



Power Root Berhad
(Company No. 733268-U)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Power Root Berhad ("Power Root" or "Company") will be held at No. 1, Jalan Sri Plentong, Taman Perindustrian Sri Plentong, 81750 Masai, Johor Darul Takzim, on Friday, 29 June 2018 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering, and if thought fit, passing with or without modification, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 71,236,337 NEW ORDINARY SHARES IN POWER ROOT ("POWER ROOT SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 5 EXISTING POWER ROOT SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE")

"THAT subject to the approval of all relevant authorities or parties, authority be and is hereby given to the Board of Directors of Power Root ("Board") to issue up to 71,236,337 Bonus Shares in the share capital of the Company credited to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the Entitlement Date on the basis of 1 Bonus Share for every 5 existing Power Root Shares held ("**Proposed Bonus Issue of Shares**");

THAT subject to the approval of Bursa Malaysia Securities Berhad in respect of the listing of and quotation for up to 71,236,337 Bonus Shares by the Company pursuant to the Proposed Bonus Issue of Shares, authority be and is hereby given to the Board to authorise the allotment and issuance of any additional employees' share options under Power Root's existing employees' share options scheme ("ESOS") to be issued pursuant to the adjustments made in accordance with the provisions of the ESOS by-laws and any other adjustments as a result of the Proposed Bonus Issue of Shares;

THAT fractional entitlements arising from the Proposed Bonus Issue of Shares, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company and its shareholders;

THAT such Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing Power Root Shares at the date of allotment of the Bonus Shares, save and except that the Bonus Shares will not be entitled to participate in any rights, allotments, dividends, and/or other distributions that may be declared, made or paid where the entitlement date is before the allotment date of the Bonus Shares;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing and/or implementing 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 the relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company;

ORDINARY RESOLUTION 2

PROPOSED ISSUE OF UP TO 71,236,337 FREE WARRANTS IN POWER ROOT ("WARRANTS") ON THE BASIS OF 1 WARRANT FOR EVERY 5 EXISTING POWER ROOT SHARES HELD ON THE ENTITLEMENT DATE

"THAT subject to the approvals of all relevant authorities or parties, authority be and is hereby given to the Board to allot and issue up to 71,236,337 Warrants, in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants ("**Deed Poll**") to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the Entitlement Date on the basis of 1 Warrant for every 5 existing Power Root Shares held ("**Proposed Free Warrants Issue**");

THAT the Board be and is hereby authorised to allot and issue such additional Warrants as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll ("**Additional Warrants**");

THAT the Board be and is hereby authorised to allot and issue such appropriate number of new Power Root Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new Power Root Shares arising from the exercise of subscription rights represented by the Additional Warrants;

THAT fractional entitlements arising from the Proposed Free Warrants Issue, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company and its shareholders;

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 conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of 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 to take all steps as the Board deems fit and/or expedient in order to implement, finalise and give full effect to the Deed Poll;

THAT the new Power Root Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants shall, upon allotment and issuance, rank equally in all respects with the existing Power Root Shares, save and except that the new Power Root Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants will not be entitled to participate in any rights, allotments, dividends, and/or other distribution that may be declared, made or paid where the entitlement date is before the allotment date of such new Power Root Shares;

THAT the proceeds raised from the exercise of Warrants, if any, be utilised for the purposes set out in the circular to shareholders of the Company dated 14 June 2018 and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (when required) to the approval of the relevant authorities;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing and/or implementing the Proposed Free Warrants Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company;

BY ORDER OF THE BOARD

ROKIAH BINTI ABDUL LATIFF (LS 0000194)
NORIAH BINTI MD YUSOF (LS 0009298)
Company Secretaries

Johor Bahru
Date: 14 June 2018

Notes:

- (1) Only depositors whose name appears in the Record of Depositors as at 22 June 2018 shall be regarded as member of the Company entitled to attend, speak and vote at this Meeting or appoint proxy(ies) to attend, speak and vote in his stead.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and a proxy appointed to attend, speak and vote at a meeting shall have the same rights as the member to speak at the meeting.
- (3) A member may appoint not more than 2 proxies to attend and vote at the same meeting.
- (4) Where a member appoints 2 proxies, he shall specify the proportion of his holdings to be represented by each proxy. Otherwise, the appointment shall be invalid.
- (5) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy but not more than 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 is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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 accounts it holds.
- (7) Where a member or the authorised nominee or an exempt authorised nominee appoints 2 or more proxies, the proportion of the shareholdings to be presented by each proxy must be specified in the instrument appointing the proxies.
- (8) Where the Form of Proxy is executed by a corporation, it must be either under its Common Seal or under the hand of an officer or attorney duly authorised.
- (9) The Form of Proxy must be deposited at the Registered Office of the Company, located at 31-04, Level 31, Menara Landmark, No. 12 Jalan Ngee Heng, 80000 Johor Bahru, Johor Darul Takzim not less than 48 hours before the time set for the meeting or any adjournment thereof.