

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of AWC Berhad ("AWC" or the "Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Tuesday, 5 June 2018 at 2.00 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without any modification the following resolutions:-

**ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITION BY AWC OF 60% EQUITY INTEREST IN TRACKWORK & SUPPLIES SDN BHD ("TRACKWORK") FOR AN AGGREGATE PURCHASE CONSIDERATION OF RM43,500,000, WHICH WILL BE SATISFIED THROUGH A COMBINATION OF CASH AMOUNTING TO RM20,000,000 AND THE BALANCE RM23,500,000 THROUGH THE ISSUANCE AND ALLOTMENT OF NEW ORDINARY SHARES IN AWC ("AWC SHARES") ("CONSIDERATION SHARES") ("PROPOSED ACQUISITION")**

"THAT subject to the passing of Ordinary Resolution 2 and Ordinary Resolution 3, the relevant conditions as stipulated in the share sale agreement dated 28 February 2018 ("SSA") between the Company and Goh Poey Hong, Chong Kim Loong, Goh Tse Woei, Kong Keat Voon, Shaun Chan Thiam Eng, Chong Chong Hong and Lim Huey Yih (collectively the "Sellers") for the Proposed Acquisition being met or waived (as the case may be) and the approvals of all relevant parties and/or authorities being obtained (where required), authority be and is hereby given to the Board of Directors of AWC ("Board") to acquire from the Sellers, 3,000,000 ordinary shares in Trackwork ("Sale Shares"), representing 60% equity interest in Trackwork for an aggregate purchase consideration of RM43,500,000 which will be satisfied through a combination of cash amounting to RM20,000,000 and the balance of RM23,500,000 through the:-

- (i) issuance and allotment of 11,500,000 new AWC Shares ("Tranche 2 Consideration Shares") at an issue price of RM1.00 per Tranche 2 Consideration Share; and
- (ii) RM6,000,000 in value of Consideration Shares for each of the financial year(s) ending ("FYE(s)") 30 September 2018 and 30 September 2019 respectively, to be issued and allotted to the Sellers at an issue price which will be determined based on the five (5)-day volume weighted average market price of AWC Shares after the date of the signed audited financial statements of Trackwork for the respective financial years,

in accordance to the terms and conditions of the SSA including any modifications, variations, amendments and additions thereto from time to time in relation to the Proposed Acquisition;

THAT the Consideration Shares shall, upon issuance and allotment, rank equally in all respects with the then existing AWC Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distribution which may be declared, made or paid to the shareholders of AWC, the entitlement date of which is prior to the date of issuance and allotment of the respective tranche of the Consideration Shares;

THAT the Board be and is hereby authorised to do or procure all acts, deeds and things as are necessary and to execute, sign and deliver on behalf of AWC, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect and to complete the Proposed Acquisition, with full power to assent to any condition, modification, variation and/or amendment thereto as the Board may deem fit in connection with the Proposed Acquisition;

AND THAT any and all previous actions taken by the Board for the purpose of or in connection with the Proposed Acquisition be and are hereby approved, ratified and confirmed."

**ORDINARY RESOLUTION 2**

**PROPOSED GRANTING BY TRAKNIAGA SDN BHD ("TRAKNIAGA"), A SHAREHOLDER OF TRACKWORK HOLDING 40% EQUITY INTEREST THEREIN, OF A CALL OPTION FOR AWC TO REQUIRE TRAKNIAGA TO DISPOSE ALL THE REMAINING ORDINARY SHARES IN TRACKWORK HELD BY IT ("OPTION SHARES") TO AWC ("CALL OPTION") AND THE GRANTING BY AWC OF A PUT OPTION FOR TRAKNIAGA TO REQUIRE AWC TO ACQUIRE THE OPTION SHARES ("PUT OPTION") ("PROPOSED CALL/PUT OPTIONS")**

"THAT subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 3, and subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given for the following:-

- (i) granting by AWC of the Put Option to Trakniaga;
- (ii) upon exercise of the Put Option by Trakniaga, for AWC to acquire the Option Shares from Trakniaga; and
- (iii) AWC to exercise the Call Option and acquire the Option Shares from Trakniaga,

for cash and/or issuance and allotment of new AWC Shares ("Option Consideration Shares") pursuant to the terms and conditions of the shareholders' agreement dated 28 February 2018 between AWC, Trakniaga and Trackwork;

THAT approval be and is hereby given for the issuance and allotment of the Option Consideration Shares to Trakniaga to satisfy the purchase consideration for the acquisition of the Option Shares from Trakniaga either in full or in part, where the Option Consideration Shares are determined to be issued and allotted by AWC;

THAT the Option Consideration Shares shall, upon issuance and allotment, rank equally in all respects with the then existing AWC Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distributions which may be declared, made or paid to the shareholders of AWC, the entitlement date of which is prior to the date of issuance and allotment of the Option Consideration Shares;

AND THAT the Board be and is hereby authorised to do or procure all acts, deeds and things as are necessary and to execute, sign and deliver on behalf of AWC, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect and to complete the Proposed Call/Put Options and the acquisition of the Option Shares, with full power to assent to any condition, modification, variation and/or amendment thereto as the Board may deem fit in connection with the Proposed Call/Put Options."

**ORDINARY RESOLUTION 3**

**PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF AWC AND ITS SUBSIDIARIES ("AWC GROUP") TO INCLUDE RAIL RELATED WORKS ("PROPOSED DIVERSIFICATION")**

"THAT, subject to the passing of Ordinary Resolution 1 and subject to the approvals of all relevant parties and/or authorities being obtained (where required), authority be and is hereby given to AWC Group to diversify its principal activities to include rail related works;

THAT the Board be and is hereby authorised to do or procure all acts, deeds and things as are necessary and to execute, sign and deliver on behalf of AWC, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect and to complete the Proposed Diversification, with full power to assent to any condition, modification, variation and/or amendment thereto as the Board may deem fit in connection with the Proposed Diversification;

AND THAT any and all previous actions taken by the Board for the purpose of or in connection with the Proposed Diversification be and are hereby approved, ratified and confirmed."

**ORDINARY RESOLUTION 4**

**PROPOSED GRANT OF OPTIONS PURSUANT TO AWC'S EXISTING EMPLOYEES' SHARE OPTION SCHEME ("ESOS SCHEME") ("ESOS OPTIONS") TO YANG MULIA TUNKU PUAN SRI DATO' HAJJAH NOOR HAYATI BINTI TUNKU ABDUL RAHMAN PUTRA AL-HAJ**

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), the Board be and is hereby authorised, at any time and from time to time throughout the existence of the ESOS Scheme, to offer and grant, to Yang Mulia Tunku Puan Sri Dato' Hajjah Noor Hayati Binti Tunku Abdul Rahman Putra Al-Haj, being the Independent Non-Executive Director of the Company, up to 300,000 ESOS Options to subscribe for such number of AWC Shares to be issued (as adjusted or modified from time to time pursuant to the bylaws) under the ESOS Scheme ("ESOS Shares") and if such ESOS Options are accepted and exercised, to issue and allot such number of AWC Shares as may be required to be issued to her under the ESOS Scheme in accordance with the provisions of the bylaws, provided always that not more than 10% of ESOS Shares available under the ESOS Scheme (or other such percentage as may be permitted by Bursa Malaysia Securities Berhad ("Bursa Securities") or any other relevant authorities from time to time) shall be allocated to Yang Mulia Tunku Puan Sri Dato' Hajjah Noor Hayati Binti Tunku Abdul Rahman Putra Al-Haj, if she, in any point in time, either singly or collectively through persons connected with her holds 20% or more of the issued share capital (excluding treasury shares).

AND THAT approval be and is hereby given to the Board to issue and allot such number of ESOS Shares to be credited as fully issued to Yang Mulia Tunku Puan Sri Dato' Hajjah Noor Hayati Binti Tunku Abdul Rahman Putra Al-Haj pursuant to the exercise of such options."

**ORDINARY RESOLUTION 5**

**PROPOSED GRANT OF ESOS OPTIONS TO AHRI BIN HASHIM**

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), the Board be and is hereby authorised, at any time and from time to time throughout the existence of the ESOS Scheme, to offer and grant, to Ahri Bin Hashim, being the Independent Non-Executive Director of the Company, up to 300,000 ESOS Shares, and if such ESOS Options are accepted and exercised, to issue and allot such number of AWC Shares as may be required to be issued to him under the ESOS Scheme in accordance with the provisions of the bylaws, provided always that not more than 10% of ESOS Shares available under the ESOS Scheme (or other such percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) shall be allocated to Ahri Bin Hashim, if he, in any point in time, either singly or collectively through persons connected with him holds 20% or more of the issued share capital (excluding treasury shares).

AND THAT approval be and is hereby given to the Board to issue and allot such number of ESOS Shares to be credited as fully issued to Ahri Bin Hashim pursuant to the exercise of such options."

**ORDINARY RESOLUTION 6**

**PROPOSED GRANT OF ESOS OPTIONS TO SURESON A/L KRISNASAMY**

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), the Board be and is hereby authorised, at any time and from time to time throughout the existence of the ESOS Scheme, to offer and grant, to Sureson A/L Krisnasamy, being the Independent Non-Executive Director of the Company, up to 300,000 ESOS Shares, and if such ESOS Options are accepted and exercised, to issue and allot such number of AWC Shares as may be required to be issued to him under the ESOS Scheme in accordance with the provisions of the bylaws, provided always that not more than 10% of ESOS Shares available under the ESOS Scheme (or other such percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) shall be allocated to Sureson A/L Krisnasamy, if he, in any point in time, either singly or collectively through persons connected with him holds 20% or more of the issued share capital (excluding treasury shares).

AND THAT approval be and is hereby given to the Board to issue and allot such number of ESOS Shares to be credited as fully issued to Sureson A/L Krisnasamy pursuant to the exercise of such options."

By Order of the Board

**AWC BERHAD**

**Tea Sor Hua** (MACS 01324)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

21 May 2018

**Notes:-**

- (i) A member of the Company who is entitled to attend and vote at the EGM is entitled to appoint up to two (2) proxies to attend and vote at the EGM in his stead. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- (ii) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the EGM shall have the same rights as the members to speak at the EGM.
- (iii) 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 the seal or under the hand of an officer or attorney duly authorised.
- (iv) 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 one (1) proxy in respect of each securities account it holds with AWC Shares standing to the credit of the said securities account.
- (v) Where a member of the Company is an exempt authorised nominee which holds AWC Shares for multiple beneficial owners in one (1) 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.
- (vi) To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time for holding the EGM or adjourned meeting.
- (vii) For the purpose of determining a member who shall be entitled to attend the EGM, AWC will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 66(c) of AWC's Constitution to issue a General Meeting Record of Depositors as at 28 May 2018. Only members whose name appears in the Record of Depositors as at 28 May 2018 shall be entitled to attend the EGM and to speak and vote thereat.
- (viii) All the resolutions set out in this Notice of EGM will be put to vote by poll.