

DRB-HICOM

DRB-HICOM BERHAD (Company No. 203430-W)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of DRB-HICOM Berhad (“**DRB-HICOM**” or “**Company**”) will be held at Glenmarie Ballroom, Holiday Inn Kuala Lumpur Glenmarie, No. 1, Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan on Monday, 15 October 2018 at 9.00 a.m. or any adjournment thereof, for the purpose of considering and if deemed fit, passing with or without modification, the following resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY HICOM HOLDINGS BERHAD (“HICOM HOLDINGS”), A WHOLLY-OWNED SUBSIDIARY OF DRB-HICOM, OF 74,000,000 ORDINARY SHARES IN ALAM FLORA SDN BHD (“AFSB”), REPRESENTING 97.37% EQUITY INTEREST IN AFSB, TO TUNAS PANCAR SDN BHD (“TUNAS PANCAR”), A WHOLLY-OWNED SUBSIDIARY OF MALAKOFF CORPORATION BERHAD, FOR A CASH CONSIDERATION OF APPROXIMATELY RM944,610,000, SUBJECT TO ADJUSTMENT (“PROPOSED DISPOSAL OF AFSB”)

“**THAT** subject to the requisite approvals and/or consents being obtained from the relevant regulatory authorities and/or parties, approval be and is hereby given to HICOM Holdings, a wholly-owned subsidiary of the Company, to dispose of its entire holding of 74,000,000 ordinary shares in AFSB representing 97.37% equity interest in AFSB to Tunas Pancar for a cash consideration of approximately RM944,610,000, subject to adjustments as set out in Section 2.3.3 and Section 2.3.6, Part A of the circular to the shareholders of DRB-HICOM dated 26 September 2018 (“**Circular**”), on the terms and subject to the conditions as set out in the conditional share sale agreement dated 1 August 2018 entered into between HICOM Holdings and Tunas Pancar in relation to the Proposed Disposal of AFSB, the salient terms of which are set out in Section 2.3, Part A of the Circular.

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby empowered and authorised to do all acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate in order to implement, finalise, complete and give full effect to the Proposed Disposal of AFSB with full power to assent to any conditions, variations, modifications, revaluations and/or amendments as may be required, at their discretion and/or imposed or required by the relevant authorities and/or parties and to execute, sign and deliver all such documents and/or agreements with any party or parties and to take all such steps for and on behalf of the Company as may be deemed fit, necessary, expedient and/or appropriate.”

By Order of the Board

SABARINA LAILA MOHD HASHIM (LS0004324)
Company Secretary

Shah Alam, Selangor Darul Ehsan
26 September 2018

NOTES:

1. A member entitled to attend the meeting may appoint not more than 2 proxies who may but need not be a member of the Company.
2. Where a member of the Company is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than 2 proxies in respect of each securities account it holds to which ordinary shares in the Company are credited.
3. For an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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.
4. 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 in writing.
5. Where a member or an authorised nominee or an exempt authorised nominee appoints proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. If the form of proxy is returned without an indication as to how the proxy shall vote on any particular matter, the proxy may exercise his/her discretion as to whether to vote on such matter and if so, how.
6. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting. The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.
7. The instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, shall be deposited at the office of the Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan (Tel: +603-7849 0777), not less than 48 hours before the time set for holding this meeting or adjourned meeting, or in the case of a poll, not less than 24 hours before the time appointed for the taking of a poll, and in default the instrument of proxy shall not be treated as valid.
8. For purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 8 October 2018. Only a depositor whose name appears therein shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and vote on such depositor's behalf.