

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of A-Rank Berhad ("A-Rank" or "Company") will be held at Ujong Pandang Room, Staffside Country Resort, Batu 13, Jalan Seremban, Kuala Lumpur (Country Road), 71700 Mantin, Negeri Sembilan Darul Khusus on Tuesday, 21 August 2018 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT AND IMPLEMENTATION OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS" or "SCHEME") OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF A-RANK BERHAD ("A-RANK" or "COMPANY") ("A-RANK SHARES" or "SHARES") (EXCLUDING TREASURY SHARES, IF ANY) FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF A-RANK AND ITS NON-DORMANT SUBSIDIARIES ("PROPOSED ESOS")

"THAT, subject to the approval of all the relevant authorities or parties being obtained (if required) and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given for the Company to establish and implement an employees' share option scheme of up to 10% of the total number of issued shares in the capital of the Company (excluding treasury shares, if any) at any one time over the duration of the Scheme, for the benefit of the employees and Directors of A-Rank and its non-dormant subsidiary companies who fulfil the criteria for eligibility for participation in the Scheme ("**Eligible Persons**"), and the Board of Directors of the Company ("**Board**") be and is hereby authorised to:

- implement and administer the Scheme in accordance with the form set out in the by-laws governing the Scheme ("**By-Laws**"), a draft of which is set out in Appendix I of the Circular to Shareholders dated 6 August 2018 ("**Circular to Shareholders**"), and to give full effect to the Scheme with full powers to assent to any conditions, variations, modifications and/or amendments as may be deemed fit or expedient and/or imposed or required by the relevant authorities or as may be deemed fit or necessary by the Board at its discretion;
- make the necessary applications to Bursa Malaysia Securities Berhad ("**Bursa Securities**") and do all the things necessary at the appropriate time or times for the listing and quotation of the new Shares which may from time to time be allotted and issued pursuant to the exercise of the ESOS options granted under the Scheme;
- allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the ESOS options granted under the Scheme provided that the aggregate number of new Shares to be allotted and issued under the Scheme shall not exceed in aggregate of 10% of the total number of issued shares of the Company (excluding treasury shares, if any) at any time during the existence of the Scheme. The new Shares issued pursuant to the exercise of the ESOS options granted under the Scheme shall, upon allotment, issuance and full payment of the exercise price of the ESOS options, rank *pari passu* in all respects with the then existing issued 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 the new Shares pursuant to the exercise of the ESOS options granted under the Scheme and will be subject to all the provisions of the Constitution of the Company relating to the transfer, transmission and otherwise of the Shares;
- modify and/or amend the By-Laws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
- extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-Laws shall not in aggregate exceed a duration of ten (10) years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Securities or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting;

THAT the By-Laws of the Scheme, a draft of which is set out in Appendix I of the Circular to Shareholders, be and is hereby approved and adopted.

AND THAT the Board be and is hereby authorised to give effect to the Scheme with full powers to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' SHAHRIR BIN ABDUL JALIL

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESOS Committee to offer and grant such number of ESOS options under the Scheme, from time to time throughout the duration of the Scheme, to Dato' Shahrir Bin Abdul Jalil, the Chairman and Independent Non-Executive Director of A-Rank, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new A-Rank Shares to be issued under the Scheme; and
- not more than 10% of the new A-Rank Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued A-Rank Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with the By-Laws and the Main Market Listing Requirements of Bursa Securities and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

AND THAT the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS options that may be granted to him under the Scheme."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO TAN WAN LAY

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESOS Committee to offer and grant such number of ESOS options under the Scheme, from time to time throughout the duration of the Scheme, to Tan Wan Lay, the Managing Director of A-Rank, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new A-Rank Shares to be issued under the Scheme; and
- not more than 10% of the new A-Rank Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued A-Rank Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with the By-Laws and the Main Market Listing Requirements of Bursa Securities and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

AND THAT the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS options that may be granted to him under the Scheme."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ESOS OPTIONS TO TUAN HAJI AHMED AZHAR BIN ABDULLAH

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESOS Committee to offer and grant such number of ESOS options under the Scheme, from time to time throughout the duration of the Scheme, to Tuan Haji Ahmed Azhar Bin Abdullah, the Senior Independent Non-Executive Director of A-Rank, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new A-Rank Shares to be issued under the Scheme; and
- not more than 10% of the new A-Rank Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued A-Rank Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with the By-Laws and the Main Market Listing Requirements of Bursa Securities and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

AND THAT the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS options that may be granted to him under the Scheme."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF ESOS OPTIONS TO DATUK LEOW CHONG HOWA

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities or parties being obtained (if required), approval be and is

hereby given to the Board to authorise the ESOS Committee to offer and grant such number of ESOS options under the Scheme, from time to time throughout the duration of the Scheme, to Datuk Leow Chong Howa, the Non-Independent Non-Executive Director of A-Rank, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new A-Rank Shares to be issued under the Scheme; and
- not more than 10% of the new A-Rank Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued A-Rank Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with the By-Laws and the Main Market Listing Requirements of Bursa Securities and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

AND THAT the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS options that may be granted to him under the Scheme."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESOS OPTIONS TO DR LEONG CHIK WENG

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESOS Committee to offer and grant such number of ESOS options under the Scheme, from time to time throughout the duration of the Scheme, to Dr Leong Chik Weng, the Independent Non-Executive Director of A-Rank, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new A-Rank Shares to be issued under the Scheme; and
- not more than 10% of the new A-Rank Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued A-Rank Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with the By-Laws and the Main Market Listing Requirements of Bursa Securities and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

AND THAT the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS options that may be granted to him under the Scheme."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF ESOS OPTIONS TO WONG TZE KAI

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESOS Committee to offer and grant such number of ESOS options under the Scheme, from time to time throughout the duration of the Scheme, to Wong Tze Kai, the Independent Non-Executive Director of A-Rank, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new A-Rank Shares to be issued under the Scheme; and
- not more than 10% of the new A-Rank Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued A-Rank Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with the By-Laws and the Main Market Listing Requirements of Bursa Securities and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

AND THAT the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS options that may be granted to him under the Scheme."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO GAN CHOON SUN

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESOS Committee to offer and grant such number of ESOS options under the Scheme, from time to time throughout the duration of the Scheme, to Gan Choon Sun, the Executive Director of A-Rank, subject always to the following provisions:

- he must not participate in the deliberation or discussion of his own allocation of new A-Rank Shares to be issued under the Scheme; and
- not more than 10% of the new A-Rank Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued A-Rank Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with the By-Laws and the Main Market Listing Requirements of Bursa Securities and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

AND THAT the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS options that may be granted to him under the Scheme."

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF ESOS OPTIONS TO LEOW VINZIE

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board to authorise the ESOS Committee to offer and grant such number of ESOS options under the Scheme, from time to time throughout the duration of the Scheme, to Leow Vinzie, the Non-Independent Non-Executive Director of A-Rank, subject always to the following provisions:

- she must not participate in the deliberation or discussion of her own allocation of new A-Rank Shares to be issued under the Scheme; and
- not more than 10% of the new A-Rank Shares available under the Scheme shall be allocated to her, if she, either singly or collectively through persons connected with her, holds 20% or more of the total number of issued A-Rank Shares in the capital of the Company (excluding treasury shares);

and provided always that it is in accordance with the By-Laws and the Main Market Listing Requirements of Bursa Securities and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Scheme.

AND THAT the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS options that may be granted to her under the Scheme."

By Order of the Board

WONG WAI FOONG (MAICSA 7001358)

NG BEE LIAN (MAICSA 7041392)

YAP SIT LEE (MAICSA 2028098)

Company Secretaries

Kuala Lumpur

6 August 2018

Notes:

- A proxy need not be a member of the Company. There is no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak in the meeting.
- A member of the Company who is entitled to attend and vote at the meeting shall not appoint more than two (2) proxies to attend at the same meeting except where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company 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.
- Where a member or the authorised nominee appoints two (2) proxies or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation under its common seal, or the hand of its attorney duly authorised.
- The instrument appointing a proxy must be deposited at the registered office of the Company located at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
- Only members whose names appear in the Record of Depositors as at 15 August 2018 will be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on their behalf.