

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of AWC Berhad (“**AWC**” or “**Company**”) will be held at Resort Ballroom 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 27 November 2018 at 11:00 a.m. or immediately following the conclusion of the 17th Annual General Meeting of the Company which will be held at 10:00 a.m. on the same day and at the same venue, whichever is later or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED ISSUANCE OF UP TO 61,808,620 FREE WARRANTS (“WARRANTS”) IN AWC ON THE BASIS OF ONE (1) WARRANT FOR EVERY FIVE (5) EXISTING ORDINARY SHARES IN AWC (“AWC SHARES” OR “SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED FREE WARRANTS ISSUE”)

“**THAT** subject to and conditional upon the approvals of all relevant authorities or parties being obtained (if required), approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue up to 61,808,620 Warrants (with an exercise price to be determined at a later date) to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at 5:00 p.m. on the Entitlement Date, on the basis of one (1) Warrant for every five (5) existing Shares held, in accordance with the provisions of the deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”);

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll and with full powers to assent to any condition, variation, modification and/or amendment in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and with full powers for the Board to implement, finalise and give effect to the aforesaid Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of the Warrants in accordance with the provisions of the Deed Poll and where required, to adjust the exercise price and/or the number of the Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new Shares pursuant to the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

THAT fractional entitlements arising from the Proposed Free Warrants Issue, if any, will be disregarded and dealt with in such a manner as the Board in its absolute discretion deems fit, expedient and in the best interest of the Company;

THAT the new Shares to be issued and allotted pursuant to the exercise of the Warrants shall rank equally in all respects with the then existing Shares, save and except that they will not be entitled to any dividend, right, allotment and/or other distribution which may be declared, made or paid to the shareholders of the Company, for which the entitlement date is prior to the date of allotment of the new Shares to be issued pursuant to the exercise of the Warrants;

AND THAT approval be and is hereby given to the Board to do or to procure to be done all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such documents and/or arrangements (including, without limitation, the affixing of the Company’s common seal) as it may deem necessary, expedient and/or appropriate in order to implement, finalise, give full effect and complete the Proposed Free Warrants Issue, with full powers to amend and/or assent to any condition, modification, variation and/or amendment in any manner as may be required by the relevant authorities or as the Board may deem fit in connection with the Proposed Free Warrants Issue and in the best interest of the Company.”

BY ORDER OF THE BOARD

Tea Sor Hua (MACS 01324)
Company Secretary

Petaling Jaya, Selangor Darul Ehsan
12 November 2018

Notes:

- (i) A member of the Company who is entitled to attend and vote at the EGM is entitled to appoint up to two (2) proxies to attend and vote at the EGM in his stead. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- (ii) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the EGM shall have the same rights as the members to speak at the EGM.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- (iv) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with AWC Shares standing to the credit of the said securities account.
- (v) Where a member of the Company is an exempt authorised nominee which holds AWC Shares for multiple beneficial owners in one (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.
- (vi) To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time for holding the EGM or adjourned meeting.
- (vii) For the purpose of determining a member who shall be entitled to attend the EGM, AWC will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 66(c) of AWC’s Constitution to issue a General Meeting Record of Depositors as at 19 November 2018. Only members whose name appears in the Record of Depositors as at 19 November 2018 shall be entitled to attend the EGM and to speak and vote thereat.
- (viii) The resolution set out in this Notice of EGM will be put to vote by poll.