



COUNTRY HEIGHTS HOLDINGS BERHAD

(Company No. 119416-K)
(Incorporated in Malaysia under the Companies Act, 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Country Heights Holdings Berhad (“**CHHB**” or “**Company**”) will be held at the Unity Room, Lower Ground Level, Palace of the Golden Horses, Jalan Kuda Emas, Mines Wellness City, 43300 Seri Kembangan, Selangor Darul Ehsan on Thursday, 8 November 2018 at 10.30 a.m. for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 137,853,702 WARRANTS IN CHHB ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES IN CHHB (“CHHB SHARES”) HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON THE ENTITLEMENT DATE

“**THAT**, subject to the approvals of all relevant authorities and/or parties (if required) being obtained including the approvals of all relevant regulatory authorities for the admission of up to 137,853,702 Warrants to the Official List of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the listing of and quotation for the Warrants as well as the CHHB Shares to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities being obtained, the Directors be and are hereby empowered and authorised to (i) issue up to 137,853,702 Warrants to Entitled Shareholders on the basis of one (1) Warrant for every two (2) existing CHHB Shares held by the Entitled Shareholders on the Entitlement Date, and (ii) to deal with any fractional entitlements that may arise from the Proposed Bonus Issue of Warrants which, shall be dealt with in such a manner as the Board in its absolute discretion deems fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company;

AND THAT, such Warrants be constituted upon the terms and conditions of the deed poll to be executed (“**Deed Poll**”), the salient terms of which are set out in Section 2.2 of the circular to shareholders of the Company dated 24 September 2018 (“**Circular**”);

AND THAT, the Directors be and are hereby authorised to allot and issue such appropriate number of new CHHB Shares arising from any exercise from time to time by the holders of the Warrants of their rights under any such Warrants in accordance with the provisions of the Deed Poll;

AND THAT, the new CHHB Shares to be issued pursuant to the exercise of the Warrants shall upon allotment and issue, rank *pari passu* in all respects with the then existing CHHB Shares, save and except that the new CHHB Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other forms of distributions which may be declared, made or paid, the entitlement date of which precedes the date of allotment and issue of such new CHHB Shares;

AND THAT, the Directors be and are 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 by the relevant authorities or deemed necessary by the Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll;

AND THAT, the Directors be and are hereby authorised with full power to issue and allot such further Warrants and new CHHB Shares arising from any exercise from time to time by the holders of the Warrants that may arise from any adjustment in the number of Warrants at an adjusted exercise price which may be carried out in accordance with the provisions of the Deed Poll and/or as may be required by the relevant authorities;

AND THAT, the Directors be and are hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts as they may consider necessary or expedient in the best interest of the Company to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants;

AND THAT, the proceeds from the Proposed Bonus Issue of Warrants be utilised for such purposes as set out in Section 2.4 of the Circular, the Directors be 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 or expedient, subject to (where required) the approval of the relevant authorities.”

By Order of the Board
COUNTRY HEIGHTS HOLDINGS BERHAD

WONG SOOK PING (MAICSA NO. 0761491)
Company Secretary

24 September 2018

Notes:-

- (i) *A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of a proxy.*
- (ii) *Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy shall have the same rights as a member to speak at the Meeting.*
- (iii) *If no name is inserted in the space for the name of the proxy, the Chairman of the Meeting will act as the proxy.*
- (iv) *The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.*
- (v) *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.*
- (vi) *Only members registered in the Record of Depositors as at 1 November 2018 shall be eligible to attend the Extraordinary General Meeting or appoint proxies to attend and vote on his or her behalf.*
- (vii) *The duly completed and signed Proxy Form must be deposited at the Registered Office of the Company at 8th Floor, Block A, Mines Waterfront Business Park, No. 3, Jalan Tasik, Mines Wellness City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof. The lodging of the Proxy Form will not preclude the member from attending and voting in person at the Meeting should the member subsequently wish to do so.*