

Niche Capital Emas
NICHE CAPITAL EMAS HOLDINGS BERHAD
(Registration No. 200001024664 (527272-V))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of Niche Capital Emas Holdings Berhad (“NICE” or the “Company”) will be held at Mersawa & Rengas, Level 2, MU Hotel, No 18, Jalan Chung On Siew, 30250 Ipoh, Perak, Malaysia on Wednesday, 26 February 2020, at 11 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following ordinary resolutions:-

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE CORE BUSINESS OF NICE AND ITS SUBSIDIARIES (“NICE GROUP”) TO INCLUDE CONSTRUCTION BUSINESS AND PROPERTY RELATED BUSINESS (“PROPOSED DIVERSIFICATION”)

“**THAT** approval be and is hereby given to the Company to diversify the core business of NICE Group to include construction business and Property Related Business (as defined in the Circular to Shareholders dated 10 February 2020);

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Directors of the Company may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification.”

ORDINARY RESOLUTION 2

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)

“**THAT** subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to NICE Group, to enter and give effect to the recurrent related party transactions of a revenue or trading nature (hereinafter to be referred to as “Recurrent Transactions”) with the related parties as set out in Section 2.3 of Part B of the Circular to Shareholders dated 10 February 2020 which are necessary for the Company’s day-to-day operations subject further to the following:

- (i) the Recurrent Transactions contemplated are in the ordinary course of business and on terms which are not more favourable to related parties than those generally available to the public, and are not to the detriment of the minority shareholders;
- (ii) the approval is subject to annual renewal and shall only continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the forthcoming AGM of the Company at which the Proposed New Shareholders’ Mandate is approved, at which time it will lapse unless by a resolution passed at the AGM the mandate is again renewed;
 - (b) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things to give full effect to the Recurrent Transactions contemplated and/or authorised by this resolution, as the Directors of the Company, in their absolute discretion, deem fit.”

By Order of the Board,

Ong Tze-En (MAICSA 7026537)
Company Secretary

Penang
10 February 2020

Notes:-

Appointment of Proxy

1. A proxy may but need not be a Member.
2. For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company, 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia not less than forty-eight (48) hours before the time for holding the meeting PROVIDED that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
3. A member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
5. If the appointor is a corporation, the Form of Proxy must be executed under the corporation’s Common Seal or under the hand of an officer or attorney duly authorised.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 February 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote in his/her behalf.