



**KWANTAS CORPORATION BERHAD**  
(Registration No. 199501027397 (356602-W))  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Kwantas Corporation Berhad ("Kwantas" or the "Company") ("EGM") will be conducted fully virtual through live streaming from the broadcast venue at AGM Room, K-63A-3<sup>rd</sup> Floor, Signature Office, KK Times Square, Off Coastal Highway, 88100 Kota Kinabalu, Sabah, Malaysia ("Broadcast Venue") on Monday, 30 November 2020 at 12:00 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following special resolution:

### SPECIAL RESOLUTION

#### PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF KWANTAS PURSUANT TO SECTION 116 OF THE COMPANIES ACT, 2016 ("ACT") ("PROPOSED SCR")

**THAT**, subject to the fulfilment of the conditions of the Proposed SCR and subject to the confirmation of the High Court in Sabah and Sarawak ("**High Court**") for the reduction of the issued share capital of Kwantas in accordance with Section 116 of the Act, approval be and is hereby given for Kwantas to undertake and effect the Proposed SCR in the following manner:

- (i) to cancel all the ordinary shares in Kwantas ("**Kwantas Shares**") in issue held by all the shareholders of Kwantas (save for Kwan Ngen Wah and the Estate of Kwan Ngen Chung (collectively, "**Non-Entitled Shareholders**")) whose names appear in the Record of Depositors of Kwantas on an entitlement date to be determined and announced later by the board of directors of Kwantas ("**Board**") in respect of the Proposed SCR ("**Entitlement Date**") ("**Entitled Shareholders**"); and
- (ii) thereafter, to effect the capital repayment of RM1.65 in cash for each Kwantas Share held by the Entitled Shareholders on the Entitlement Date.

**AND 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:

- (i) to determine the Entitlement Date;
- (ii) to file an application to seek the confirmation from the High Court for the reduction of share capital under Section 116 of the Act;
- (iii) to lodge a copy of the order of the High Court granted pursuant to Section 116 of the Act confirming the reduction of share capital with the Registrar of Companies on such date as the Board may determine;
- (iv) subject to the order of the High Court being granted pursuant to Section 116 of the Act with regards to the Proposed SCR, to effect the capital repayment of RM1.65 in cash for each Kwantas Share held by the Entitled Shareholders on the Entitlement Date;
- (v) 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 Kwantas or as a consequence of any requirements imposed by the relevant authorities, the High Court 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; and
- (vi) to do all such acts, deeds and/or things as the Board may consider fit, necessary and/or expedient in the best interest of Kwantas 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

MS KWAN FEI FEN (MAICSA 7040966)  
SSM PC No. 202008001095

MS KWAN CHIEW GIOK (LS 0007125)  
SSM PC No. 202008000895

Company Secretaries  
Kota Kinabalu, Sabah  
30 October 2020

### NOTES:

1. In view of the Coronavirus Disease 2019 ("**COVID-19**") pandemic and as part of the Company's measures to curb the spread of COVID-19, the EGM will be conducted fully virtual through live streaming and online remote voting via the remote participation and voting ("**RPV**") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd through its **TIIH Online** website at <https://tiih.online>. Please read and follow the procedures as set out in the **Administrative Guide of the EGM** in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the EGM to be present at the main venue of the EGM. **MEMBER(S)/ PROXY(IES)/CORPORATE REPRESENTATIVE(S) WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the EGM.
3. For the purpose of determining who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors of the Company ("**ROD**") as at 20 November 2020. Only depositors whose names appear on the ROD as at **20 November 2020** shall be entitled to participate the EGM.
4. A member of the Company entitled to participate and vote at the EGM is entitled to appoint not more than two (2) proxies to participate and vote in his/her stead. If a member executing the Proxy Form does not name any proxy, such member shall be deemed to have appointed the Chairman of the EGM as his/her proxy.
5. A proxy may but need not be a member of the Company.
6. Where two (2) proxies are appointed, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
7. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
8. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the EGM via the RPV facilities must request his/her proxy to register himself/herself for the RPV facilities at **TIIH Online** website at <https://tiih.online>. Please follow the procedures for the RPV facilities in the Administrative Guide of the EGM.
9. The instrument appointing a proxy may be made in a hard copy form or by electronic means via email in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof:
  - (i) **In hard copy form**  
In the case of an appointment is made in hard copy form, the Proxy Form must be deposited at the registered office of the Company at K-63A-3A Floor, Signature Office, KK Times Square, Off Coastal Highway, 88100 Kota Kinabalu, Sabah, Malaysia.
  - (ii) **By electronic means via email**  
In the case of an appointment is made by electronic means via email, the Proxy Form must be received via email at [egmservices@kwantas.com.my](mailto:egmservices@kwantas.com.my).
10. A corporate member who has appointed a representative must deposit the **ORIGINAL / DULY CERTIFIED** certificate of appointment with the registered office of the Company at K-63A-3A Floor, Signature Office, KK Times Square, Off Coastal Highway, 88100 Kota Kinabalu, Sabah, Malaysia. The certificate of appointment should be executed in the following manner:
  - (i) if the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with Section 66(2) of the Companies Act, 2016; or
  - (ii) if the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    - (a) at least two (2) authorised officers, one (1) of whom shall be a director; or
    - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
11. Please ensure **ALL** the particulars as required in the Proxy Form are completed, signed and dated accordingly.
12. Last date and time for lodging the Proxy Form is **Saturday, 28 November 2020 at 12:00 p.m.**
13. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice of EGM will be put to vote by poll.