



## GABUNGAN AQRs BERHAD

(Company No: 912527-A)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Gabungan AQRs Berhad (“GBGAQRS” or the “Company”) will be held at G-58-3, Block G, Jalan Teknologi 3/9, Bistari ‘De’ Kota, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, on Wednesday, 5 September 2018 at 10.00 a.m., or at any adjournment thereof for the purpose of considering and if thought fit, passing the following ordinary resolution with or without modifications:

#### ORDINARY RESOLUTION

**PROPOSED BONUS ISSUE OF 123,648,501 NEW GBGAQRS WARRANTS (“WARRANTS B”) ON THE BASIS OF ONE (1) WARRANT B FOR EVERY FOUR (4) EXISTING ORDINARY SHARES IN GBGAQRS (“GBGAQRS SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF WARRANTS”)**

“**THAT**, subject to the approval of all relevant authorities being obtained (including the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the admission of the new Warrants B to the Official List of Bursa Securities and the listing of and quotation for the new Warrants B as well as the new Shares to be issued upon the exercise of the Warrants B on the Main Market of Bursa Securities), approval be and is hereby given to the Board of Directors of the Company (“Board”) to issue 123,648,501 Warrants B to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business (i.e. 5.00 p.m.) on the Entitlement Date (“Entitled Shareholders”), on the basis of one (1) Warrant B for every four (4) existing GBGAQRS Shares held in accordance with the provisions of the deed constituting the Warrants B (“Deed Poll”) to be executed by the Company;

**THAT** the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants B as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit and expedient in order to implement, finalise and give full effect to the terms and conditions of the Deed Poll;

**THAT** the Board be and is hereby authorised to allot and issue such appropriate number of Warrants B in accordance with the provisions of the Deed Poll and where required, to adjust the exercise price and/or the number of the Warrants B to be issued (including, without limitation, any additional Warrants B as may be required or permitted to be issued) in consequences of any adjustments in accordance with the provisions in the Deed Poll (“Additional Warrants”);

**THAT** the Board be and is hereby authorised to issue and allot such appropriate number of new GBGAQRS Shares arising from the exercise of the Warrants B by the holders of the Warrants B of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new GBGAQRS Shares arising from the exercise of subscription rights represented by the Additional Warrants;

**THAT** the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants B arising from the Proposed Bonus Issue of Warrants, if any, will be disregarded and shall be dealt with in such manner as the Board may deem fit and expedient at its absolute discretion and in the best interest of the Company;

**THAT** the new GBGAQRS Shares to be issued upon exercise of the Warrants B shall, upon allotment and issuance, rank *pari passu* in all respects with the existing GBGAQRS Shares, save and except that the new GBGAQRS Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid to the shareholders of the Company, for which the entitlement date prior to the date of allotment and issuance of the new GBGAQRS Shares to be allotted and issued pursuant to the exercise of the Warrants B;

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things, to execute, sign deliver and cause to be delivered on behalf of the Company all such documents and/or agreements (including without limitation, the affixing of the Company’s common seal, where necessary) and to take all such necessary steps as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, modifications, variations, amendments and/or termination in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

#### By order of the Board

Ooi Li Ann (MAICSA 7065065)

Chua Siew Chuan (MAICSA 0777689)

Tan Ley Theng (MAICSA 7030358)

Joint Company Secretaries

21 August 2018

#### Notes:

1. A proxy may, but need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer’s Common Seal or under the hand of its officer or attorney duly authorised.
3. Subject to paragraphs (4) and (5) below, a member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend this meeting and vote in his stead. Where a holder appoints two (2) proxies to attend and vote at the same meeting, such appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint not more than 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.
5. Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”) as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. Where the authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. The instrument appointing a proxy must be deposited at the Registered Office of the Company at G-58-1, Blok G, Jalan Teknologi 3/9, Bistari ‘De’ Kota, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.