

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Apex Equity Holdings Berhad (“Apex” or the “Company”) will be held at Conference Room, 10th Floor, Menara Apex, Off Jalan Semenyih, Bukit Mewah, 43000 Kajang, Selangor Darul Ehsan on Wednesday, 19 June 2019 at 8.45 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without modifications:-

### ORDINARY RESOLUTION 1

**PROPOSED MERGER OF BUSINESSES OF JF APEX SECURITIES BERHAD (“JF APEX”), A WHOLLY-OWNED SUBSIDIARY OF APEX AND MERCURY SECURITIES SDN BHD (“MERCURY SECURITIES”) VIA THE TRANSFER BY MERCURY SECURITIES TO JF APEX OF ITS STOCKBROKING, CORPORATE ADVISORY AND OTHER RELATED BUSINESSES TOGETHER WITH THE REQUISITE BUSINESS ASSETS AND BUSINESS LIABILITIES FOR A CONSIDERATION OF RM140.00 MILLION (“PROPOSED MERGER”)**

“THAT subject to the passing of Ordinary Resolution 2 and subject to the approval of all relevant authorities and/or parties (if any) being obtained, approval be and is hereby given to Apex for the merger of businesses of JF Apex and Mercury Securities via the transfer by Mercury Securities to JF Apex of its stockbroking, corporate advisory and other related businesses (“Business”) together with the requisite business assets and business liabilities for a consideration of RM140.00 million (“Consideration”) to be fully satisfied via the issuance of 100,000,000 new ordinary shares of Apex (“Apex Shares”) (“Consideration Shares”) at RM0.92 per Consideration Share, amounting to RM92,000,000 and the balance of the Consideration to be settled in cash in the manner as provided in the Business Merger Agreement (“BMA”) dated 18 December 2018 entered into between the Company and its wholly-owned subsidiary, JF Apex with Mercury Securities and further subject to other terms and conditions set out in the BMA.

THAT pursuant to the terms of BMA, approval be and is hereby given for the Company to allot and issue the Consideration Shares to Mercury Securities and/or any parties nominated by Mercury Securities pursuant to the BMA;

THAT the Consideration Shares shall, upon allotment and issuance, rank equally in all respects with each other and with the then existing Apex Shares, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, unless the Consideration Shares are allotted on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions;

AND THAT approval be and is hereby given to the Board of Directors of the Company (“Board”) to sign, execute and deliver on behalf of the Company all necessary documents and/or arrangements and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Merger, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner to the Proposed Merger and/or the BMA as may be deemed fit, necessary and/or expedient by the Board or as may be imposed, required or permitted by the relevant authorities, and to take all steps and actions as the Board may deem fit, necessary or expedient and/or appropriate in the best interests of the Company to finalise, implement, complete and give full effect to the Proposed Merger and/or the BMA.”

### ORDINARY RESOLUTION 2

**PROPOSED PRIVATE PLACEMENT OF 20,000,000 NEW ORDINARY SHARES OF APEX REPRESENTING APPROXIMATELY 6.20% OF THE ENLARGED ISSUED SHARE CAPITAL OF APEX (EXCLUDING TREASURY SHARES) (“PROPOSED PRIVATE PLACEMENT”) AFTER THE PROPOSED MERGER AND THE PROPOSED PRIVATE PLACEMENT**

“THAT subject to the passing of Ordinary Resolution 1 and subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to allot and issue an aggregate of 20,000,000 new ordinary shares of Apex (“Placement Shares”) at an issue price of RM0.94 per Placement Share;

THAT the proceeds of the Proposed Private Placement be utilised to partly settle the Consideration payable in cash to Mercury Securities in relation to the Proposed Merger and that the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation 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;

THAT such Placement Shares shall, upon allotment and issuance, rank equally in all respects with each other and with the then existing Apex Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, unless the Placement Shares are allotted on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions;

AND THAT approval be and is hereby given to the Board to sign, execute and deliver on behalf of the Company all necessary documents and/or arrangements and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Private Placement, with full power and discretion to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted by the relevant authorities or deemed necessary by the Board, and to take all steps and actions as it may deem fit, necessary or expedient in the best interests of the Company to finalise, implement, complete and give full effect to the Proposed Private Placement.”

By Order of the Board  
**APEX EQUITY HOLDINGS BERHAD**

Tan Cheng Han (MIA 11280)  
Low Kim Heow (MAICSA 7007682)  
Company Secretaries

Selangor Darul Ehsan  
3 June 2019

#### Notes:-

1. Only members whose names appear in the Record of Depositors on 11 June 2019 shall be entitled to attend, speak and vote at the Extraordinary General Meeting (“EGM”).
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his stead. Where a member appoints two or more 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 EGM 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 Constitution and/or the Memorandum and Articles of Association (as the case may be) 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.
3. Where a member is an authorized 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 the said securities account.
4. 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.
5. All Proxy Forms 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 24 hours before the time appointed for holding the EGM or any adjournment thereof.
6. 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.
7. Pursuant to Paragraph 8.29A(1) of the MMLR, all ordinary resolutions set out in this Notice of the EGM will be put to vote by way of poll.