



PARLO BERHAD

(formerly known as Cybertowers Berhad)

(385635-V)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting ("AGM") of the Company will be held at "**Slate at the Row**", 52, Jalan Doraisamy, Chow Kit, 50300 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 30 May 2018 at 10:30 a.m. for the following purposes:

- AGENDA**
- To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and the Auditors thereon. (Please refer to Explanatory Note 1)
 - To approve the payment of Directors' fees payable to Non-Executive Directors of the Company amounting to RM72,000 for the financial year ended 31 December 2017. (Resolution 1)
 - To approve the payment of Directors' fees to Non-Executive Directors of the Company amounting to RM135,000 to be paid on a quarterly basis for the financial year ending 31 December 2018. (Resolution 2)
 - To approve the payment of Directors' benefits to the Directors up to RM22,000 from 31 May 2018 until Twenty-Second AGM of the Company. (Resolution 3)
 - To re-elect Dr. Teh Chee Ghee who is due to retire pursuant to Article 83 of the Company's Articles of Association. (Please refer to Note 2)
 - To re-elect the following Directors who are due to retire pursuant to Article 90 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
 - Mr. Yap Tsok Lim (Resolution 4)
 - Ms. Kok Shuh Min (Resolution 5)
 - Mr. Wing Kwong @ Chan Wing Kwong (Resolution 6)
 - To re-appoint Messrs. Morison Anuarul Azizhan Chew as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 7)

As Special Business

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

8. Ordinary Resolution

- Authority to Issue Shares pursuant to the Companies Act 2016

"**THAT**, subject always to the Companies Act 2016 ("**the Act**") the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being; **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

- To transact any other ordinary business of which due notice has been given. (Resolution 8)

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

CHENG CHIA PING (MAICSA 1032514)

Company Secretaries

Kuala Lumpur

Date: 30 April 2018

Notes:

- This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 ("**the Act**") does not require a formal approval of the members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Dr. Teh Chee Ghee who retires in accordance with Article 83 of the Company's Articles of Association, has expressed his intention not to seek for re-election. Hence, Dr. Teh Chee Ghee will retain office until the close of the 21st Annual General Meeting of the Company.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 May 2018 ("**General Meeting Record of Depositors**") shall be entitled to attend, speak and vote at this Meeting.
- A member entitled to attend and vote at this Meeting is entitled to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote at this Meeting shall have the same rights as the member to speak at the Meeting.
- Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint up to two (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.
- If a corporation is a member of the Company, it may vote by any person authorised by resolution of its directors or other governing body to act as its representative at any meeting in accordance with Article 80 of the Company's Articles of Association.
- 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 such appointor be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorised and shall be deposited with the power of attorney or other authority (if any) at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding this Meeting or adjourned meeting at which the person named in such proxy proposes to vote and in default the proxy shall not be treated as valid. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.

Explanatory Notes To Special Business:

1. Resolutions 1, 2 and 3

Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders' approval for the following payments to Directors at the Twenty-First AGM in three (3) separate resolutions as below:-

- Resolution 1** on payment of Directors' fees totalling RM72,000 in respect of the financial year ended 31 December 2017;
- Resolution 2** on payment of Directors' fees to Non-Executive Directors of the Company amounting to RM135,000 to be paid on a quarterly basis for the financial year ending 31 December 2018 and thereafter; and
- Resolution 3** on payment of Directors' benefits of up to RM22,000 in respect of meeting allowances payable for attendance of Board and/or Board Committee Meetings and Annual General Meeting by the Non-Executive Directors with effect from 31 May 2018 up to the next Annual General Meeting.

2. Resolution 8

The proposed Resolution 8 is for the purpose of seeking an approval for the general mandate to empower the Directors of the Company, from the date of the above Meeting, to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "**Authority to Issue Shares**"). This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next Annual General Meeting of the Company.

The new General Mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.