

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (“EGM”) of Pansar Berhad (“Pansar” or the “Company”) will be held at Tanahmas Hotel, Jalan Kampung Nyabor, Sibul, Sarawak, on Monday, 22 April 2019 at 10.30 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

**PROPOSED BONUS ISSUE OF UP TO 231,000,000 NEW ORDINARY SHARES IN PANSAR (“PANSAR SHARE(S)” OR “SHARE(S)”) (“BONUS SHARE(S)”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING PANSAR SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF SHARES”)**

“**THAT**, subject to the approvals of all relevant authorities or parties, authority be and is hereby given to the Board of Directors of Pansar (“**Board**”) to issue up to 231,000,000 Bonus Shares in the share capital of the Company credited to the entitled shareholders whose names appear on the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board (“**Entitlement Date**”) on the basis of 1 Bonus Share for every 2 existing Pansar Shares held;

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

**THAT** the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Pansar Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to shareholders, the Entitlement Date of which is prior to the 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 of Shares 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 of Shares.”

### SPECIAL RESOLUTION

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

“**THAT** approval be and is hereby given to the Company to revoke the existing Memorandum and Articles of Association in its entirety with immediate effect and in place thereof, the new Constitution as set out in Appendix I of the Circular to Shareholder dated 29 March 2019 be and is hereby adopted as the Constitution of the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient with full powers to assent to any variations, modifications and/or amendments as may be required by any relevant authorities to give full effect to the foregoing.”

**By order of the Board**

**PAULINE KON SUK KHIM (MAICSA 7014905)**  
Company Secretary

Kuching  
29 March 2019

Notes:

1. For the purpose of determining a member who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 60 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 15 April 2019. Only a depositor whose name appears on the General Meeting Record of Depositors as at 15 April 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
2. A member entitled to attend and vote at this Extraordinary General Meeting is entitled to appoint one (1) or more proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company and a member may appoint any persons to be his/her proxy.
3. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
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**”) 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.
5. The Form of Proxy, in the case of an individual shall be signed by the appointer or his/her attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
6. The Form of Proxy must be deposited at the registered office of the Company at 4<sup>th</sup> Floor, Wisma Pansar, 23-27, Jalan Bengkel, 96000 Sibul, Sarawak, not less than forty-eight (48) hours before the time appointed for this Extraordinary General Meeting or any adjournment thereof.