



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Brem Holding Berhad ("**Brem Holding**" or the "**Company**") will be held at Crown Hall, Level 1, Crystal Crown Hotel, No. 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 February 2022 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolution:-

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION AND REPAYMENT EXERCISE OF BREM HOLDING 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 Brem Holding 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 Brem Holding ("**Brem Holding Shares**" or "**Shares**") held by all shareholders of Brem Holding (save for Brem Properties Sdn Bhd and Tan Sri Dato' Khoo Chai Kaa (collectively known as "**Non-Entitled Shareholders**") and persons acting in concert with them, namely Wawasan Ekuiti Sdn Bhd, Bond Resources Sdn Berhad, Classical Glory Sdn Bhd, Tradema Holdings Sdn Bhd, Low Yew Hwa, Khoo Chai Thiam, Teng Mee Young and Tan Joo Keng ("**Non-Entitled PACs**")), whose names 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 Brem Holding ("**Entitlement Date**") ("**Entitled Shareholders**");
- (ii) to cancel RM99,992,934 from the issued share capital of the Company whereby the issued share capital of the Company will be reduced from RM172,736,172 to RM72,743,238 and to apply the credit of RM99,992,934 arising therefrom in the manner set out in (iv) below;
- (iii) to cancel all the Brem Holding Shares (including all treasury shares held by Brem Holding) in issue save for the Brem Holding Shares which are held by the Non-Entitled Shareholders and the Non-Entitled PACs as at the Entitlement Date; and
- (iv) thereafter, to effect the capital repayment of RM1.20 in cash for each existing Brem Holding Share held by the Entitled Shareholders on the Entitlement Date;

THAT, pursuant to the Proposed SCR, the Board of Directors of Brem Holding ("**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 RM1.20 in cash for each Brem Holding Share held by the Entitled Shareholders (save for the Non-Entitled Shareholders and the Non-Entitled PACs) 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 Brem Holding 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

ANDREA HUONG JIA MEI (MIA 36347) (SSM PC NO. 202008003125)
Company Secretary

Kuala Lumpur
Dated: 28 January 2022

Notes:

- (a) A member of the Company entitled to attend, participate, speak and vote at the meeting is entitled to appoint up to 2 proxies to attend, participate, speak and vote instead of him/her. Where a member appoints 2 proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
- (b) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**") which holds ordinary shares in the Company for multiple beneficial owners in one 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. Where a member is an authorised nominee as defined under SICDA, it may appoint 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.
- (c) 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.
- (d) The original instrument appointing a proxy ("**Form of Proxy**") must be deposited at the Company's Share Registrar, Insurbun Corporate Services Sdn Bhd at 149-B, Jalan Aminuddin Baki, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for holding the EGM.
- (e) 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.
- (f) Only a depositor whose name appears in the Record of Depositors as at 21 February 2022 shall be entitled to attend, participate, speak and vote at this meeting or appoints a proxy or proxies to attend, participate, speak and vote on his/her behalf.