

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 conducted fully virtual via online meeting platform at <https://web.vote2u.app> on Friday, 18 June 2021, at 11.00 am, 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 EXISTING CORE BUSINESS OF NICE AND ITS SUBSIDIARIES (“NICE GROUP”) TO INCLUDE EXPLORATION OF MINERALS, MINING AND MINING RELATED BUSINESS (“PROPOSED DIVERSIFICATION”)**

“THAT approval be and is hereby given to the Company to diversify the core business of NICE Group to include Mining Business (as defined in the Circular to Shareholders dated 3 June 2021); and

AND THAT the Board of Directors of the Company (“Board”) 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 ISSUANCE OF UP TO 124,000,000 NEW ORDINARY SHARES IN NICE TO MACQUARIE BANK LTD (“PROPOSED SHARES ISSUANCE TO MACQUARIE BANK”)**

“THAT subject to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for up to 124,000,000 new ordinary shares in NICE (“NICE Shares” or “Shares”) (“Macquarie Subscription Shares”) on the Main Market of Bursa Securities and all the requisite consents / approvals for the relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to allot and issue the Macquarie Subscription Shares at a subscription price equal to 90% of the volume-weighted average price of NICE Shares as traded on Bursa Securities during the 5 consecutive trading days immediately preceding the relevant subscription date (“Macquarie Subscription Price”) to Macquarie Bank Ltd (“Macquarie Bank”), subject to a minimum floor price of RM0.120 per Macquarie Subscription Share or such other price as may be mutually agreed upon by the Company and Macquarie Bank, upon the terms and subject to the conditions set out in the subscription agreement dated 14 April 2021 executed between Macquarie Bank and the Company (“Macquarie Subscription Agreement”);

THAT approval be and is hereby given for the Company to utilise the proceeds from the Proposed Shares Issuance to Macquarie Bank for the purposes set out in the Circular to Shareholders dated 3 June 2021, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of the Company, subject to the approvals of relevant authorities, where required;

THAT the Macquarie Subscription Shares shall, upon allotment and issuance, rank equally in all respects with the existing NICE Shares, save and except that the Macquarie Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date is before the date of allotment of such Macquarie Subscription Shares;

THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Shares Issuance to Macquarie Bank and the Macquarie Subscription Agreement with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Shares Issuance to Macquarie Bank or as the Board may deem necessary or expedient, and to deal with all matters incidental, ancillary to and/or relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Shares Issuance to Macquarie Bank pursuant to the terms and conditions of the Macquarie Subscription Agreement in the best interest of the Company; and

AND THAT this resolution constitutes a specific approval for the allotment and issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Macquarie Subscription Shares to be issued pursuant to or in connection with the Proposed Shares Issuance to Macquarie Bank have been duly allotted and issued in accordance with the terms of the Proposed Shares Issuance to Macquarie Bank.”

**ORDINARY RESOLUTION 3
PROPOSED ISSUANCE OF UP TO 22,000,000 NEW ORDINARY SHARES IN NICE TO MDH HEAH KWAI KENG (“PROPOSED SHARES ISSUANCE TO MDH HEAH”)**

“THAT subject to the approval of Bursa Securities for the listing of and quotation for up to 22,000,000 NICE Shares (“Placement Shares”) on the Main Market of Bursa Securities and all the requisite consents / approvals for the relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to allot and issue the Placement Shares at RM0.1833 each, upon the terms and subject to the conditions as set out in the subscription agreement dated 14 April 2021 executed between Mdm Heah and the Company (“Mdm Heah Subscription Agreement”);

THAT approval be and is hereby given for the Company to utilise the proceeds from the Proposed Shares Issuance to Mdm Heah for the purposes set out in the Circular to Shareholders dated 3 June 2021, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of the utilization of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interest of the Company, subject to the approvals of relevant authorities, where required;

THAT the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the existing NICE Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date is before the date of allotment of such Placement Shares;

THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Shares Issuance to Mdm Heah and the Mdm Heah Subscription Agreement with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Shares Issuance to Mdm Heah or as the Board may deem necessary or expedient, and to deal with all matters incidental, ancillary to and/or relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Shares Issuance to Mdm Heah pursuant to the terms and conditions of the Mdm Heah Subscription Agreement in the best interest of the Company; and

AND THAT this resolution constitutes a specific approval for the allotment and issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Shares Issuance to Mdm Heah have been duly allotted and issued in accordance with the terms of the Proposed Shares Issuance to Mdm Heah.”

**ORDINARY RESOLUTION 4
PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE SCHEME (“ESS”) OF UP TO 15% OF THE ISSUED SHARE CAPITAL OF NICE (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME, FOR ELIGIBLE DIRECTORS OF NICE AND EMPLOYEES OF NICE GROUP (“PROPOSED ESS”)**

“THAT, subject to the approvals being obtained from all relevant authorities and/or parties in relation to the Proposed ESS, the Board be and is hereby authorised to undertake the following:-

(i) to establish an ESS for the benefit of the eligible Directors (including non-executive Directors but shall not include alternate and/or substitute Directors) and eligible employees of NICE Group (excluding subsidiaries which are dormant) who meet the criteria of eligibility for participation in the Proposed ESS and to implement and administer the same in accordance with the by-laws of the Proposed ESS (“By-Laws”), a draft of which is set out in Appendix III of the Circular to Shareholders dated 3 June 2021;

(ii) to allot and issue and/or procure the transfer of such number of new or existing NICE Shares (as adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of NICE Shares be allotted and issued and/or transferred pursuant to granting NICE Shares (“Shares Grants”) and/or options to subscribe for and/or acquire NICE Shares (“ESS Options”) (collectively, the “Awards”) to the eligible Director(s) (including non-executive Directors but shall not include alternate and/or substitute Directors) and the eligible employees of NICE Group in relation to the Proposed ESS shall not exceed 15% in aggregate of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESS and such new NICE Shares shall, upon allotment and issuance, carry the same rights as the existing NICE Shares, save and except that the new NICE Shares would not be entitled to dividend, rights, allotments and/or other forms of distribution which may be declared, made or paid to shareholders of NICE, the entitlement date of which is prior to the date of allotment of the new NICE Shares to be issued pursuant to the Proposed ESS;

(iii) to set up a committee to implement and administer the Proposed ESS (“ESS Committee”);

(iv) to make the necessary application to Bursa Securities for approval to deal in and for the listing of and quotation for the new NICE Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and

(v) to do all such acts and things necessary, execute all such documents and to enter into all such transactions, arrangements, agreements, deeds or undertakings, and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS;

AND THAT, the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities a draft of which is set out in Appendix III of the Circular to the Shareholders dated 3 June 2021, be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to the amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient for the Proposed ESS to be in effect.”

**ORDINARY RESOLUTION 5
PROPOSED ALLOCATION OF AWARDS TO JULIAN FOO KUAN LIN**

“THAT, subject to the passing of Ordinary Resolution 4 and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board or ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and to grant to Julian Foo Kuan Lin, being the major shareholder, the Executive Director and the Chief Executive Officer of NICE, Awards of not more than 10% of the total Awards to be issued and/or transferred to him pursuant to the Proposed ESS, subject always to the terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

**ORDINARY RESOLUTION 6
PROPOSED ALLOCATION OF AWARDS TO YEONG CHEE JONG NICKY**

“THAT, subject to the passing of Ordinary Resolution 4 and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board or ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and to grant to Yeong Chee Jong Nicky, being the Executive Director of NICE, Awards of not more than 10% of the total Awards to be issued and/or transferred to him pursuant to the Proposed ESS, subject always to the terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

**ORDINARY RESOLUTION 7
PROPOSED ALLOCATION OF AWARDS TO LOH SIEW JIANN**

“THAT, subject to the passing of Ordinary Resolution 4 and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board or ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and to grant to Loh Siew Jiann, being the Executive Director of NICE, Awards of not more than 1% of the total Awards to be issued and/or transferred to him pursuant to the Proposed ESS, subject always to the terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

**ORDINARY RESOLUTION 8
PROPOSED ALLOCATION OF AWARDS TO MAH WENG KEE**

“THAT, subject to the passing of Ordinary Resolution 4 and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board or ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and to grant to Mah Weng Kee, being the Non-Independent Non-Executive Director of NICE, Awards of not more than 1% of the total Awards to be issued and/or transferred to him pursuant to the Proposed ESS, subject always to the terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

**ORDINARY RESOLUTION 9
PROPOSED ALLOCATION OF AWARDS TO DATUK KHAIRUL IDHAM BIN ISMAIL**

“THAT, subject to the passing of Ordinary Resolution 4 and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board or ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and to grant to Datuk Khairul Idham Bin Ismail, being the Independent Non-Executive Chairman of NICE, Awards of not more than 1% of the total Awards to be issued and/or transferred to him pursuant to the Proposed ESS, subject always to the terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

**ORDINARY RESOLUTION 10
PROPOSED ALLOCATION OF AWARDS TO TONG SIUT MOI**

“THAT, subject to the passing of Ordinary Resolution 4 and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board or ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and to grant to Tong Siut Moi, being the Independent Non-Executive Director of NICE, Awards of not more than 1% of the total Awards to be issued and/or transferred to him pursuant to the Proposed ESS, subject always to the terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

**ORDINARY RESOLUTION 11
PROPOSED ALLOCATION OF AWARDS TO DR. EDWARD LEUNG**

“THAT, subject to the passing of Ordinary Resolution 4 and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board or ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and to grant to Dr. Edward Leung, being the Independent Non-Executive Director of NICE, Awards of not more than 1% of the total Awards to be issued and/or transferred to him pursuant to the Proposed ESS, subject always to the terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

**ORDINARY RESOLUTION 12
PROPOSED ALLOCATION OF AWARDS TO LEE KIEN FATT**

“THAT, subject to the passing of Ordinary Resolution 4 and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board or ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and to grant to Lee Kien Fatt, being the Independent Non-Executive Director of NICE, Awards of not more than 1% of the total Awards to be issued and/or transferred to him pursuant to the Proposed ESS, subject always to the terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

By Order of the Board,

Ong Tze-En (MAICSA 7026537 | SSM PC No. 202008003397)
Company Secretary
Penang
3 June 2021

Notes-

- The online meeting platform 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. Shareholders/proxies from the public WILL NOT BE ALLOWED to be physically present. Shareholders who wish to participate in the EGM will have to register online and attend remotely. Kindly read and follow the procedures in the Administrative Guide for the EGM in order to participate remotely.
- A proxy may but need not be a Member.
- 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, 10050 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/her 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).
- 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.
- 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.
- 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.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 11 June 2021 (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.

Niche Capital Emas

NICHE CAPITAL EMAS HOLDINGS BERHAD

Registration No. 200001024664 (527272-V)
(Incorporated in Malaysia)

Registered Office:
170-09-01, Livingston Tower, Jalan Argyll
10050 George Town, Pulau Pinang
T: +604 2294 390 | F: +604 2265 860

3 June 2021

Dear Shareholders of **Niche Capital Emas Holdings Berhad**

Extraordinary General Meeting (“EGM”)

It is our pleasure to invite you to the EGM of the Company, which will be held as below:

Day & Date	: Friday, 18 June 2021
Time	: 11:00 am
Meeting Platform	: https://web.vote2u.app

The Circular to Shareholders dated 3 June 2021 (“**Circular**”) has been published on the Company’s website at www.nichecapital.com.my.

On 28 May 2021, the Government of Malaysia announced a full lockdown in Malaysia starting from 1 June 2021 to 14 June 2021 (“**FMCO**”). As a result of the implementation of the FMCO, the Securities Commission Malaysia has further revised its Guidance Note and FAQs on the conduct of General Meetings for Listed Issuers (“**the Revised Guidance Note and FAQ**”) to state that effective 1 June 2021, a listed issuer is only allowed to conduct a fully virtual general meeting during FMCO where all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings, no matter how small, are prohibited. According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia.

As the online meeting platform is located in Malaysia, the Board of Directors of the Company will convene the EGM of the Company on a **fully virtual basis** through live streaming and online remote voting using the **Vote2U Remote Participation and Electronic Voting (“RPV”) Facilities**.

In order to attend the EGM remotely, all shareholders will have to register for the RPV Facilities via Vote2U Online at <https://web.vote2u.app>. Please refer to the **Administrative Guide** for the EGM published on the Company’s website at www.nichecapital.com.my and Bursa Malaysia Securities Berhad’s website at www.bursamalaysia.com for detailed information in relation to this fully virtual EGM.

If you need a copy of the printed Circular, kindly submit your Request Form (included herein) to Company. Alternatively, you may fax it to +(60)4 229 7108 or email it to info@nichecapital.com.my.

If you wish to appoint a proxy to attend and vote on your behalf at the EGM, you may deposit your Form of Proxy (included herein) by post to our registered office at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia or by electronic means (“**e-Proxy Form**”) through Vote2U Online at <https://web.vote2u.app> using your personal smart mobile phones, tablets or personal computers/laptops not less than forty-eight (48) hours before the time appointed for holding the meeting.

If you need any assistance, kindly contact Agmo Digital Solutions Sdn. Bhd. at +603 7664 8520 / 21 or email to vote2u@agmostudio.com.

We thank you for your continued support to Niche Capital Emas Holdings Berhad.

Yours faithfully
for and on behalf of the Board of
NICHE CAPITAL EMAS HOLDINGS BERHAD

DATUK KHAIRUL IDHAM BIN ISMAIL
Independent Non-Executive Chairman

Niche Capital Emas

NICHE CAPITAL EMAS HOLDINGS BERHAD

Registration No. 200001024664 (527272-V)

(Incorporated in Malaysia)

ADMINISTRATIVE DETAILS OF EXTRAORDINARY GENERAL MEETING (“EGM”)

Day and Date	:	Friday, 18 June 2021
Time	:	11.00 am
Meeting Platform	:	https://web.vote2u.app
Mode of Communication	:	(1) Submit questions to the Company prior to the EGM via e-mail to vote2u@agmostudio.com not later than 11.00 a.m. on Wednesday, 16 June 2021. (2) Post questions to the Board via real time submission of typed text during live streaming of EGM.

MODE OF MEETING

Due to the unprecedented circumstances arising from the measures that have been implemented nationally to limit the spread of the COVID-19, and in particular, the Government of Malaysia’s official guidance for practising social distancing, Niche Capital Emas Holdings Berhad (“**the Company**”) will conduct its forthcoming EGM entirely on a fully virtual basis via remote participation and electronic voting (collectively referred hereinafter as “**Virtual EGM**”).

The above decision is made pursuant to Section 327 of the Companies Act 2016 and Clause 73 of the Constitution of the Company.

In line with Practice 13.3 of the Malaysian Code on Corporate Governance, conducting a virtual general meeting would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders’ participation. With the virtual meeting facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the EGM. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the EGM.

BROADCAST VENUE

An online meeting platform can be recognized as the meeting venue or place under section 327(2) of Companies Act 2016. With the online meeting platform, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the EGM.

ENTITLEMENT TO PARTICIPATE AND VOTE

Only a depositor whose name appears in the Record of Depositors of the Company as at 11 June 2021 shall be regarded as a member entitled to attend, speak and vote, and to appoint not more than two (2) proxies to attend, speak and vote on his/her behalf, at the EGM.

FORM(S) OF PROXY

Shareholders are encouraged to go online, participate and vote at the EGM using remote participation and electronic voting (“**RPV**”) facilities.

Shareholders who are unable to participate in our online EGM are encouraged to appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the Form(s) of Proxy. Alternatively, you may use RPV facilities via Vote2U Online at <https://web.vote2u.app> to submit your proxy appointment.

Niche Capital Emas

NICHE CAPITAL EMAS HOLDINGS BERHAD

Registration No. 200001024664 (527272-V)
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Please take note that you **must** complete the Form(s) of Proxy for the EGM should you wish to appoint a proxy(ies).

Please ensure that any original Form(s) of Proxy is to be deposited at the Registered Office of the Company, 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, 10050 Pulau Pinang, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the meeting.

Alternatively, you may submit your Form(s) of Proxy by electronic means ("**e-Proxy Form**") through Vote2U Online at <https://web.vote2u.app> using your personal smart mobile phones, tablets or personal computers/laptops not less than forty-eight (48) hours before the time appointed for holding the meeting.

REVOCAION OF PROXY

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our EGM by yourself, please contact +603 7664 8520/21 or write in to vote2u@agmostudio.com to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

Alternatively, shareholder who has appointed proxy directly with Vote2U Online at <https://web.vote2u.app>, can login to revoke the earlier appointed proxy at any time before the start of meeting.

VOTING PROCEDURE

The voting procedure will be conducted by poll in accordance with paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Poll Administrator to conduct the poll by way of electronic voting ("**e-voting**") and Independent Scrutineer to verify and validate the poll results.

During the EGM, the Chairman of the meeting will invite the Poll Administrator to brief on the e-voting housekeeping rules. The e-voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.

For the purposes of the virtual EGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

Upon the conclusion of the e-voting session, the Independent Scrutineer will verify the poll results followed by the declaration by the Chairman of the meeting whether the resolutions put to vote were successfully carried or not.

PROCEDURES FOR RPV FACILITIES

Please note that the remote participation and e-voting is available to individual member, corporate shareholder, authorised nominee and exempt authorised nominee.

The RPV facilities will enable you to exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company via real time submission of typed texts) and vote remotely at the EGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained.

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Please follow the steps below to participate at the EGM remotely by using the RPV facilities:-

Before the day of the EGM	
Step	Action
1.	<p>Register Online with Vote2U Online by Individual Members (for first time registration)</p> <p>[Note: If you have already signed up with Vote2U Online, you are not required to register again. You may proceed to Step 2.]</p> <p>(a) Access the website at https://web.vote2u.app using your computer or smartphone.</p> <p>(b) Click/Tap "Sign Up".</p> <p>(c) Read the Privacy Policy and Terms & Conditions and indicate your acceptance of the Privacy Policy and Terms & Conditions on a small box <input type="checkbox"/>. Then click/tap "Next".</p> <p>(d) Fill-in your details (note: create your own password). Then click/tap "Continue".</p> <p>(e) Upload your identification card (MyKad) or Passport (for non-Malaysian).</p> <p>(f) Click "Submit" to complete the registration.</p> <p>(g) Your registration will be verified and an email notification will be sent to you. Please check your email.</p> <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>*Check your email address is keyed in correctly. *Remember the password you have keyed-in.</p>
2.	<p>Submit Request for Remote Participation</p> <p>Registration for remote access will be opened on 3 June 2021. Please note that the closing time to submit your request on Wednesday, 16 June 2021 latest by 11.00 a.m. (48 hours before the commencement of the EGM).</p> <p>I Individual Members</p> <p>(a) Individual shareholder to log in with your email and password.</p> <p>(b) Click/Tap on the General Meeting event to participate.</p> <p>(c) Scroll down and click/tap "Register a Proxy".</p> <p>(d) Read the Declarations and indicate your acceptance of the Declarations on a small box <input type="checkbox"/>. Then click/tap "Next".</p> <p>(e) Select the Central Depository System ("CDS") account number.</p> <p>(f) Click/Tap "Appoint Proxy".</p> <p>(g) Fill-in the details of your Proxy(ies).</p> <p>(h) Indicate your voting instruction should you prefer to do so.</p> <p>(i) After you have completed the above procedures, the system will send an e-mail to the registered Proxy(ies) email address.</p> <p><u>Note:</u> You need to register as a shareholder before you register and submit the e-Proxy form</p> <p>II Corporate Members</p> <p>(a) Fill-in details on the hardcopy Form of Proxy and provide the following information:</p> <ul style="list-style-type: none"> • MyKad/Passport number of the Corporate Representative. • Email address of the Corporate Representative. <p>(b) Submit the hardcopy Form of Proxy to the address provided (refers to Notice of Meeting) with the following information:</p> <ul style="list-style-type: none"> • A copy of the Certificate of Appointment of Corporate Representative. • A copy of the Corporate Representative MyKad (front & back). <p><u>Note:</u> After verification, an email notification will be sent to the Proxy (Corporate Representative) with a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p>

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Before the day of the EGM	
Step	Action
	<p>III. <u>Authorised Nominee and Exempt Authorised Nominee</u></p> <p>(a) Fill-in details on the hardcopy Form of Proxy and provide the following information:</p> <ul style="list-style-type: none"> • MyKad/Passport number of the Beneficial Owner. • Email address of the Beneficial Owner. <p>(b) Submit the hardcopy Form of Proxy to the address provided (refers to Notice of Meeting) with a copy of the Beneficial Owner MyKad (front & back).</p> <p><u>Note:</u> After verification, an email notification will be sent to the Proxy (Beneficial Owner) with a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p>
On the day of the EGM (18 June 2021)	
Step	Action
1.	<p>Login to Vote2U Online</p> <p>Login with your email and password for remote participation at the EGM, one (1) hour before the commencement of the EGM.</p>
2.	<p>Participate through Live Streaming</p> <p>(a) Select the General Meeting to participate, i.e. "Niche Capital Emas Holdings Berhad – EGM".</p> <p>(b) Confirm the RPV participant's details.</p> <p>(c) Click on the "Watch Live" button to view the live streaming.</p> <p><u>Note:</u> The quality of the live streaming is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote participants.</p>
3.	<p>Online Remote Voting</p> <p>(a) Select the General Meeting to participate, i.e. "Niche Capital Emas Holdings Berhad – EGM".</p> <p>(b) Select the CDS account.</p> <p>(c) Please note that if you have more than one CDS Account, you are required to select one CDS account at a time for voting.</p> <p>(d) Select the vote for the resolutions that are tabled for voting.</p> <p>(e) Confirm and submit your votes.</p>
4.	<p>Ask Question</p> <p>(a) Click on the "Ask Question" button to post question(s) to the Board.</p> <p>(b) Type in your question and "Submit".</p> <p>(c) The Chairman/ Board will endeavour to respond to questions submitted by remote participants during the EGM.</p> <p><u>Note:</u> There shall not be two-way communication available at the meeting.</p>
5.	<p>End of Remote Participation</p> <p>(a) Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end.</p> <p>(b) You can now logout from Vote2U Online.</p>

Niche Capital Emas

NICHE CAPITAL EMAS HOLDINGS BERHAD

Registration No. 200001024664 (527272-V)
(Incorporated in Malaysia)

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

In order to enhance the efficiency of the proceedings of the EGM, the shareholders may submit questions to the Company via e-mail to vote2u@agmostudio.com **not later than Wednesday, 16 June 2021 at 11:00 a.m.** or select the messaging icon in Vote2U Online Portal to transmit questions via RPV facilities during live streaming of the EGM. If time permits, the Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by the shareholders which are related to the resolutions to be tabled at the EGM. The shareholders are encouraged to submit questions before the EGM.

NO DOOR GIFT/FOOD VOUCHER

There will be NO FOOD OR ANY DOOR GIFT(S) for shareholders/proxies who participate in the EGM since the meeting is being conducted on a fully virtual basis.

The Board of Directors would like to thank all shareholders for their kind co-operation and understanding in these challenging times.

RECORDING OR PHOTOGRAPHY AT THE EGM

Strictly NO recording or photography of the EGM proceedings is allowed.

ENQUIRY

If you have any enquiries prior to the EGM, please contact the following during office hours on Mondays to Fridays (9.00 am to 5.00 pm) except on public holidays :-

RPV Facilities Helpdesk:	General Line:	+603-7664 8520/21
	Email:	vote2u@agmostudio.com

PERSONAL DATA POLICY

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.