



PECCA
GROUP BERHAD

PECCA GROUP BERHAD

(Company No.: 909531-D)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Pecca Group Berhad ("Pecca" or the "Company") will be held at Greens II, Main Wing, Level 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor, on Friday, 28 June 2019 at 10.00 a.m. or at any adjournment thereof (as the case may be), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE ELIGIBLE EMPLOYEES INCLUDING THE EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS OF PECCA GROUP BERHAD ("PECCA" OR "COMPANY") AND ITS SUBSIDIARIES (EXCLUDING ITS DORMANT SUBSIDIARIES) ("PROPOSED ESOS")

AND THAT, subject to and conditional upon the approvals of all relevant authorities and parties (if any) being obtained, approval be and is hereby given for the Company to:

- (a) establish, implement and administer the employees' share option scheme of up to 10% of the total number of issued shares of Pecca ("Pecca Shares") (excluding treasury shares) at any point in time over the duration of the Proposed ESOS, for the benefit of all eligible employees including the Executive Directors and Non-Executive Directors of Pecca and all its subsidiaries (excluding its dormant subsidiaries) ("Eligible Persons"), in accordance with the provisions of the By-Laws of the Proposed ESOS as set out in **Appendix I** ("By-Laws") of the circular to shareholders dated 31 May 2019 ("Circular"), under which, the options will be granted to such Eligible Persons to subscribe for new Pecca Shares ("Options").

Any new Pecca Shares to be allotted and issued upon any exercise of the Options granted under the Proposed ESOS will, upon such allotment, issuance and full payment, rank equally in all respects with the then existing issued Pecca Shares except that the new Pecca Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date (namely the date as at the close of business on which the names of shareholders must appear on the Record of Depositors, in order to be entitled to such dividends, rights, allotments and/or other distributions) of which is prior to the date of allotment and issuance of the new Pecca Shares and will be subject to all the provisions of the Constitution of Pecca relating to transfer, transmission and otherwise of the Pecca Shares;

- (b) amend and/or modify all or any part of the Proposed ESOS from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board or any committee of the Proposed ESOS established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to the modifications and/or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments;

- (c) allot and issue and/or procure from time to time such a number of new Pecca Shares as may be required to be issued pursuant to the exercise of the Options under the Proposed ESOS provided that the aggregate number of new Pecca Shares to be offered pursuant to the Proposed ESOS and any other schemes involving new issuance of Pecca Shares to be implemented by Pecca shall not at any point in time in aggregate exceed 10% of the total issued shares of the Company (excluding treasury shares) that may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time during the duration of the Proposed ESOS; and

- (d) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws.

AND THAT the Board be and is hereby authorised and empowered to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

AND FURTHER THAT the proposed draft By-Laws of the Proposed ESOS, as set out in **Appendix I** of the Circular, be and is hereby approved."

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF ESOS OPTIONS TO DATO' MOHAMED SUFFIAN BIN AWANG

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Dato' Mohamed Suffian Bin Awang, being the Independent Non-Executive Chairman of the Company, Options to subscribe for such number of Pecca Shares under the Proposed ESOS **PROVIDED THAT** not more than 10% of the new Pecca Shares under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued shares of Pecca;

AND subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF ESOS OPTIONS TO DATUK TEOH HWA CHENG

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Datuk Teoh Hwa Cheng, being the Group Managing Director of the Company, Options to subscribe for such number of Pecca Shares under the Proposed ESOS **PROVIDED THAT** not more than 10% of the new Pecca Shares under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued shares of Pecca;

AND subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF ESOS OPTIONS TO DATIN SAM YIN THING

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Datin Sam Yin Thing, being the Executive Director of the Company, Options to subscribe for such number of Pecca Shares under the Proposed ESOS **PROVIDED THAT** not more than 10% of the new Pecca Shares under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued shares of Pecca;

AND subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF ESOS OPTIONS TO DATUK LEONG KAM WENG

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Datuk Leong Kam Weng, being the Independent Non-Executive Director of the Company, Options to subscribe for such number of Pecca Shares under the Proposed ESOS **PROVIDED THAT** not more than 10% of the new Pecca Shares under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued shares of Pecca;

AND subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF ESOS OPTIONS TO KONG KAM SEONG

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Kong Kam Seong, being the Independent Non-Executive Director of the Company, Options to subscribe for such number of Pecca Shares under the Proposed ESOS **PROVIDED THAT** not more than 10% of the new Pecca Shares under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued shares of Pecca;

AND subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

BY ORDER OF THE BOARD OF PECCA GROUP BERHAD

TAI YIT CHAN (MAICSA 7009143)

TAN AI NING (MAICSA 7015852)

Company Secretaries

Selangor

31 May 2019

Notes:

- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (but not more than 2) to attend, participate, speak and vote instead of him. A member can appoint any person as his proxy. Where a member appoints 2 proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.*
- 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 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of 2 or more proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- 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. The appointment of 2 or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.*
- The instrument appointing a proxy shall be deposited at the Share Registrar's office at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PUJ 1A/46, 47301 Petaling Jaya, Selangor not less than 48 hours before the time appointed for holding the meeting.*
- Depositors whose names appear in the Record of Depositors as at 21 June 2019 shall be entitled to attend and vote at the Meeting, or appoint a proxy to attend, participate, speak and vote on his behalf.*
- Those proxy forms which are indicated with "J" in the spaces provided to show how the votes are to be cast will also be accepted.*