

MALAKOFF

A Member of  MMC Group

MALAKOFF CORPORATION BERHAD

(Company No. 731568-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Malakoff Corporation Berhad will be held at Mahkota Ballroom, Hotel Istana, 73, Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia on Tuesday, 2 October 2018 at 10.30 a.m. or any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF 97.37% EQUITY INTEREST IN ALAM FLORA SDN BHD (“PROPOSED ACQUISITION”) AND RESULTANT DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF MALAKOFF CORPORATION BERHAD (“MALAKOFF” OR “COMPANY”) AND ITS SUBSIDIARIES

“**THAT** subject to the relevant approvals/consents being obtained and the conditions precedent stipulated in the conditional share sale agreement dated 1 August 2018 entered into between Tunas Pancar Sdn Bhd (“**TPSB**”), a wholly-owned subsidiary of the Company, and HICOM Holdings Berhad (“**HICOM Holdings**”), a wholly-owned subsidiary of DRB-HICOM Berhad (“**SSA**”) being fulfilled, approval be and is hereby given for the following:

- (i) TPSB to acquire 74,000,000 ordinary shares in Alam Flora Sdn Bhd (“**Alam Flora**”), representing 97.37% equity interest in Alam Flora from HICOM Holdings for a total cash consideration of RM944,610,000 (“**Purchase Consideration**”), subject to the terms and conditions as set out in the SSA.
- (ii) For the Company to diversify its existing principal activities to include the provision of integrated solid waste collection and management and public cleansing management services business, as a result of the Proposed Acquisition (“**Proposed Diversification**”).

THAT the execution by TPSB of the SSA and the performance of its obligations under the SSA be and are hereby approved, ratified and confirmed.

THAT the Board of Directors of Malakoff (“**Board**”) be and is hereby empowered and authorised to determine and at any time following such determination vary if deemed fit, necessary and/or expedient, any adjustments to be made to the Purchase Consideration in such manner as the Board shall in its absolute discretion deem fit or expedient or in the best interests of the Company.

AND THAT the Board be and is hereby authorised to take all steps and do all such acts as it may consider necessary and expedient to give full effect to the Proposed Acquisition and Proposed Diversification with full power to enter into all such transactions, arrangements and agreements in respect of any matter arising under or in connection with the Proposed Acquisition and Proposed Diversification and to assent to any conditions, modifications, variations, additions and/or amendments as may be imposed by any relevant authorities and/or as the Board may deem fit or in the best interests of the Company.”

BY ORDER OF THE BOARD

YEOH SOO MEI (MAICSA 7032259)
SHARIFAH ASHTURA JAMALULLAIL SYED OSMAN (LS0009113)
Company Secretaries

Kuala Lumpur, Malaysia

14 September 2018

Notes:

1. *The Proxy Form, to be valid, must be deposited at the office of Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for the meeting or any adjournment thereof.*
2. *A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies or attorney or other duly authorised representative to attend and vote at his stead. A member of the Company may appoint up to two proxies to attend the same meeting. Where the member of the Company appoints two proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.*
3. *In case of a corporation, the Proxy Form should be under its common seal or under the hand of an officer or attorney duly authorised on its behalf. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.*
4. *In the case of joint holders, the signature of any one of them will suffice.*
5. *Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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. Where a member appoints more than one proxy, the appointment shall be invalid unless it specifies the proportion of its shareholding to be represented by each proxy.*
6. *Only depositors whose names appear on the Record of Depositors as at 25 September 2018 shall be entitled to attend the EGM or appoint proxies to attend and/or vote on their behalf.*
7. *Unless voting instructions are indicated in the spaces provided in the Proxy Form, the proxy may vote as he/she thinks fit.*
8. *Registration of members/proxies attending the meeting will commence at 8.00 a.m. on the day of the meeting and shall remain open until the conclusion of the EGM or such a time as may be determined by the Chairman of the meeting. Members/proxies are required to produce identification documents for registration.*