



**AMTEL HOLDINGS BERHAD**  
[Registration No. 199601037096 (409449-A)]  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Amtel Holdings Berhad (“**AHB**” or the “**Company**”) will be conducted virtually through live streaming from the broadcast venue at AHB Group Office, Boardroom, No. 7, Jalan PJS 7/19, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan (“**Broadcast Venue**”) on Wednesday, 27 January 2021 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

**ORDINARY RESOLUTION 1**

**PROPOSED BONUS ISSUE OF UP TO 32,518,033 NEW ORDINARY SHARES IN AHB (“AHB SHARE(S)” OR “SHARE(S)”) (“BONUS SHARE(S)”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING AHB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“BONUS ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF SHARES”)**

“**THAT** subject to the approvals of all relevant authorities and/ or parties (where applicable) being obtained, authority be and is hereby given to the Board of Directors of AHB (“**Board**”) to issue and allot up to 32,518,033 Bonus Shares in the share capital of the Company credited as fully paid to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Bonus Entitlement Date on the basis of 1 Bonus Share for every 2 existing AHB Shares held;

**THAT** the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Shares, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

**THAT** the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing AHB Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid before the Bonus Entitlement Date;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Shares with full power 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 acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares.”

**ORDINARY RESOLUTION 2**

**PROPOSED ISSUANCE OF UP TO 48,777,049 FREE WARRANTS IN AHB (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 AHB SHARES HELD ON AN ENTITLEMENT DATE, WHICH IS AFTER THE BONUS ENTITLEMENT DATE, TO BE DETERMINED AND ANNOUNCED LATER (“WARRANTS ENTITLEMENT DATE”) (“PROPOSED ISSUE OF FREE WARRANTS”)**

“**THAT** subject to the Ordinary Resolution 1 and the approvals of all relevant authorities and/ or parties (where applicable) being obtained, authority be and is hereby given to the Board to issue and allot up to 48,777,049 Warrants at the exercise price of RM0.65 per Warrant to be credited to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Warrants Entitlement Date on the basis of 1 Warrant for every 2 AHB Shares held in accordance with the provisions in the deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”);

**THAT** the Board be and is hereby authorised to enter into and execute the Deed Poll on behalf of the Company with full powers to assent to any condition, modification, variation and/ or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient and in the best interest of the Company, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/ or amendments to the exercise price and/ or number of the Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and take all steps as the Board deems fit and/ or expedient in order and with full powers for the Board to implement, finalise and give full effect to the Deed Poll;

**THAT** the Board be and is hereby authorised to issue and allot such appropriate number of the Warrants in accordance with the provisions of the Deed Poll and where required, to adjust the exercise price and/ or the number of the Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll (“**Additional Warrants**”);

**THAT** the Board be and is hereby authorised to issue and allot such appropriate number of new Shares pursuant to the exercise of the Warrants and Additional Warrants by the holders of the Warrants and Additional Warrants in accordance with the provisions of the Deed Poll;

**THAT** the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Issue of Free Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

**THAT** the new AHB Shares to be issued pursuant to the exercise of the Warrants and Additional Warrants will, upon allotment and issuance, rank equally in all respects with the existing AHB Shares, save and except that the new AHB Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid to the shareholders of the Company, for which the entitlement date is prior to the date of allotment and issuance of the new Shares arising from the exercise of the Warrants or Additional Warrants;

**THAT** the proceeds to be raised from the exercise of the Warrants and Additional Warrants, be utilised for such purposes and in such manner as set out in Section 3.5 of the circular to shareholders of the Company dated 4 January 2021, and the Board be authorised with full powers to vary the manner and/ or purpose of the use of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Issue of Free Warrants with full power 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 acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Issue of Free Warrants.”

**By Order of the Board**

**TEE LEE LENG** (MAICSA 7044742)  
SSM Practicing Certificate No.: 202008001301  
**HOH YIT FOONG** (LS 0018)  
SSM Practicing Certificate No.: 201908000074  
Company Secretaries

Selangor Darul Ehsan  
4 January 2021

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 January 2021 shall be entitled to participate, speak and vote at this meeting.
2. A member of the Company entitled to participate, speak and vote at this meeting is entitled to appoint a proxy to participate, speak and vote in his stead.
3. The instrument appointing a proxy or Proxy Form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Poll Administrator of the Company at Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to [EGM-support.Amtel@megacorp.com.my](mailto:EGM-support.Amtel@megacorp.com.my) not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof at which the person named in such instrument proposes to vote.
4. A member shall be entitled to appoint up to two (2) proxies to participate, speak and vote at the meeting and that appointment shall be invalid unless the proportion of holdings represented by each proxy is specified.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. 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 is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
7. The EGM will be conducted virtually through live streaming from the Broadcast Venue, members are advised to refer to the Administrative Guide on the registration and voting process for the EGM.