

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of Apex Equity Holdings Berhad ("the Company") will be held at the Conference Room, 10th Floor, Menara Apex, Off Jalan Semenyih, Bukit Mewah, 43000 Kajang, Selangor Darul Ehsan on Monday, 28 May 2018 at 11.00 a.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
- To approve the payment of final single-tier cash dividend of 2 sen per ordinary share in respect of the financial year ended 31 December 2017 and share dividend distribution of approximately 10,132,010 treasury shares on the basis of one (1) treasury share for every twenty (20) existing ordinary shares held. **Resolution 1**
- To re-elect Mr. Lee Chew Fui who retires by rotation pursuant to Article 102 of the Company's Articles of Association and being eligible, offers himself for re-election. **Resolution 2**
- To re-elect the following Directors who retire pursuant to Article 109 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - Tan Sri Dato' Ahmad Fuzi bin Abdul Razak **Resolution 3**
 - Tan Sri Dato' Seri Dr Khalid bin Abu Bakar **Resolution 4**
 - Mr. Choong Chee Meng **Resolution 5**
 - Encik Zulzman bin Zulkifli **Resolution 6**
- To re-appoint Messrs Crowe Horwath as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**
- To approve the payment of Directors' fees of RM184,999.00 and benefits of RM7,000.00 in respect of financial year ended 31 December 2017. **Resolution 8**
- To approve the payment of Directors' fees of up to RM500,000.00 and benefits of up to RM12,000.00 from 29 May 2018 until the next Annual General Meeting of the Company. **Resolution 9**

As Special Business

To consider and if thought fit, with or without any modification, to pass the following resolutions as Ordinary Resolutions:

8. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 & 76 OF THE COMPANIES ACT 2016

"THAT subject always to the Companies Act 2016 ("the Act"), Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory bodies, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Section 75 & 76 of the Act, to issue and allot shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit PROVIDED THAT the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting." **Resolution 10**

9. PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

"THAT, subject always to the Companies Act 2016 ("Act"), the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:

- the aggregate number of shares purchased does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase(s);
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends and/or in such manner as may be permitted pursuant to Section 127 of the Act and the provisions of the Listing Requirements of Bursa Securities and any other relevant authorities;

THAT the authority conferred by this Resolution shall commence immediately and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting;

AND THAT authority be and is hereby given to the Directors of the Company to act and take all such steps and do all things as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company." **Resolution 11**

- To transact any other ordinary business of which due notice shall be given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the shareholders' approval for the payment of final single-tier cash dividend of 2 sen per ordinary share ("Cash Dividend") in respect of the financial year ended 31 December 2017 and share dividend distribution of approximately 10,132,010 treasury shares on the basis of one (1) treasury share for every twenty (20) existing ordinary shares held ("Share Dividend") under Resolution 1 at the 28th Annual General Meeting of the Company, the Cash Dividend will be paid to the Shareholders on 20 June 2018 and the Share Dividend will be distributed to Shareholders on 20 June 2018. The entitlement date for the Cash Dividend and Share Dividend shall be 6 June 2018.

Shareholders of the Company will only be entitled to the aforesaid Dividend in respect of:

- securities transferred into their securities account before 4.00 p.m. on 6 June 2018 for transfers; and
- securities bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Tan Cheng Han (MIA 11280)
 Low Kim Heow (MAICSA 7007682)
 Ng Heng Hooi (MAICSA 7048492)
 Wong Mee Kiat (MAICSA 7058813)
 Company Secretaries

Kajang
 30 April 2018

Notes:

- Only members whose names appear in the Record of Depositors on 21 May 2018 shall be entitled to attend and vote at the meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. A proxy need not be a member of the Company but must attend the meeting in person to vote. The instrument appointing the proxy shall be in writing. If the appointor is a corporation the proxy appointed must be in accordance with the Memorandum and Articles of Association of the corporation, and the instrument appointing a proxy shall be given under the corporation's common seal or under the hand of an officer or attorney of the corporation duly authorised in that behalf.
- Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of he said securities account.
- Where a member is an exempt authorised nominee ("EAN"), as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
- All forms of proxy must be deposited at the Company's Registered Office at 6th Floor, Menara Apex, Off Jalan Semenyih, Bukit Mewah, 43000 Kajang, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice will be put to vote by way of poll.

EXPLANATORY NOTES

1. Agenda 1 - Audited Financial Statements and Reports of Directors and Auditors

The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to Section 340(1) of the Companies Act, 2016. Hence, this Agenda will not be put for voting.

2. Agenda 7 - Payment of Directors' Fees and Benefits

The total estimated amount of Directors' fees and benefits payable is calculated based on the number of scheduled Board's and Board Committees' meetings from the day after the 28th Annual General Meeting until the next Annual General Meeting. The Remuneration comprises of fees and meeting allowances payable to Directors.

3. Agenda 8 - Authority to Allot and Issue Shares Pursuant to Section 75 & 76 of the Companies Act 2016

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

The proposed resolution, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of next Annual General Meeting of the Company.

4. Agenda 9 - Proposed Renewal of Authority for Share Buy-Back

The proposed resolution, if passed, will allow the Company to purchase the Company's shares up to ten percent (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the aggregate of the retained profits of the Company.

Please refer to the Share Buy-Back Statement dated 30 April 2018 for further information.