

# DeGem Berhad

(Company Reg No.: 199701000230 (415726-T))  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of DeGem Berhad (“**DeGem**” or “**Company**”) will be held at RG Dining, Level R, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Monday, 9 December 2019, 10.30 a.m., or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution:

### SPECIAL RESOLUTION

#### **PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF DEGEM UNDER SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SCR”)**

“**THAT**, subject to the approvals being obtained from all relevant authorities and parties, and subject to the confirmation by the High Court of Malaya pursuant to Section 116 of the Act, approval be and is hereby given for the Company to undertake and effect the Proposed SCR in the following manner:

- (a) to undertake a selective capital reduction and a corresponding capital repayment under Section 116 of the Act in respect of ordinary shares of DeGem (“**DeGem Shares**”) held by all shareholders of DeGem (save for Legion Master Sdn Bhd, Dato’ Hasan bin M. Taib, Choong Khoi Onn, Choong Kai Soon, Choong Kai Fatt, Choong Kay Cheong, Choong Sin Cheong, Yeoh Mooi Kim and Liew Chin Fong (“**Non-Entitled Shareholders**”)), whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board of Directors of DeGem (“**Board**”) (“**Entitlement Date**”) (“**Entitled Shareholders**”);
- (b) to cancel all the DeGem Shares (including all treasury shares held by DeGem) in issue save for DeGem Shares which are held by the Non-Entitled Shareholders as at the Entitlement Date; and
- (c) thereafter, to effect the capital repayment of RM1.10 in cash for each existing DeGem Share held by the Entitled Shareholders on the Entitlement Date;

**THAT**, pursuant to the Proposed SCR, the Board be and is hereby authorised to take all such steps as they may deem necessary in connection with the Proposed SCR including:

- (a) to determine the Entitlement Date;
- (b) to file an application to seek the confirmation from the High Court of Malaya for the reduction of share capital under Section 116 of the Act;
- (c) to lodge the required documents, including a copy of the order of the High Court of Malaya granted pursuant to Section 116 of the Act confirming the reduction of share capital with the Registrar of Companies pursuant to Section 116(6) of the Act on such date as the Board may determine;
- (d) subject to the confirmation by order granted by the High Court of Malaya being granted pursuant to Section 116 of the Act with regard to the Proposed SCR, to effect the capital repayment of RM1.10 in cash for each DeGem Share held by the Entitled Shareholders on the Entitlement Date; and
- (e) to assent to any terms, conditions, stipulations, modifications, variations and/or amendments as the Board may deem fit, necessary and/or expedient in the best interest of the Company or as a consequence of any requirements imposed by the relevant authorities and/or by the Registrar of Companies and/or as may be required to comply with any applicable laws, in relation to the Proposed SCR;
- (f) to do all such acts, deeds and/or things as the Board may consider fit, necessary and/or expedient in the best interest of DeGem in order to implement, finalise, complete and to give full effect to the Proposed SCR, including to execute any documents, to enter into any arrangements and/or agreements with any party and to give any undertakings.”

### By Order of the Board

**Andrea Huong Jia Mei (MIA 36347)**  
**Company Secretary**

Kuala Lumpur

Dated: 15 November 2019

#### Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote instead of him/her. Where a member appoints two (2) proxies, the appointment shall be invalid he/she specifies the proportions of his/her shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositors) 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. The appointment of two (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.
3. Where a member of the Company 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.
4. In the case of a corporate body, the proxy appointed must be in accordance with the Constitution, and the instrument appointing a proxy shall be given under the Company’s Common Seal or under the hand of an officer or attorney duly authorised.
5. The Proxy Form must be deposited at the Share Registrar’s Office, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, Petaling Jaya, 46200, Selangor Darul Ehsan not less than 48 hours before the time set for the meeting or any adjournment hereof.
6. Pursuant to Paragraph 8.29A (1) of the Main Market Listing Requirements of Bursa Securities, all the Resolutions set out in this Notice will be put to vote by poll.
7. **General Meeting Record of Depositors**  
For purposes of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Clause 63 of the Constitution of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Securities, a Record of Depositors as at 3 December 2019 and a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his stead.