



Ranhill

RANHILL HOLDINGS BERHAD

(Company No. 1091059-K)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Ranhill Holdings Berhad (“Ranhill” or the “Company”) will be held at the Grand Ballroom, Level 11, Double Tree by Hilton Johor Bahru, No. 12, Jalan Ngee Heng, 80000 Johor Bahru, Johor on Thursday, 11 April 2019 at 11.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 5th Annual General Meeting of Ranhill scheduled to be held at the same venue and on the same date at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modification the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 177,663,153 NEW ORDINARY SHARES IN RANHILL HOLDINGS BERHAD (“RANHILL”) (“RANHILL SHARE(S)” OR “SHARE(S)”) (“BONUS SHARE(S)”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 5 EXISTING RANHILL SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE”)

“THAT subject to the approvals of all relevant regulatory authorities and parties for the listing of and quotation for the Bonus Shares, approval be and is hereby given to the Board of Directors of the Company (“Board”) to issue 177,663,153 Bonus Shares in the share capital of the Company to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on a date to be determined and announced, on the basis of 1 Bonus Share for every 5 existing Ranhill Shares held by such shareholders;

THAT fractional entitlements arising from the Proposed Bonus Issue, if any, shall be disregarded and dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT the Bonus Shares will, upon allotment, issuance and listing, rank equally in all respects with the existing Ranhill Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF A DIVIDEND REINVESTMENT PLAN WHICH WILL PROVIDE SHAREHOLDERS OF RANHILL WITH AN OPTION TO ELECT TO REINVEST, IN WHOLE OR IN PART, THEIR CASH DIVIDEND, WHICH INCLUDES ANY INTERIM, FINAL, (SPECIAL OR OTHER TYPES OF CASH DIVIDEND IN NEW RANHILL SHARES (“PROPOSED DRP”))

“THAT subject to the approvals of the relevant regulatory authorities for the Proposed DRP having been obtained to the extent permitted by law:-

- (i) the Proposed DRP which shall upon such terms and conditions as the Board, at its sole absolute discretion, deem fit be and is hereby approved;
- (ii) the Board be and is hereby authorised:-
 - (a) to establish and implement the Proposed DRP;
 - (b) to determine, at its sole and absolute discretion, whether the Proposed DRP will apply to any dividends (whether interim, final, special or any other types of cash dividend) (“Dividend(s)”) declared and/or approved by the Company;
 - (c) to allot and issue such number of new Ranhill Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP (“Dividend Reinvestment Shares”); and
 - (d) to sign and execute all documents, to do all acts, deeds and things and to enter into all transactions, arrangements and agreements as may be necessary and expedient in order to give full effect to the Proposed DRP and to implement, finalise and complete the Proposed DRP with full power to assent to any conditions, variations, modifications and/or amendments in any manner, including amendments, modifications, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or 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 such acts, for and on behalf of the Company;

AND THAT the Dividend Reinvestment Shares shall, upon allotment and issuance, rank equally in all respects with the existing Ranhill Shares.”

ORDINARY RESOLUTION 3

ISSUANCE OF NEW DIVIDEND REINVESTMENT SHARES PURSUANT TO THE PROPOSED DRP THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR DIVIDENDS IN NEW RANHILL SHARES (“ISSUANCE OF DIVIDEND REINVESTMENT SHARES PURSUANT TO THE PROPOSED DRP”)

“THAT subject to the passing of Ordinary Resolution 2, and the approvals of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given to the Board to allot and issue such number of new Ranhill Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP until the conclusion of the Company’s next annual general meeting, upon terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit and in the best interest of the Company;

THAT the issue price of the said Dividend Reinvestment Shares, which will be determined and fixed by the Board on the price-fixing date to be determined, shall not be at more than 10% discount to the 5-day volume weighted average market price of which “VWAP” of Ranhill Shares immediately preceding the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time;

AND THAT the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds and undertakings and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Issuance of Dividend Reinvestment Shares pursuant to the Proposed DRP, with full power to assent to any conditions, modifications, variations and/or amendments including amendments, modifications, suspension and termination of the Proposed DRP as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any other relevant authorities.”

ORDINARY RESOLUTION 4

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED RANHILL SHARES (EXCLUDING TREASURY SHARES, IF ANY) FOR ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF RANHILL AND ITS SUBSIDIARY COMPANIES (EXCLUDING SUBSIDIARIES WHICH ARE DORMANT) AT ANY POINT IN TIME (“PROPOSED LTIP”)

“THAT subject to the approvals of all relevant authorities, the Board be and is hereby authorised to establish, implement and administer the Proposed LTIP for the benefit of the eligible executive directors and employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) (“Ranhill Group”) who meet the criteria of eligibility for participation in the Proposed LTIP (“Eligible Persons”) in accordance with proposed the by-laws (“By-Laws”) which is set out in Appendix II of the Company’s circular to shareholders dated 19 March 2019 (“Circular”);

THAT the Directors be and are hereby authorised to allot and issue from time to time such number of new Ranhill Shares as may be required to be issued to the Eligible Persons pursuant to the grant of new Ranhill Shares under the Proposed LTIP (“LTIP Grant”), provided always that the total number of new Ranhill Shares to be allotted and issued shall not exceed 10% of the total number of issued Ranhill Shares at any point in time during the duration of the Proposed LTIP, and that such new Ranhill Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Ranhill Shares, save and except that the new Ranhill Shares shall not be entitled to any distributions that may be declared, made or paid to the shareholders of Ranhill, the entitlement date of which is prior to the date on which the new Ranhill Shares are credited into the central depository system accounts of the respective Eligible Persons, upon vesting of their LTIP Grant under the Proposed LTIP;

THAT the Directors be authorised to capitalise the relevant amount out of the retained profits of the Company and to apply the same for the purposes of issuing the new Ranhill Shares under the LTIP Grant;

THAT the Board be and is hereby authorised to add, modify and/or amend the Proposed LTIP, By-Laws and all rules, regulations and administration relating to the Proposed LTIP and/or administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed LTIP, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws;

THAT the Board be and is hereby authorised to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed LTIP and the terms of the By-Laws;

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to consent to and to adopt such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws) as set out in Appendix II of the Circular as it may deem fit and/or as may be required by the relevant regulatory authorities;

AND THAT the By-Laws of the Proposed LTIP, as set out in Appendix II of the Circular, which are in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and are hereby approved.”

ORDINARY RESOLUTION 5

PROPOSED GRANT TO TAN SRI HAMDAN MOHAMAD UNDER THE PROPOSED LTIP

“THAT, subject to the passing of Ordinary Resolution 4, the Directors of the Company be and are hereby authorised at any time, and from time to time, to award Tan Sri Hamdan Mohamad, the Executive Director/President and Chief Executive of Ranhill with such number of Shares in the Company which will be vested to him pursuant to the Proposed LTIP, provided always that not more than 10% (or such percentage as permitted by the relevant authorities) of the Shares available under the Proposed LTIP shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the total number of issued Ranhill Shares, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed LTIP as set out in Appendix II of the Circular.

ORDINARY RESOLUTION 6

PROPOSED GRANT TO DATO SRI LIM HAW KUANG UNDER THE PROPOSED LTIP

“THAT, subject to the passing of Ordinary Resolution 4, the Directors of the Company be and are hereby authorised at any time, and from time to time, to award Dato Sri Lim Haw Kuang, the Executive Director of Ranhill with such number of Shares in the Company which will be vested to him pursuant to the Proposed LTIP, provided always that not more than 10% (or such percentage as permitted by the relevant authorities) of the Shares available under the Proposed LTIP shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the total number of issued Ranhill Shares, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed LTIP as set out in Appendix II of the Circular.

ON BEHALF OF THE BOARD

**LAU BEY LING (MAICSA 7001523)
LEONG SHIAK WAN (MAICSA 7012855)**

Company Secretaries
Kuala Lumpur
19 March 2019

Notes:-

1. A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf except in the circumstances set out in notes 3 and 4 below. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. Where a member appoints more than one (1) proxy, each proxy appointed, shall represent a minimum of 100 shares and such appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
3. Where a member who is an authorised nominee as defined under the Securities Industry (Central Depositors) Act, 1991 (“SICDA”), 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 to vote instead of it, and that a proxy need not also be a member and that where a member appoints more than one proxy, the appointments shall be invalid unless it specifies the proportion of its holdings to be represented by each proxy.
5. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of section 25A(1) of SICDA.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if such appointer is a corporation, it must be under its seal or under the hand of an officer or attorney duly authorised by the corporation.
7. The instrument appointing a proxy must be deposited at the office of our Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJJ 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not later than Wednesday, 10 April 2019 at 11.30 a.m.
8. Pursuant to Paragraph 8.29A(1) of the Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will be put to vote by poll. Poll Administrator and Independent Scrutinisers will be appointed to conduct the polling-polling process and verify the results of the poll respectively.

Members Entitled to Attend

In respect of deposited securities, only a member whose name appears in the General Meeting of Record of Depositors as at Thursday, 4 April 2019 shall be entitled to attend, speak and vote at the EGM.