



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" or "Meeting") of Amtel Holdings Berhad ("AHB" or the "Company") will be conducted on a virtual basis at the broadcast venue at AHB Office, Boardroom, Level 3, Wisma Amtel, No 12, Jalan Pensyarah U1/28, Hicom Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan ("Broadcast Venue") on Wednesday, 25 May 2022 at 11.45 a.m., or immediately following the conclusion or adjournment (as the case may be) of the Twenty-Fifth Annual General Meeting of the Company scheduled to be held at the same broadcast venue and on the same date at 11.00 a.m. whichever is later or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN, WHICH COMPRISES THE PROPOSED EMPLOYEES' SHARES OPTION SCHEME AND THE PROPOSED SHARE GRANT PLAN ("PROPOSED SGP") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) ("PROPOSED LTIP")

"THAT, subject to the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board of Directors of AHB ("Board"), be and is hereby authorised and empowered to:-

(i) establish, implement and administer the Proposed LTIP during the duration of the Proposed LTIP for the eligible Directors and employees of AHB and its subsidiaries (the "Group") (excluding subsidiaries which are dormant, if any) who fulfil the eligibility criteria ("Eligible Persons") in accordance with the provisions of the by-laws governing the rules, terms and conditions of the Proposed LTIP ("By-Laws"), a draft of which is set out in Appendix I of the Circular;

(ii) allot and issue and/or transfer such number of ordinary shares in AHB ("AHB Share(s)" or "Share(s)") from time to time to the Eligible Persons upon the vesting of any award of AHB Shares in writing to the Eligible Persons at no payment by the Eligible Persons ("SGP Award(s)") and/or exercise of the share options awarded in writing to the Eligible Persons ("ESOS Option(s)") to subscribe for new AHB Shares at the prescribed exercise price, subject to the terms and conditions of the By-Laws ("ESOS Award(s)"), provided that the total number of such AHB Shares to be issued under the Proposed LTIP shall not in aggregate exceed 15% of the total number of issued Shares (excluding treasury shares, if any) in the Company at any point in time during the duration of the Proposed LTIP (collectively, the SGP Award(s) and ESOS Award(s) are referred to as "LTIP Award(s)");

Any new Shares to be issued pursuant to the exercise of ESOS Options, shall upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/or any other forms of distribution precedes the relevant date of allotment and issuance of the new Shares. The new Shares will be subject to all provisions of the Constitution of AHB and such amendments thereafter, if any; and

Any existing Shares and/or treasury shares transferred in satisfaction of the SGP Award will rank equally in all respects with the existing Shares, including voting rights, and will be entitled to all dividends, rights, allotments and/or any other forms of distribution that may be declared subsequent to the date of transfer of such Shares;

(iii) add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed LTIP from time to time provided that such addition, amendment, modification and/or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed LTIP;

(iv) extend the duration of the Proposed LTIP for a period of up to another five (5) years, provided always that such extension of the Proposed LTIP made in accordance with the provisions of the By-Laws shall not in aggregate exceed a duration of ten (10) years from the date the Proposed LTIP takes effect or such other period determined by the relevant authorities;

(v) do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad for the listing of and quotation for new AHB Shares that may, hereafter from time to time, be allotted and issued under the Proposed LTIP; and

(vi) to appoint and authorise a committee ("LTIP Committee") by which the Proposed LTIP will be administered in accordance with the By-Laws by the said LTIP Committee, who will be responsible for, amongst others, implementing and administering the Proposed LTIP. The members of the LTIP Committee shall comprise such number of Directors and/or senior management personnel of the Group to be identified from time to time.

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/or expedient to implement, finalise and give full effect to the Proposed LTIP;

AND THAT the draft By-Laws as set out in Appendix I of the Circular and which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), be and is hereby approved and adopted."

ORDINARY RESOLUTIONS 2 TO 7

PROPOSED ALLOCATION OF LTIP AWARDS TO THE DIRECTORS OF AHB

"THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant the following Directors, ESOS Options and/or awards of AHB Shares pursuant to the Proposed SGP under the Proposed LTIP, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws:-

No.	Name	Ordinary Resolutions
i.	YTM. Tunku Dato' Seri Kamel Bin Tunku Rijaludin	Ordinary Resolution 2
ii.	Dato' Koid Hun Kian	Ordinary Resolution 3
iii.	Lim Hun Teik	Ordinary Resolution 4
iv.	Slow Hock Lee	Ordinary Resolution 5
v.	Koid Siang Loong	Ordinary Resolution 6
vi.	Ir. Chew Yook Boo	Ordinary Resolution 7

provided always that:-

i. he does not participate in the deliberation or discussion of his own allocation;

ii. not more than 10% of the new AHB Shares which may be made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of AHB; and

iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time;

AND THAT the Board is also authorised to issue and/or transfer existing AHB Shares (including treasury shares) corresponding to the number of AHB Shares arising from the exercise of the ESOS Options and/or pursuant to the vesting of the SGP Award that may be awarded to him under the Proposed LTIP."

By Order of the Board

CHIN MUN YEE (SSM PC No. 201908002785) (MAICSA 7019243)

HOH YIT FOONG (SSM PC No. 201908000074) (LS 0018)

Company Secretaries

Selangor Darul Ehsan

28 April 2022

Notes:

1. As part of the initiatives to curb the spread of COVID-19, the EGM will be held on a virtual basis at the broadcast venue and online remote voting via Remote Participation and Voting ("RPV") facilities to be provided by SS E Solutions Sdn. Bhd. via Securities Services e-Portal's platform at <https://sshsb.net.my/>. Please read carefully and follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via the RPV facilities.

2. The broadcast venue, which is the main 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 EGM. Members, proxies and/or corporate representatives will not be allowed to be physically present at the broadcast venue on the day of the Meeting.

As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers and its subsequent amendments, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the EGM via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the EGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to services@sshsb.com.my during the EGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be broadcasted and responded by the Chairman, Board, Management and/or advisers during the EGM.

3. In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 May 2022 shall be entitled to participate and vote at this Meeting.

4. A member of the Company entitled to participate and vote at this Meeting is entitled to appoint a proxy to participate and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the EGM, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to attend, participate, speak and vote at the Meeting.

5. 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.

6. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the Corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy must be deposited at the office of SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submit the Proxy Form electronically via Securities Services e-Portal at <https://sshsb.net.my/> not later than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The lodging of the Proxy Form does not preclude any shareholder from participating and voting remotely at the EGM should any shareholder subsequently wishes to do so, provided a Notice of Termination of Authority to act as Proxy is given to the Company and deposited at the office of SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the EGM or any adjournment thereof. All resolutions set out in this notice of meeting are to be voted by poll.

7. Please refer to the Administrative Guide for the EGM for further details. The Administrative Guide for the EGM is available for download at <https://amtel.com.my/investor-relations/AGM-EGM/> or download from the announcement on the EGM from the website of Bursa Malaysia Securities Berhad.