

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 30th 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 Thursday, 2 April 2020 at 11.00 a.m. to transact the following businesses:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note 1**
- To approve the payment of Directors' fees and benefits for the period from 3 April 2020 until the next Annual General Meeting of the Company. **Resolution 1**
- To approve the payment of Special Directors' Fees for the financial year ended 31 December 2019. **Resolution 2**
- To re-elect Mr. Lee Cheow Fui, who shall retire pursuant to Article 102 of the Company's Articles of Association and who being eligible, has offered himself for re-election. **Resolution 3**
- To re-appoint Messrs Crowe Malaysia PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**

As Special Business

To consider and if thought fit, to pass the following ordinary and special resolutions, with or without modification:

6. ORDINARY RESOLUTION

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016 **Resolution 5**

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 Sections 75 and 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 the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

7. SPECIAL RESOLUTION

PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY **Resolution 6**

THAT approval be and is hereby given to the Company to revoke its existing Memorandum and Articles of Association in its entirety with immediate effect and in place thereof, the new Constitution as set out in Appendix I be and is hereby adopted as the new Constitution of the Company.

AND THAT the Board of Directors of the Company ("Board") be and is hereby authorised and empowered to sign, execute, deliver and cause to be delivered on behalf of the Company, all documents as the Board may consider necessary, with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Adoption of New Constitution of the Company.

- To transact any other business of which due notice has been given.

By Order of the Board

Tan Cheng Han (MIA 11280)
Low Kim Heow (MAICSA 7007682)
Mak Chooi Peng (MAICSA 7017931)
Company Secretaries

Kajang
10 March 2020

Notes:

- Only members whose names appear in the Record of Depositors on 26 March 2020 shall be entitled to attend, speak and vote at the Annual General Meeting ("AGM").
- A member entitled to attend and vote at the AGM 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. There shall be no restriction as to the qualification of the proxy.

- The instrument appointing the proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. If the appointor is a corporation, 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 the 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 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 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice shall be put to vote by way of poll.

EXPLANATORY NOTES

1. Item 1 of the Agenda – Receipt of Reports and Audited Financial Statements

Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Item 2 of the Agenda – Payment of Directors' Fees and Benefits

The total estimated amount of Directors' fees and benefits payable to the non-executive directors of RM 550,000.00 includes meeting allowance for the period from 3 April 2020 to the next AGM. In the event that the proposed Directors' fees and benefits are insufficient, approval will be sought at the next AGM for additional Directors' fees and benefits to meet the shortfall.

3. Item 3 of the Agenda – Payment of Special Directors' Fees

The Board is seeking the shareholders' approval for the payment of Special Directors' fees amounting to a total of RM 20,000.00 for the financial year ended 31 December 2019. This Special Directors' Fees commensurate with the time spent and commitment of the Directors in attending additional meetings held during the year (which exceeded the usual 5 meetings per year substantially) to discuss matters relating to the business operations, corporate exercises and ongoing litigations in the absence of an Executive Director in the Company.

4. Item 5 of the Agenda – Authority to Issue and Allot Shares Pursuant to the Companies Act 2016

The proposed Ordinary Resolution is for the purpose of seeking renewal of the general mandate to empower the Directors of the Company pursuant to Sections 75(1) and 76(1) of the Act, from the date of the AGM, to issue and allot ordinary shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being.

The general mandate, unless revoked or varied at general meeting, will expire at the next AGM of the Company. The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investment(s), project(s), working capital and/or acquisition(s).

As at the date of this Notice, the Company did not implement any proposal for new allotment of shares under the general mandate pursuant to Sections 75(1) and 76(1) of the Act as granted at the AGM of the Company held on 19 June 2019.

5. Item 6 of the Agenda – Proposed Adoption of New Constitution of the Company

The proposed Special Resolution on the adoption of the new Constitution of the Company, if passed, will streamline the Company's Constitution with the new provisions of the Companies Act 2016 and amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Board has proposed that the existing Memorandum and Articles of Association of the Company be replaced in its entirety with the proposed new Constitution as set out in Appendix I of the Annual Report as the new Constitution of the Company. The Proposed Adoption shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to attend and vote and do vote in person or by proxy at the Annual General Meeting.