

## NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-First Annual General Meeting ("21st AGM") of Kumpulan Powernet Berhad ("KPB" or "Company") will be held at Heritage Room, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur on Friday, 21 December 2018 at 9.30 a.m for the following purposes:

**AGENDA**
**ORDINARY BUSINESS:**

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and Auditors thereon.  | Please refer to<br><b>Explanatory Note</b>   |
| 2. To approve the payment of Directors' fees and benefits payable amounting to RM225,750.01 for the financial year ended 30 June 2018.   | <b>Resolution 1</b>  |
| 3. To approve the Directors' fees and benefits payable up to RM216,250.01 and RM9,500.00 respectively for the period from 1 July 2018 until the next Annual General Meeting of the Company to be held in 2019.   | <b>Resolution 2</b>  |
| 4. To re-elect Dato' Hasan Nawawi Bin Abd Rahman retires in accordance with the Articles 100 of the Company's Articles of Association and being eligible, offers himself for re-election.  | <b>Resolution 3</b>  |
| 5. To re-elect the following Directors who are retiring as a Directors of the Company in accordance with the Articles 105 of the Company's Articles of Association and being eligible, offers themselves for re-election: <ul style="list-style-type: none"> <li>(i) Ms. Kok Pauline</li> <li>(ii) Dato' Haji Jamal Nasir Bin Rasdi</li> <li>(iii) Dato' Arivalagan Arujunan</li> <li>(iv) Mr. Fong Wai @ Foong Kai Ming</li> <li>(v) Datuk Liang Teck Meng</li> </ul> | <b>Resolution 4</b><br><b>Resolution 5</b><br><b>Resolution 6</b><br><b>Resolution 7</b><br><b>Resolution 8</b><br><b>Resolution 9</b> |
| 6. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  |  |

**SPECIAL BUSINESS:**

To consider and, if thought fit, to pass with or without modifications, the following ordinary Resolutions:

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| 7. <b>Authority to Issue Shares Pursuant to Section 76 of the Companies Act, 2016</b><br>"THAT subject always to the Companies Act, 2016 ("the Act"), Articles of Association of the Company and/or approvals of the relevant authorities, the Directors be and are hereby authorised and empowered pursuant to Section 76 of the Act to allot and issue new shares in the Company, from time to time and upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." | <b>Resolution 10</b> |
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**ANY OTHER BUSINESS:**

8. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

**BY ORDER OF THE BOARD**

**WONG YOUN KIM**  
**(MAICSA 7018778)**

Company Secretary  
 Kuala Lumpur  
 31 October 2018

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 December 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.
2. A member of the Company entitled to attend and vote at the general meeting is entitled to appoint up to two (2) proxies to attend and vote in his/her stead. There shall be no restriction as to the qualification of the proxy. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
3. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company 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.
5. The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney duly authorised in writing and in the case of a corporation, the instrument appointing a proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority) shall be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

**EXPLANATORY NOTE ON ORDINARY BUSINESS**
**Agenda 1 – Audited Financial Statements for Financial Year Ended 30 June 2018**

The Audited Financial Statements for the financial year ended 30 June 2018 are for discussion only under Agenda 1, as it does not require shareholders' approval under the provisions of Section 248(2) of the Companies Act, 2016. Hence, it will not be put for voting.

**Resolutions 3 to 8 – Re-election of Directors**

Details of the Directors standing for re-election under proposed Resolutions 3, 4, 5, 6, 7 and 8 are stated in directors' profile on page 9 to 11 of the Annual Report. Their shareholdings in the Company are stated on page 105 of the Annual Report.

**Resolution 10**
**– Authority to Issue Shares Pursuant to Section 76 of the Companies Act, 2016**

The Ordinary Resolution No. 10 is a new general mandate. If passed, it will give the Directors of the Company the power to issue shares of the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. As at the date of this Notice, 6,922,000 new ordinary shares were issued on 4 December 2017 by way of private placement and listed on the Bursa Securities on 5 December 2017 pursuant to the last mandate obtained on 30 November 2017. The proceeds raised from the private placement was RM5,405,522.00. The details and status of the utilization of the proceeds as at 30 September 2018 are as follows:

NO.	Description of Utilisation	Proposed Utilisation (RM'000)	Amount Utilised (RM'000)	Balance as at 30 September 2018 (RM'000)
1	Property development and construction costs	4,667	(86)	4,581
2	Working capital	657	(2,062)	(1,405)
3	Defray expenses in relation to proposed private placement	82	(121)	(39)
<b>Total</b>		<b>5,406</b>	<b>(2,269)</b>	<b>3,137</b>