



SANBUMI HOLDINGS BERHAD

(Company No. 8386-P)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Sanbumi Holdings Berhad (“Sanbumi” or “Company”) will be held at the Conference Room, Second Floor, Wisma EMC, 972, Jalan Baru, 13700 Prai, Penang on Thursday, 3 January 2019 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution:

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF 22,637,384 NEW ORDINARY SHARES IN SANBUMI (“PLACEMENT SHARES”), REPRESENTING 10% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES IN SANBUMI TO DATO’ TAN KEAN TET AT AN ISSUE PRICE OF RM0.173 PER PLACEMENT SHARE (“PROPOSED PLACEMENT”)

“**THAT**, subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue 22,637,384 Placement Shares at an issue price of RM0.173 per Placement Share to Dato’ Tan Kean Tet (“**DTKT**”), pursuant to the conditional share subscription agreement dated 2 October 2018 entered into between the Company and DTKT;

THAT the Board be and is hereby authorised to use the proceeds from the Proposed Placement for such purposes and in such manner as set out in Section 2.5 of the Circular to shareholders of the Company dated 19 December 2018, and the Board be authorised with full powers to vary the manner and/or purpose of use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

THAT such Placement Shares shall, upon allotment and issue, rank equally in all respects with the existing ordinary shares of the Company, save and except that the Placement Shares will not be entitled to any dividend, right, allotment and/or other distribution that may be declared, made or paid prior to the date of allotment of the said Placement Shares;

AND THAT the Board be and is hereby authorised to do all 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 may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Placement and with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company.”

By Order of the Board

CHEW SIEW CHENG (MAICSA 7019191)

LIM CHOO TAN (LS 0008888)

Company Secretaries

Penang

Date: 19 December 2018

Notes:

- (1) A member entitled to attend and vote at the EGM shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead at the same meeting. A proxy need not be a member of the Company.
- (2) Where a member appoints two (2) proxies, the appointments shall be invalid unless the percentage of the holding to be represented by each proxy is specified.
- (3) 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 two (2) proxies in respect of each securities account it holds with ordinary 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 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 or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- (6) The instrument appointing a proxy or proxies must be deposited at the Company’s registered office at Wisma EMC, 972, Jalan Baru, 13700 Prai, Penang, not less than 48 hours before the time set for holding the EGM or at any adjournment thereof.
- (7) A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting in accordance with Section 333 of the Companies Act 2016.
- (8) If the space provided in the proxy form is not sufficient, an appendix attached to the proxy form duly signed by the appointor is acceptable.
- (9) Those proxy forms which are indicated with “√” in the spaces provided to show how the votes are to be cast will also be accepted.
- (10) Only members registered in the Record of Depositors as at 24 December 2018 shall be eligible to attend the meeting or appoint proxies and vote on their behalf.