



AHMAD ZAKI RESOURCES BERHAD

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(Company No.: 432768-X)

(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Ahmad Zaki Resources Berhad ("AZRB" or the "Company") will be held at the Banquet Hall, 1st Level, Main Lobby, TPC Kuala Lumpur, 10 Jalan 1/170D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Friday, 30 November 2018 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

#### ORDINARY RESOLUTION 1

**PROPOSED BONUS ISSUE OF UP TO 79,840,322 NEW ORDINARY SHARES IN AZRB ("AZRB SHARES") ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF 1 BONUS SHARE FOR EVERY 8 EXISTING AZRB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")**

**"THAT** subject to the approvals of all relevant authorities being obtained in respect of the listing of and quotation for up to 79,840,322 Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors of AZRB ("Board") be and is hereby authorised to capitalise a total sum of up to RM19,960,081 entirely from the share premium account for the purposes of the Proposed Bonus Issue;

**THAT** the Board be and is hereby authorised to apply such capitalisation sum for the issuance of up to 79,840,322 Bonus Shares to be credited as fully paid-up and such new Bonus Shares be allotted on the basis of 1 Bonus Share for every 8 existing AZRB Shares to the shareholders of the Company whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board;

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

**THAT** the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the then existing AZRB Shares in issue, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/ or any other forms of distribution precedes the relevant date of allotment and issuance of the Bonus Shares;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

#### SPECIAL RESOLUTION 1

##### PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

**"THAT** the proposed adoption of a new Constitution of the Company, details as set out in Part B of the Circular to Shareholders dated 7 November 2018, be and is hereby approved in substitution for and to the exclusion of the whole of the existing Memorandum and Articles of Association of the Company thereof."

#### By Order of the Board

**DATO' HAJI BAHARI BIN JOHARI** (LS 0008773)  
**SEUHAILEY BINTI SHAMSUDIN** (MAICSA 7046575)  
**WONG MAW CHUAN** (MIA 7413)

Company Secretaries  
Kuala Lumpur

7 November 2018

#### Notes:

1. A member of the Company shall not be entitled to appoint more than two (2) proxies to attend, participate, speak and vote at the same meeting and where the member appoints two (2) proxies to attend, participate, speak and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his/her holdings to be represented by each proxy.
2. 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") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
3. 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 office of the Share Registrar, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur of the Company, or at such other place within Malaysia as specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. If the appointer is a corporation, either under its Common Seal (if any) or under the hand of an officer or attorney duly authorised.
4. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, the resolutions as set out in this Notice will be put to vote by way of poll.
5. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 22 November 2018 shall be eligible to attend, participate, speak and vote at the EGM or appoint proxy(ies) to attend and/or vote on his/her behalf.