



Permaju Industries Berhad

PERMAJU INDUSTRIES BERHAD

(Company No. 379057-V)

(Incorporated in Malaysia under the Companies Act, 1965 and deemed registered under the Companies Act 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Permaju Industries Berhad ("**Permaju**" or the "**Company**") will be held at Room IQ150, Qlik Damansara Empire Damansara, No. 2, Jalan PJU 8/8A, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan on Friday, 29 June 2018 at 10.30 a.m. or such other time immediately after the conclusion or adjournment (as the case may be) of the 22nd Annual General Meeting of the Company, which will be held at the same venue on the same day at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 936,309,855 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN PERMAJU ("ICPS") ("RIGHTS ICPS") AT AN ISSUE PRICE OF RM0.05 PER RIGHTS ICPS TOGETHER WITH UP TO 93,630,985 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF 10 RIGHTS ICPS TOGETHER WITH 1 FREE WARRANT FOR EVERY 2 EXISTING ORDINARY SHARES IN PERMAJU ("PERMAJU SHARES" OR "SHARES") HELD BY THE ENTITLED SHAREHOLDERS OF PERMAJU ("PROPOSED RIGHTS ISSUE OF ICPS WITH WARRANTS")

"**THAT** subject to the passing of the Special Resolution and the approval of all relevant authorities or parties being obtained (if required), including but not limited to the approval-in-principle of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation of the Rights ICPS and the Warrants to be issued hereunder and the new Shares to be issued pursuant to the conversion of the Warrants, the Board of Directors of the Company ("**Board**") be and is hereby authorised:-

- (i) to provisionally allot and issue by way of a renounceable rights issue of up to 936,309,855 Rights ICPS together with up to 93,630,985 Warrants to the shareholders of the Company ("**Shareholders**") whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board ("**Entitlement Date**") and/or their renounee(s), on the basis of 10 Rights ICPS at an issue price of RM0.05 each together with 1 Warrant for every 2 existing Shares;
- (ii) to allot and issue the Warrants in registered form to the Shareholders (and/or their renounee(s), as the case may be) and Excess Applicants (defined below), if any, who subscribe for and are allotted Rights ICPS, each Warrant conferring the right to subscribe for 1 new Share at an exercise price of RM0.25 per Warrant, subject to any adjustment to the subscription rights attached to the Warrants in accordance with the provisions of a deed poll to be executed by the Company constituting the Warrants ("**Deed Poll**");
- (iii) to allot and issue such number of additional Warrants pursuant to adjustments as provided under the Deed Poll ("**Additional Warrants**") and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions of the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (if required);
- (iv) to allot and issue such number of new Shares to the holders of the Rights ICPS upon their conversion of the relevant Rights ICPS to subscribe for new Shares during the tenure of the Rights ICPS; and
- (v) to allot and issue such number of new Shares to the holders of the Warrants upon their exercise of the relevant Warrants to subscribe for new Shares during the tenure of the Warrants, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants and such adjustments in accordance with the provisions of the Deed Poll.

THAT any Rights ICPS which are not validly taken up or which are not allotted for any reason whatsoever to the entitled shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons ("**Excess Applicants**") as the Board shall determine at its absolute discretion;

THAT the Rights ICPS, Warrants and the new Shares to be issued pursuant to the conversion of the Rights ICPS and/or the exercise of the Warrants shall be listed on the Main Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue of ICPS with Warrants be utilised for the purposes as set out in Section 6, Part A of the Circular to Shareholders dated 4 June 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 Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue of ICPS with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue of ICPS with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue of ICPS with Warrants in order to implement and give full effect to the Proposed Rights Issue of ICPS with Warrants;

THAT the new Shares to be issued arising from the conversion of the Rights ICPS and/or the exercise of the Warrants shall, upon allotment, issuance and (where applicable) full payment, rank *pari passu* in all respects with the then existing Shares, save and except that the holders of such new Shares shall 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 is prior to the date of allotment and issuance of such new Shares arising from the conversion of the Rights ICPS and/or the exercise of the Warrants;

THAT the new Shares to be issued pursuant to the exercise of the Warrants (including the Additional Warrants, if any) shall, upon allotment, issuance and full payment of the exercise price of the Warrants (or the Additional Warrants, if any), rank *pari passu* in all respects with the then existing Shares, save and except that the holders of such new Shares shall 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 is prior to the date of allotment of such new Shares arising from the exercise of the Warrants (including the Additional Warrants, if any);

AND THAT this Ordinary Resolution 1 constitutes specific approval for the issuance of Shares and securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights ICPS, Warrants (including Additional Warrants, if any) and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue of ICPS with Warrants have been allotted and issued in accordance with the terms of the Proposed Rights Issue of ICPS with Warrants."

ORDINARY RESOLUTION 2

PROPOSED SETTLEMENT OF DEBT OWING TO TAN SRI DATUK CHAI KIN KONG AND DATO' CHUA TIONG MOON ("CREDITORS") IN THE AGGREGATE SUM OF RM22,248,918 TO BE FULLY SATISFIED VIA THE ISSUANCE OF 444,978,360 ICPS ("SETTLEMENT ICPS") AT AN ISSUE PRICE OF RM0.05 PER SETTLEMENT ICPS ("PROPOSED SETTLEMENT")

"**THAT** subject to the passing of the Special Resolution and the approval of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given to the Company to settle an aggregate sum of RM22,248,918 owed to the Creditors in accordance with the terms and conditions of the settlement agreement dated 16 April 2018 entered into between the Company, the Creditors and Chai Woon Yun for the purpose of the Proposed Settlement ("**Settlement Agreement**") , via issuance of 444,978,360 Settlement ICPS at an issue price of RM0.05 each;

THAT the new Shares to be issued arising from the conversion of the Settlement ICPS shall, upon allotment, issuance and (where applicable) full payment, rank *pari passu* in all respects with the then existing Shares, save and except that the holders of such new Shares shall 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 is prior to the date of allotment and issuance of such new Shares arising from the conversion of the Settlement ICPS;

AND THAT, the Board be and is hereby authorised and empowered to give full effect to the Proposed Settlement, the Settlement Agreement and such other agreements arising therefrom with full power to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute and deliver and/or cause to be executed and delivered the Settlement Agreement and all such other agreements, deeds, arrangements, power of attorney, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all things, acts and matters as they may deem fit, necessary and/or expedient or in the best interests of the Company and/or appropriate in order to implement, finalise, complete and give full effect to the Proposed Settlement under the terms and conditions of the Settlement Agreement with full powers to negotiate, approve, agree and assent to any conditions, revaluations, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or in the best interest of the Company, including to enter into any supplemental agreement(s) in connection with the Proposed Settlement, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient or in the best interest of the Company."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION / MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED CONSTITUTION AMENDMENTS")

"**THAT** the Constitution of the Company (previously known as Memorandum and Articles of Association) shall be amended in the manner as set out in Appendix V of the Circular to Shareholders dated 4 June 2018;

AND THAT the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Constitution Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Constitution Amendments."

By Order of the Board
PERMAJU INDUSTRIES BERHAD

TAN TONG LANG (MAICSA7045482)
CHONG VOON WAH (MAICSA 7055003)
THAYAPARAN A/L M. RASIAH (LS004642)

Company Secretaries
Kuala Lumpur
4 June 2018

Notes:-

1. A member entitled to attend and vote at the Extraordinary General Meeting shall be entitled to appoint not more than 2 proxies to attend, participate, speak and vote in his/her stead at the same meeting. A proxy need not be a member of the Company and if not a member he/she need not be a qualified legal practitioner, an approved company auditor or a person approved by the Registrar.
2. Where a member appoints 2 proxies, the proxies shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy. 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 form of proxy or power of attorney if executed by a corporation must be executed under Common Seal.
4. The instrument appointing a proxy or a power of attorney must be deposited at the office of the Share Registrar of the Company at No.2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than 48 hours before the time set for the meeting or any adjournment thereof.
5. If the space provided in the proxy form is not sufficient, an appendix attached to the proxy form duly signed by the appointer is acceptable.
6. Only members registered in the Record of Depositors as at 22 June 2018 shall be eligible to attend the meeting or appoint proxies and vote on their behalf.