

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 29th Annual General Meeting of Apex Equity Holdings Berhad ("the Company") will be held at the Conference Room, 10th Floor, Menara Apex, Off Jalan Semenyih, Bukit Mewah, 43000 Kajang, Selangor Darul Ehsan on Wednesday, 19 June 2019 at 10.00 a.m. for the following purposes:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of Directors and Auditors thereon. **Please refer to Explanatory Note 1**
- To re-elect the following Directors who retire pursuant to Article 102 of the Company's Articles of Association and being eligible, offers themselves for re-election.
 - Dato' Azizan bin Abd Rahman **Resolution 1**
 - Ms. Chithra Ganesalingam **Resolution 2**
- To re-appoint Messrs Crowe Malaysia PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 3**
- To approve the payment of Directors' fees of up to RM500,000.00 and benefits of up to RM50,000.00 from 20 June 2019 until the next Annual General Meeting of the Company. **Resolution 4**
Please refer to Explanatory Note 2

As Special Business

To consider and if thought fit, with or without any modification, to pass the following resolution as Ordinary Resolution:

- AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 & 76 OF THE COMPANIES ACT 2016**
Resolution 5
Please refer to Explanatory Note 3

"THAT subject always to the Companies Act 2016 ("the Act"), Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/ regulatory bodies, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Section 75 & 76 of the Act, to issue and allot shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit PROVIDED THAT the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting."

- To transact any other ordinary business of which due notice shall be given.

By Order of the Board

Tan Cheng Han (MIA 11280)
Low Kim Heow (MAICSA 7007682)
Ng Heng Hooi (MAICSA 7048492)
Wong Mee Kiat (MAICSA 7058813)
Company Secretaries

Kajang

30 April 2019

Notes:

- Only members whose names appear in the Record of Depositors on 11 June 2019 shall be entitled to attend and vote at the meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. A proxy need not be a member of the Company but must attend the meeting in person to vote. The instrument appointing the proxy shall be in writing. If the appointor is a corporation the proxy appointed must be in accordance with the Memorandum and Articles of Association of the corporation, and the instrument appointing a proxy shall be given under the corporation's common seal or under the hand of an officer or attorney of the corporation duly authorised in that behalf.
- Where a member 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 ordinary shares of the Company standing to the credit of he said securities account.
- Where a member is an exempt authorised nominee ("EAN"), as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
- All forms of proxy must be deposited at the Company's Registered Office at 6th Floor, Menara Apex, Off Jalan Semenyih, Bukit Mewah, 43000 Kajang, Selangor Darul Ehsan, not less than twenty-four (24) hours before the time appointed for holding the meeting or any adjournment thereof.
- 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 its common seal or the hand of its officer or its duly authorised attorney.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice will be put to vote by way of poll.

EXPLANATORY NOTES

- Agenda 1 - Audited Financial Statements and Reports of Directors and Auditors**
The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to Section 340(1) of the Companies Act, 2016. Hence, this Agenda will not be put for voting.
- Agenda 4 – Payment of Directors' Fees and Benefits**
The total estimated amount of Directors' fees and benefits payable is calculated based on the number of scheduled Board's and Board Committees' meetings from the day after the 29th Annual General Meeting until the next Annual General Meeting. The Remuneration comprises of fees and meeting allowances payable to Directors.
- Agenda 5 – Authority to Allot and Issue Shares Pursuant to Section 75 & 76 of the Companies Act 2016**
This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

The proposed resolution, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of next Annual General Meeting of the Company.