2018 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.
1. A member (Except Exempt Authorised Nominee) shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang not less than twenty-four (24) hours before the time set for holding of the Meeting i.e. by Wednesday, 28 February 2018 at 11.00 a.m. or at any adjournment thereof.