



PELANGI PUBLISHING GROUP BHD

(Registration No. 200201025986 (593649-H))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Pelangi Publishing Group Bhd (“Pelangi” or the “Company”) will be conducted entirely on a virtual basis at the Broadcast Venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“Broadcast Venue”) on Monday, 21 December 2020 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolution:-

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF PELANGI PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SCR”)

“THAT subject to the approvals and consents obtained from all relevant authorities and parties, as well as the order granted by the High Court of Malaya (“High Court”) for the reduction of the issued share capital of Pelangi in accordance with 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:

- (i) to undertake a selective capital reduction and a corresponding capital repayment under Section 116 of the Act in respect of the ordinary shares of Pelangi (“Pelangi Shares” or “Shares”) held by all shareholders of Pelangi (other than Datuk Sum Kown Cheek and Datin Lai Swee Chiung (collectively known as “Non-Entitled Shareholders”) and persons acting in concert with them (“PACs”), namely United Logistics Sdn Bhd, Datuk Sam Yuen @ Sam Chin Yan and Datin Goh Pek Hen), whose name 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 Pelangi (“Entitlement Date”) (“Entitled Shareholders”);
- (ii) to cancel all the Pelangi Shares (including all treasury shares held by Pelangi) in issue save for the Pelangi Shares which are held by the Non-Entitled Shareholders and the PACs as at the Entitlement Date; and
- (iii) thereafter, to effect the capital repayment of RM0.365 in cash for each existing Pelangi Share held by the Entitled Shareholders on the Entitlement Date;

THAT, pursuant to the Proposed SCR, the Board of Directors of Pelangi (“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 the required documents, including 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 pursuant to Section 116(6) of the Act on such date as the Board may determine;
- (iv) subject to the confirmation by order granted by the High Court being granted pursuant to Section 116 of the Act with regard to the Proposed SCR, to effect the capital repayment of RM0.365 in cash for each Pelangi 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 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; 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 Pelangi 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

LEONG SIEW FOONG (MAICSA 7007572) (SSM PC 202008001117)
HUAN CHUAN SEN @ AH LOY (MACS 01519) (SSM PC 201908000132)
SANTHI A/P SUMINATHAN (MAICSA 7069709) (SSM PC 201908002933)
Company Secretaries

Johor Bahru

Dated: 27 November 2020

Notes:

- (a) As part of the initiatives to curb the spread of COVID-19 and Government of Malaysia’s official guidance on social distancing, the EGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate, speak and vote remotely.
- (b) The 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 meeting to be present at the main venue of the meeting. The venue of the EGM is to inform shareholders where the electronic EGM production and streaming would be conducted from. **NO SHAREHOLDER(S)/PROXY(IES)** from the public will be allowed to be physically present at the Broadcast Venue.
- (c) Every Member including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), and Exempt Authorised Nominees which holds ordinary shares in the Company for multiple owners in one securities account (“Omnibus Account”), is entitled to appoint another person as his proxy to exercise all or any of his rights to participate, speak and vote instead of him at the EGM, and that such proxy need not be a Member.
- (d) Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting), the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- (e) Where a member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in an 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. Where a member is an authorised nominee as defined under SICDA, it may appoint 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.
- (f) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its officer or attorney.
- (g) The instrument appointing the proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time appointed for holding the EGM, as follows:
 - (i) **In hard copy form**
The original instrument appointing a proxy (“Form of Proxy”) must be deposited at the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - (ii) **By electronic means**
The Form of Proxy can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at www.boardroomlimited.my or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide for the EGM in order to deposit the Form of Proxy electronically.
- (h) If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our electronic EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
- (i) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote on a poll.
- (j) Only a depositor whose name appears in the Record of Depositors as at 14 December 2020 shall be entitled to participate, speak and vote at this meeting or appoints a proxy or proxies to participate, speak and vote on his/her behalf.

PELANGI PUBLISHING GROUP BHD

Registration No. 200201025986 (593649-H)

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING ("EGM")

Meeting day, date and time : Monday, 21 December 2020 at 2.30 p.m.

Meeting platform : <https://web.lumiagm.com>

Registration : Virtual Meeting via Remote Participation and Electronic Voting ("RPEV") facilities

Broadcast venue : 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia

Mode of Communication : Shareholders may pose questions during live streaming at <https://web.lumiagm.com>.

1. Virtual Meeting

1.1 In view of the Coronavirus (COVID-19) pandemic and with the safety of the Company's shareholders, employees and Directors being of primary concern, the Board of Directors of the Company ("**the Board**") and Management of the Company have decided that the EGM of the Company shall be conducted on a fully virtual and entirely via RPEV facilities.

1.2 The main and only venue of the EGM is the broadcast venue, which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Article 77 of the Company's Constitution that requires the Chairman of the Meeting to be present at the main venue of the meeting. **Shareholders/proxies/corporate representatives should not be physically present** nor will they be admitted at the broadcast venue on the day of the EGM.

Shareholders can participate in our virtual EGM by registering online via the Boardroom Smart Investor Portal at <https://boardroomlimited.my>.

1.3 With the RPEV facilities, you may exercise your right as a shareholder of the Company to participate (and pose questions to the Board and Management of the Company) and to vote at the EGM, safely from your home.

1.4 Kindly ensure the stability of your internet connectivity throughout the EGM is maintained as quality of the live webcast and online remote voting are dependent on the bandwidth and stability of the internet connection.

2. Entitlement to Participate and Vote

Only a depositor whose name appears on the Record of Depositors of Pelangi Publishing Group Bhd as at 14 December 2020 shall be entitled to attend the EGM via RPEV facilities or appoint a proxy(ies) to participate and vote on his/her behalf by returning the proxy form.

3. Lodgement of Proxy Form

3.1 If you are unable to attend the EGM via RPEV facilities and wish to appoint the Chairman of the EGM as your proxy to vote on your behalf, please deposit your proxy form at the office of the Company's Share Registrar, **Boardroom Share Registrars Sdn Bhd ("Boardroom") at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia** not less than forty-eight (48) hours before the time of holding the EGM, i.e. latest by Saturday, 19 December 2020 at 2.30 p.m. Any alteration to the Form of Proxy must be initialled.

- 3.2 Alternatively, the proxy appointment may also be lodged electronically at <https://boardroomlimited.my>, which is free and available to all individual shareholders, not less than forty-eight (48) hours before the time of holding the EGM, i.e. latest by Saturday, 19 December 2020 at 2.30 p.m. For further information, kindly refer to the "Electronic Lodgement of Form of Proxy" below.

Step 1 Register Online with Boardroom Smart Investor Portal (for first time registration only)

(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 on eProxy Lodgement.)

- a. Access website <https://boardroomlimited.my>
- b. Click <<**Login**>> and click <<**Register**>> to sign up as a user.
- c. Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport in JPEG or PNG format.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 eProxy Lodgement

- a. Access website <https://boardroomlimited.my>
 - b. Login with your User ID and Password given above.
 - c. Go to "**E-PROXY LODGEMENT**" and browse the Meeting List for "**PELANGI PUBLISHING GROUP BHD VIRTUAL EGM**" and click "**APPLY**".
 - d. Read the terms & conditions and confirm the Declaration.
 - e. Enter your CDS Account Number and indicate the number of securities.
 - f. Appoint your proxy(ies) or the Chairman of the EGM and enter the required particulars for your proxy(ies).
 - g. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
 - h. Review and confirm your proxy(ies) appointment.
 - i. Click submit.
- 3.3 If you wish to participate in the EGM yourself, please do not submit any proxy form for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.

4. Revocation of Proxy

If you have submitted your Proxy Form prior to the EGM and subsequently decide to appoint another person or wish to participate in the EGM yourself, please write in to BSR.Helpdesk@boardroomlimited.com to revoke the earlier appointed proxy(ies) at least forty-eight (48) hours before the EGM. On revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, you should advise your proxy(ies) accordingly.

5. Voting Procedures

- 5.1 The voting will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The Company has appointed Boardroom as the Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Grant Thornton Malaysia PLT as Independent Scrutineer to verify the poll results.

Members and proxies are required to use one (1) of the following methods to vote remotely:

- (i) Download Lumi AGM App (free of charge) onto your personal voting device prior to the EGM from Apple App Store or Google Play Store; or
- (ii) Launch Lumi AGM by scanning the QR code given to you in the email along with your remote participation User ID and Password; or
- (iii) Access to Lumi AGM via website URL <https://web.lumiagm.com>.

- 5.2 During the EGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.
- 5.3 For the purpose of this EGM, e-Voting can be carried out by using either personal smart mobile phones, tablets, personal computers or laptops.
- 5.4 The polling will only commence after announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.
- 5.5 The Independent Scrutineer will verify the poll result reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or otherwise.

6. Remote Participation and Electronic Voting (RPEV)

- 6.1 Please note that all members including (i) individual members; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPEV facilities to participate and vote remotely at the EGM.
- 6.2 If you wish to participate in the EGM, you will be able to view a live webcast of the EGM, ask questions and submit your votes in real time whilst the EGM is in progress.
- 6.3 Kindly follow the steps below to request for your login ID and password and usage of the RPEV facilities:

Before the day of the EGM

Procedure	Action
i. Register Online with Boardroom Smart Investor Portal (for first time registration only)	<p><i>(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step (ii) – Submit request for remote participation.)</i></p> <ol style="list-style-type: none"> a. Access website https://boardroomlimited.my b. Click <<Login>> and click <<Register>> to sign up as a user. c. Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport. d. Please enter a valid email address and wait for Boardroom's email verification. e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.
ii. Submit request for remote participation (User ID and Password)	<p><i>(Note: Registration for remote access will be opened on 27 November 2020. Please note that the closing time to submit your request is not less than forty-eight (48) hours before the time of holding the EGM, i.e. latest by Saturday, 19 December 2020 at 2.30 p.m.)</i></p>

Individual Members




- a. Login to <https://boardroomlimited.my> using your user ID and password.
- b. Select "VIRTUAL MEETING" from main menu and select the correct Corporate Event " **PELANGI PUBLISHING GROUP BHD VIRTUAL EGM**".
- c. Read and agree to the Terms & Conditions.
- d. Enter your CDS Account and thereafter submit your request.

Corporate Shareholders

- a. Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.
- b. Please provide a copy of Corporate Representative's MyKad/Identification Card (front and back) or Passport in JPEG or PNG format as well as his/her email address.

Authorised Nominee and Exempt Authorised Nominee

- a. Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request.
 - b. Please provide a copy of the proxy holder's MyKad/Identification Card (front and back) or Passport in JPEG or PNG format as well as his/her email address.
- iii. Email notification
- a. You will receive notification from Boardroom that your request(s) has been received and is being verified.
 - b. Upon system verification against the Record of Depositories of the EGM as at 14 December 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
 - c. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom.
 - d. Please note that the closing date and time to submit your request is by Saturday, 19 December 2020 at 2.30 p.m.

On the day of the EGM	
Procedure	Action
iv. Login to Virtual Meeting Platform	<ol style="list-style-type: none">a. The Virtual Meeting portal will be opened for login one (1) hour before the commencement of the EGM at 1.30 p.m. on Monday, 21 December 2020.b. The Meeting Platform can be accessed via one of the following methods:-<ul style="list-style-type: none">Download the free Lumi AGM application from Apple App Store or Google Play Store;Launch Lumi AGM by scanning the QR Code provided in the email notification;Access to Lumi AGM webportal via website at https://web.lumiagm.comc. Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step (iii).
v. Participate	<p><i>(Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition.)</i></p> <ol style="list-style-type: none">a. If you would like to view the live webcast, select the broadcast icon. b. If you would like to ask a question during the AGM, select the messaging icon. c. Type your message within the chat box, once completed click the send button.
vi. Voting	<ol style="list-style-type: none">a. Once the EGM is opened for voting, the polling icon  will appear with the resolutions and your voting choices.b. To vote, simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.c. To change your vote, simply select another voting direction.d. If you wish to cancel your vote, please press "Cancel".
vii. End of Participation	<ol style="list-style-type: none">a. Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end and the messaging window will be disabled.b. You can now logout from the Meeting Platform.

7. Gift Policy

There will be **NO DISTRIBUTION** of door gifts or vouchers for shareholders/proxies who participate at this virtual EGM.

8. Recording or Photography

No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

9. Enquiries

If you have any enquiries prior to the EGM or if you wish to request for technical assistance to participate in the fully virtual meeting, please contact Boardroom during office hours from Monday to Friday (8.30 a.m. to 5.30. p.m.), details as follows:-

Address : Boardroom Share Registrars Sdn. Bhd.
11th Floor, Menara Symphony
No. 5 Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia
General Line : 603-7890 4700 (Helpdesk)
Fax Number : 603-7890 4670
Email : BSR.Helpdesk@boardroomlimited.com