



PRICEWORTH INTERNATIONAL BERHAD

Registration No: 199601026940 (399292-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Priceworth International Berhad (“PWI” or “Company”) will be conducted on a fully virtual basis through live streaming and online remote voting via the remote participation and voting (RPV) facilities hosted on the VirtualeAGM e-portal at www.agm.virtualeagm.com.my (Domain Registration No. D1A444202) provided by AI Smartual Learning Sdn. Bhd. in Malaysia on Thursday, 19 August 2021 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED CONSOLIDATION OF EVERY 10 EXISTING ORDINARY SHARES IN PWI (“PWI SHARES” OR “SHARES”) INTO 1 NEW PWI SHARE (“CONSOLIDATED SHARE”) (“PROPOSED SHARE CONSOLIDATION”)

THAT upon the approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to give effect to the consolidation of every 10 existing ordinary shares in the Company into 1 new ordinary share in the Company;

THAT the Consolidated Shares shall rank equally in all respects with one another;

AND THAT the fractional entitlements arising from the Proposed Share Consolidation shall be disregarded and/or dealt with by the Board of Directors of the Company (“Board”) in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Share Consolidation with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Share Consolidation.”

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF REDEEMABLE CONVERTIBLE NOTES (“NOTES”) WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO RM100 MILLION (“PROPOSED NOTES ISSUE”)

“THAT, subject to the approval of all relevant authorities, approval be and is hereby given to the Company to:

- (i) issue up to RM100 million nominal value of Notes, convertible into new ordinary shares in PWI (“PWI Shares”) at a conversion price to be determined in accordance with the terms and conditions of the subscription agreement dated 30 April 2021 entered into between the Company and Advance Opportunities Fund and Advance Opportunity Fund 1 as Subscribers in relation to the Proposed Notes Issue (“**Subscription Agreement**”); and
- (ii) allot and issue such number of new PWI Shares pursuant to the conversion of the Notes, from time to time during the tenure of the Notes, credited as fully paid-up, to or to the order of the Notes in accordance with the terms and conditions of the Subscription Agreement;

AND THAT such up to 818,984,505 new PWI Shares to be issued arising from the conversion of the Notes, shall, upon allotment and issuance, be listed on the Main Market of Bursa Malaysia Securities Berhad and rank equally in all respects with the then existing PWI Shares save that the Conversion Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date is prior to the date of allotment of the Conversion Shares;

AND THAT the Board be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to do all acts and things, as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Notes Issue with full powers to sign and execute all documents, make applications to authorities and regulatory bodies for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things in any manner as they may deem necessary or expedient and/or appropriate to implement, finalise and give full effect to the Proposed Notes Issue.”

By order of the Board

Tan Tong Lang (MAICSA 7045482 / SSM PC NO. 201908002253)

Thien Lee Mee (LS0009760/ SSM PC NO. 201908002254)

Company Secretaries

30 July 2021

Notes:

1. For the purpose of determining a member who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 69 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 11 August 2021. Only a depositor whose name appears on the General Meeting Record of Depositors as at 11 August 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
2. A member entitled to attend and vote at this Extraordinary General Meeting is entitled to appoint one (1) or more proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
3. A member shall not be entitled to appoint more than two (2) proxies to attend the same meeting and such appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The Form of Proxy, in the case of an individual shall be signed by the appointer or his/her attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
6. The Form of Proxy must be deposited at Boardroom.com Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor or email to boardroom@boardroom.com.my or by fax at 03-7890 1032 not less than forty-eight (48) hours before the time appointed for this Extraordinary General Meeting or any adjournment thereof.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.
8. The Meeting will be conducted on a fully virtual basis meeting through live streaming and online remote voting using the Remote Participation Voting (RPV) facilities provided by AI Smartual Learning Sdn. Bhd. in Malaysia via its portal website at www.agm.virtualeagm.com.my. Please refer to the Administrative Guide on the registration and voting process for the Meeting.
9. In view of the constantly evolving Covid-19 situation in Malaysia, we may be required to change the arrangement of our EGM at short notice. Kindly check Bursa Malaysia Securities Berhad's website for the latest updates on the status of the EGM.



PRICEWORTH INTERNATIONAL BERHAD

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ADMINISTRATIVE GUIDE

Administrative Guide for shareholders participating the Extraordinary General Meeting (“EGM”)

Meeting Day and Date : Thursday, 19 August 2021
Time : 10.00 a.m. or at any adjournment thereof
Online Meeting Platform : VirtualeAGM e-portal at www.agm.virtualeagm.com.my

1. Virtual Meeting

- 1.1 As a precautionary measure amid Coronavirus Disease Pandemic and having regard to the well-being of the safety of the Company’s shareholders, employees and Directors, the Board of Directors (“the Board”) and Management have decided that the meeting will be conducted on a fully virtual basis through live streaming and online remote voting via the Remote Participation and Voting (“RPV”) facilities.
- 1.2 Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at our virtual meeting. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants. The Company, the Board and its management, registrar and other professional advisers (if any) shall not be held responsible or be liable for any disruption in internet line resulting in the participants being unable to participate and/or vote at the meeting.

2. Entitlement to Participate and Vote

Only depositors whose names appear on the Record of Depositors as at 11 August 2021 shall be entitled to participate and/or vote at the meeting or appoint proxy/corporate representative(s) to participate and/or vote on his/her behalf by returning the duly executed Form(s) of Proxy.

3. Appointment of Proxy

If you are unable to attend and participate at the meeting via the RPV facilities, you may appoint a proxy or the Chairman of the meeting as your proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Please ensure that the hard copy of the original Form of Proxy is deposited at Boardroom.com Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor or email to boardroom@boardroom.com.my or by fax at 03-7890 1032 not less than 48 hours before the time and date indicated below or any adjournment thereof, i.e. Tuesday, 17 August 2021 at 10.00 a.m..

All appointed proxy need not register for remote participation on VirtualeAGM e-Portal. Upon processing of your Form of Proxy, we will grant your proxy access to remote participation at the meeting to which he/she is appointed for instead of you, with the login credentials.

4. Submission of Questions

- 4.1 Members and proxies may submit their questions via the real time submission of typed texts through a text box within VirtualeAGM e-Portal at www.agm.virtualeagm.com.my before the start or during the live streaming of the EGM. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/ relevant adviser during the meeting.

5. Voting Procedure

- 5.1 Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the meeting will be conducted by way of poll.
- 5.2 For the purpose of the meeting, e-Voting can be carried out using personal smart mobile phones, tablets, personal computers or laptops.
- 5.3 The polling will commence from the scheduled starting time of the meeting and close ten (10) minutes after the Chairman announces the final ten (10) minutes for voting towards the end of the meeting after the question and answer session.
- 5.4 The Independent Scrutineer will verify the poll results 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 not.

6. Remote Participation and Voting (“RPV”)

- 6.1 Please note that all shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees, and proxies shall use the RPV facilities to participate and/or vote remotely at the meeting [(ii) to (iv) through their authorised representatives].
- 6.2 If you wish to participate in the meeting, you will be able to view a live webcast of the meeting, pose questions and/ or submit your votes in real time whilst the meeting is in progress.
- 6.3 Kindly follow the steps as set out in **Appendix I** to register for the RPV.

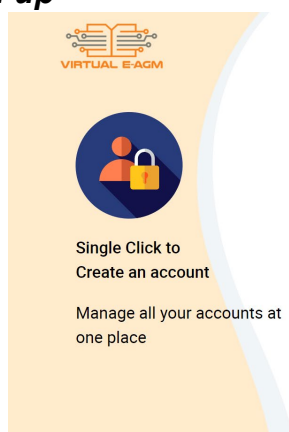
No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this EGM.

VIRTUALEAGM E-PORTAL USER GUIDE

Step 1: Please go to url www.agm.virtualeagm.com.my to go to the Login Page as shown below to

a. Sign up



Sign Up

Full Name as per IC / Passport

Email Address

Phone Number

NRIC NO. or Passport No.

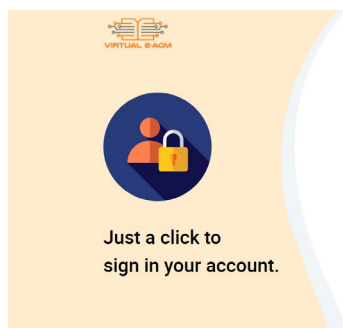
Password Confirm Password

** (Minimum 6 characters) ** (Minimum 6 characters)

UPLOAD YOUR ID CARD

[ALREADY HAVE AN ACCOUNT? LOGIN](#)

b. Log in



Sign In

I HEREBY ACKNOWLEDGE THAT I HAVE READ AND AGREED THE STATED PRIVACY POLICY AND TERMS & CONDITIONS

[FORGOT PASSWORD?](#)

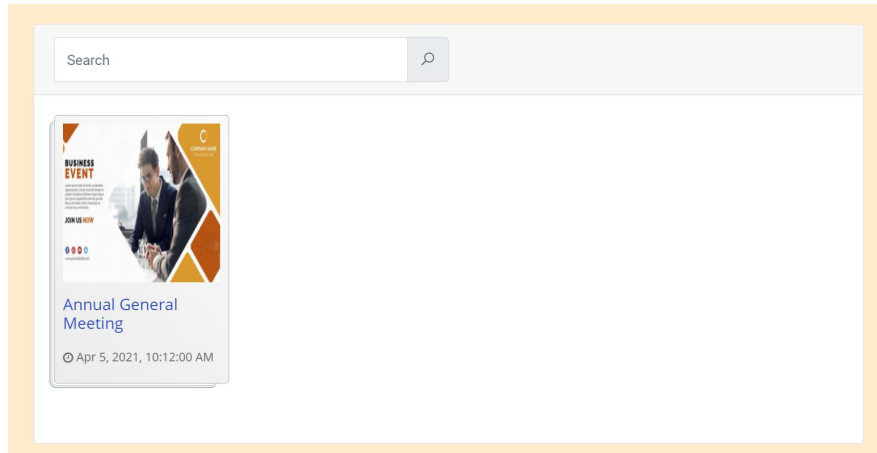
[DON'T HAVE AN ACCOUNT? SIGN UP](#)

Notes:

- 1) This is a **ONE-TIME Registration**. If you are already a registered user of the e-Portal, you need not register again.
- 2) Your email address is your User ID.
- 3) All users must register latest by **10.00 a.m., Tuesday, 17 August 2021** as ONE (1) working day is required to process all e-Portal user registrations.

* For body corporates, the appointed Corporate/Authorised Representative must upload the evidence of his/her authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). The original evidence of authority, if required, has to be submitted to Boardroom.com Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor or email to boardroom@boardroom.com.my or by fax at 03-7890 1032

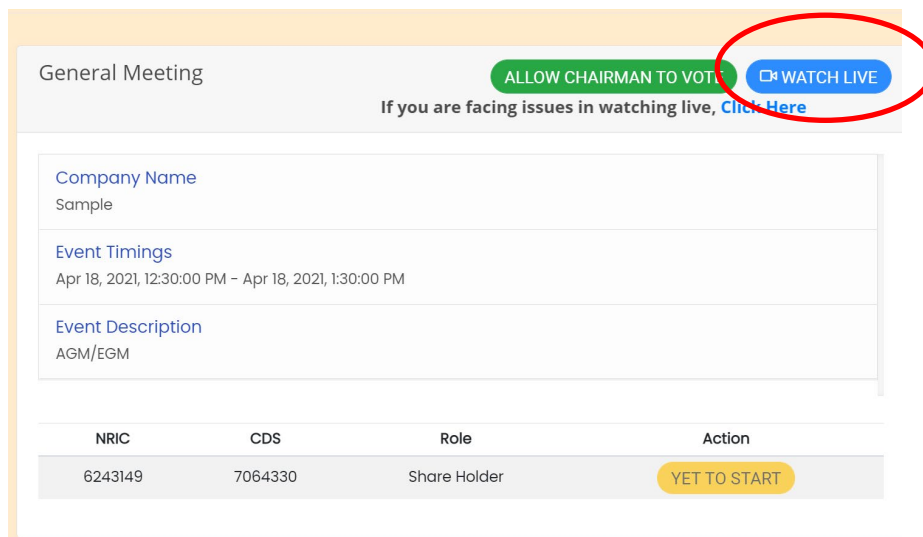
STEP 2: You will see a DASHBOARD screen as shown below. Click on event icon.



Notes:

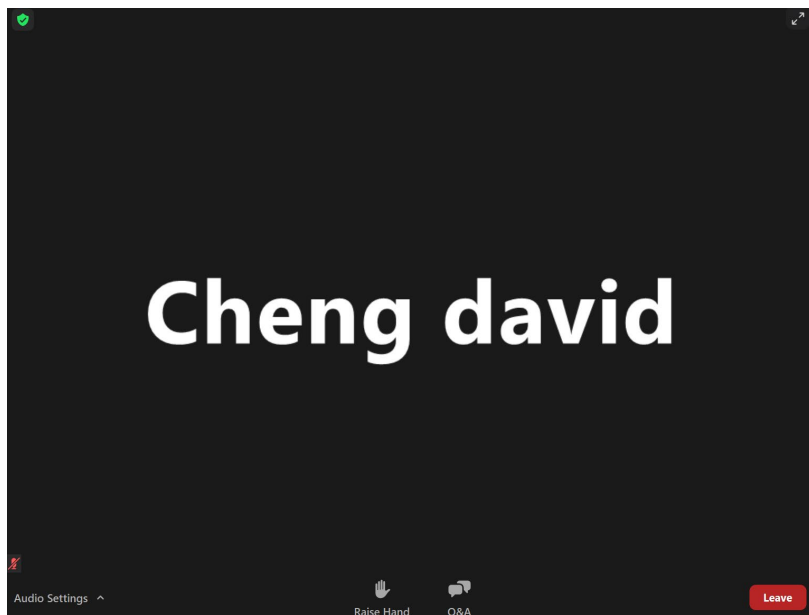
- 1) You can start to log in one hour (1) hour before the commencement of the meeting at 9.00 a.m. on Thursday, 19 August 2021.
- 3) The quality of the live streaming is dependent on the stability of the internet connection at the location of the user.
- 4) Log in to www.agm.virtualeagm.com.my with your registered User ID (email address) and password. For prox(ies) holders, use the login credential that was sent by Smartual.

STEP 3: Click on EVENT NAME ICON, you will see the following screen.



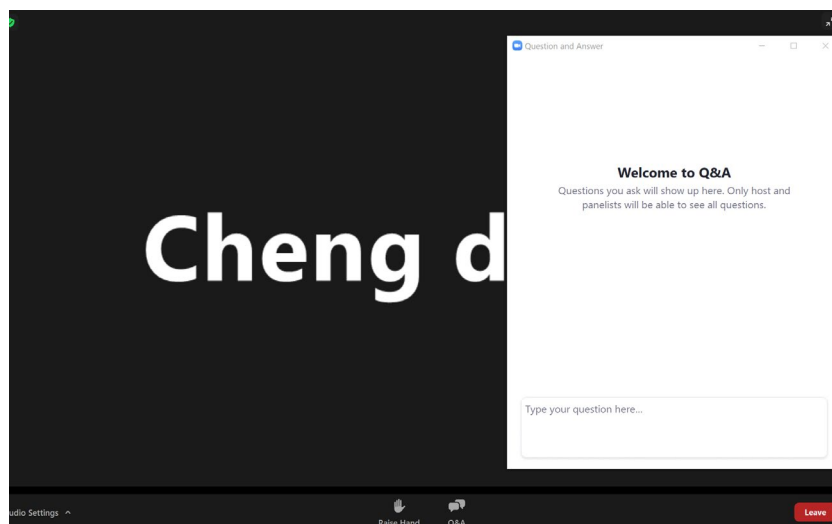
To watch live streaming, please click on the BLUE BUTTON as shown in the top right corner. If you are facing issues in watching live, click the "Click Here" to open the Zoom application directly.

STEP 4: The screen will open in a new tab as shown below:



ASKING QUESTIONS FEATURE

To ask questions, please click on your Q&A icon at the bottom of your screen and type your questions.



If you have any questions to raise at the meeting, type the question in the text box below. The Chairman/Board/Management/relevant adviser(s) will endeavour to respond to your question during the Meeting.

STEP 5: To vote, please go back to your earlier tab as shown below.

General Meeting ALLOW CHAIRMAN TO VOTE WATCH LIVE
If you are fa

Company Name
Sample

Event Timings
Apr 18, 2021, 12:30:00 PM - Apr 18, 2021, 1:30:00 PM

Event Description
AGM/EGM

NRIC	CDS	Role	Action
6243149	7064330	Share Holder	VOTE

Upon confirmation of your name, event details, NRIC and CDS number, please click on the VOTE button.

STEP 6: Vote accordingly and click on the CONFIRM DETAILS AND SUBMIT VOTE button.

General Meeting

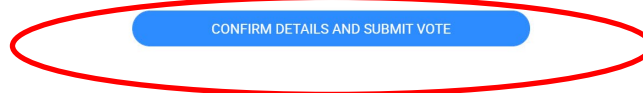
Non Voting Resolution
To receive the Audited Financial Statements for the financial year ended 30 September 2020 together with the Reports of the Directors and Auditors thereon.

Sample Ordinary Resolution
Vote Question 1

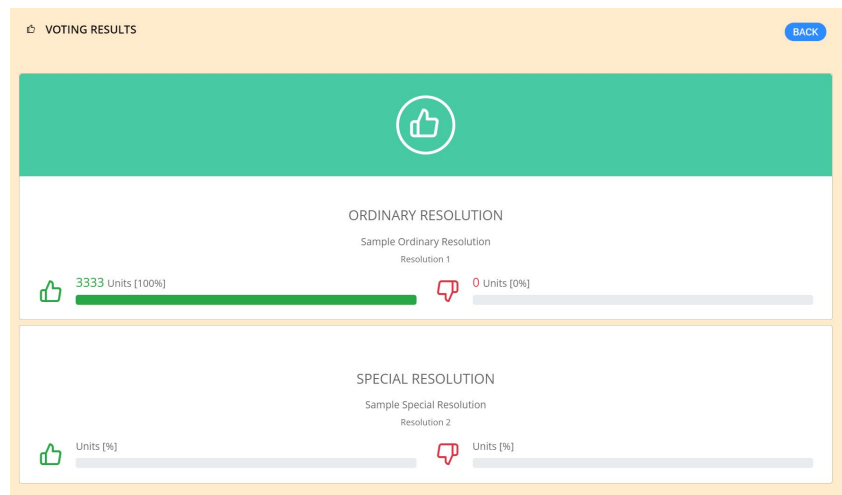
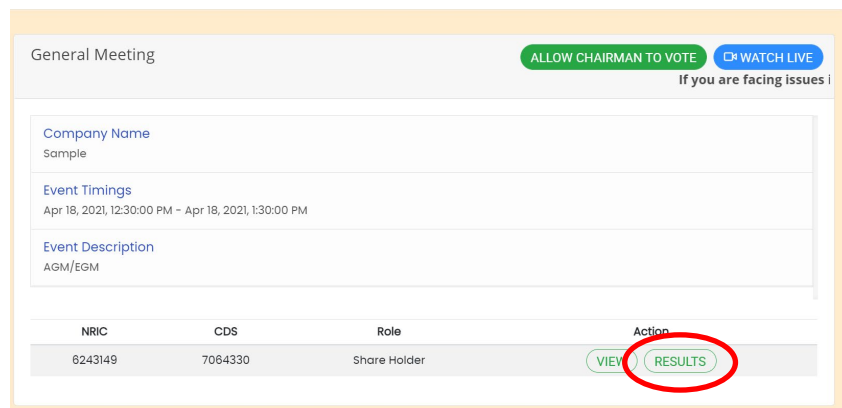
Sample Special Resolution
Vote Question 2

FOR (thumbs up) AGAINST (thumbs down) ABSTAIN (no)

Make sure you vote for all questions. If skipped, your response for that resolution will be saved as ABSTAIN



Step 7: To view the voting results, please click the “RESULTS”



Enquiry

If you have any enquiries prior to the EGM, please contact the following during office hours from Mondays to Fridays from 9.00 a.m. to 5.00 p.m. (except public holiday):-

The Share Registrar

Boardroom Share Registrars Sdn. Bhd.
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya, Selangor
Tel No. : 03 -7890 4700
Fax No. : 03 -7890 4670
Contact person : Mohamed Sophiee Bin Ahmad Nawawi
Email : mohamed.sophiee@boardroomlimited.com

e-Services Assistance

If you have any enquiry relating to VirtualeAgm e-Portal, please contact the following persons during office hours from Mondays to Fridays from 9.00 a.m to 5.00 p.m (except public holiday):-

The Poll Administrator

AI Smartual Learning Sdn Bhd
Address : 1-23-5, Menara Bangkok Bank
Berjaya Central Bank
Jalan Ampang, 50430 Kuala Lumpur, Malaysia
Email : davidcheng@openelearnings.com
Contact person : Mr David Cheng
Telephone No. : 017-770 0887