



Power Root Berhad

Company Reg No.: 200601013517 (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 the "Company") will be held at No. 1, Jalan Sri Pentlong, Taman Perindustrian Sri Pentlong, 81750 Masai, Johor Darul Takzim on Thursday, 27 February 2020 at 3:00 p.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ISSUANCE AND ALLOTMENT OF 60,000 NEW ORDINARY SHARES IN POWER ROOT DISTRIBUTOR SDN BHD ("POWER ROOT DISTRIBUTOR"), REPRESENTING 10% EQUITY INTEREST IN POWER ROOT DISTRIBUTOR TO WONG TAK KEONG ("PROPOSED SHARES ALLOTMENT IN POWER ROOT DISTRIBUTOR TO WONG TAK KEONG")

"THAT, subject to the approvals being obtained from all relevant authorities and parties, approval be and is hereby given to Power Root Distributor, being a subsidiary of the Company, to allot and issue 60,000 new ordinary shares in Power Root Distributor ("Power Root Distributor Shares" or "Power Root Distributor Subscription Shares"), representing an equity interest of 10% in Power Root Distributor, at an issue price of RM1.00 per Power Root Distributor Share to Wong Tak Keong upon the terms stipulated in the subscription agreement entered into between Power Root Distributor, the Company, Wong Tak Keong and three other subscribers dated 31 January 2020.

THAT the Power Root Distributor Subscription Shares shall, upon issuance and allotment, rank pari passu in all respects with the existing shares in Power Root Distributor, save and except that the Power Root Distributor 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 falls before the date of allotment of such Power Root Distributor Subscription Shares.

AND THAT any one (1) of the Director of the Company be and is hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to the Proposed Shares Allotment in Power Root Distributor to Wong Tak Keong, with full and discretionary power to assent or make any conditions, variations, revisions, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps as well as to execute all such documents as they may deem necessary or expedient in order to implement, complete and do all such acts and things to finalise and give full effect to the Proposed Shares Allotment in Power Root Distributor to Wong Tak Keong."

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE AND ALLOTMENT OF 10,000 NEW ORDINARY SHARES IN ALICAFE ROASTERS SDN BHD ("ALICAFE ROASTERS"), REPRESENTING 10% EQUITY INTEREST IN ALICAFE ROASTERS TO WONG TAK KEONG ("PROPOSED SHARES ALLOTMENT IN ALICAFE ROASTERS TO WONG TAK KEONG")

"THAT, subject to the approvals being obtained from all relevant authorities and parties, approval be and is hereby given to Alicafe Roasters, being a subsidiary of the Company, to allot and issue 10,000 new ordinary shares in Alicafe Roasters ("Alicafe Roasters Shares" or "Alicafe Roasters Subscription Shares"), representing an equity interest of 10% in Alicafe Roasters, at an issue price of RM1.00 per Alicafe Roasters Share to Wong Tak Keong upon the terms stipulated in the subscription agreement entered into between Alicafe Roasters, the Company, Wong Tak Keong and one other subscriber dated 31 January 2020.

THAT the Alicafe Roasters Subscription Shares shall, upon issuance and allotment, rank pari passu in all respects with the existing shares in Alicafe Roasters, save and except that the Alicafe Roasters 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 falls before the date of allotment of such Alicafe Roasters Subscription Shares.

AND THAT any one (1) of the Director of the Company be and is hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to the Proposed Shares Allotment in Alicafe Roasters to Wong Tak Keong, with full and discretionary power to assent or make to any conditions, variations, revisions, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps as well as to execute all such documents as they may deem necessary or expedient in order to implement, complete and do all such acts and things to finalise and give full effect to the Proposed Shares Allotment in Alicafe Roasters to Wong Tak Keong."

ORDINARY RESOLUTION 3

PROPOSED ISSUANCE AND ALLOTMENT OF 100,000 NEW ORDINARY SHARES IN POWER ROOT HK-CHINA COMPANY LIMITED ("POWER ROOT HK"), REPRESENTING 10% EQUITY INTEREST IN POWER ROOT HK TO WONG TAK KEONG ("PROPOSED SHARES ALLOTMENT IN POWER ROOT HK TO WONG TAK KEONG")

"THAT, subject to the approvals being obtained from all relevant authorities and parties, approval be and is hereby given to Power Root HK, being a subsidiary of the Company, to allot and issue 100,000 new ordinary shares in Power Root HK ("Power Root HK Shares" or "Power Root HK Subscription Shares"), representing an equity interest of 10% in Power Root HK, at an issue price of HKD1.00 per Power Root HK Share to Wong Tak Keong upon the terms stipulated in the subscription agreement entered into between Power Root HK, the Company and Wong Tak Keong dated 31 January 2020.

THAT the Power Root HK Subscription Shares shall, upon issuance and allotment, rank pari passu in all respects with the existing shares in Power Root HK, save and except that the Power Root HK 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 falls before the date of allotment of such Power Root HK Subscription Shares.

AND THAT any one (1) of the Director of the Company be and is hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to the Proposed Shares Allotment in Power Root HK to Wong Tak Keong, with full and discretionary power to assent or make to any conditions, variations, revisions, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps as well as to execute all such documents as they may deem necessary or expedient in order to implement, complete and do all such acts and things to finalise and give full effect to the Proposed Shares Allotment in Power Root HK to Wong Tak Keong."

ORDINARY RESOLUTION 4

PROPOSED ISSUANCE AND ALLOTMENT OF 5,000 NEW ORDINARY SHARES IN SUPERWRAPZ INTERNATIONAL SDN BHD ("SUPERWRAPZ"), REPRESENTING 5% EQUITY INTEREST IN SUPERWRAPZ TO WONG TAK KEONG ("PROPOSED SHARES ALLOTMENT IN SUPERWRAPZ TO WONG TAK KEONG")

"THAT, subject to the approvals being obtained from all relevant authorities and parties, approval be and is hereby given to Superwrapz, being a subsidiary of the Company, to allot and issue 5,000 new ordinary shares in Superwrapz ("Superwrapz Shares" or "Superwrapz Subscription Shares"), representing an equity interest of 5% in Superwrapz, at an issue price of RM1.00 per Superwrapz Share to Wong Tak Keong upon the terms stipulated in the subscription agreement entered into between Superwrapz, the Company, Wong Tak Keong and Power Root Distributor dated 31 January 2020.

THAT the Superwrapz Subscription Shares shall, upon issuance and allotment, rank pari passu in all respects with the existing shares in Superwrapz, save and except that the Superwrapz 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 falls before the date of allotment of such Superwrapz Subscription Shares.

AND THAT any one (1) of the Director of the Company be and is hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to the Proposed Shares Allotment in Superwrapz to Wong Tak Keong, with full and discretionary power to assent or make to any conditions, variations, revisions, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps as well as to execute all such documents as they may deem necessary or expedient in order to implement, complete and do all such acts and things to finalise and give full effect to the Proposed Shares Allotment in Superwrapz to Wong Tak Keong."

ORDINARY RESOLUTION 5

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

"THAT approval be and is hereby given to the Company and/or its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Part B, Section 2.6 of the Circular dated 12 February 2020 ("Circular") provided that such transactions and/or arrangements are:

- on an arms' length basis and on normal commercial terms which are not to the detriment of the minority shareholders of the Company;
- the disclosure is made in the annual report of the breakdown of the Recurrent Related Party Transactions by the Group conducted pursuant to shareholders' mandate during the financial year; and
- the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:
 - the conclusion of the next Annual General Meeting ("AGM") of the Company following the EGM at which this shareholders' mandate is approved, at which time it will lapse, unless by an ordinary resolution passed at that AGM, such authority is renewed;
 - the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by resolution passed by the shareholders of the Company in a general meeting of the Company, whichever is the earliest.

THAT any one (1) of the Director of the Company be and is hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to the Proposed Shareholders' Mandate, with full and discretionary power to assent or make any conditions, variations, revisions, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps as well as to execute all such documents as they may deem necessary or expedient in order to implement, complete and do all such acts and things to finalise and give full effect to the Proposed Shareholders' Mandate.

AND THAT as the estimates given for the Recurrent Related Party Transactions specified in Part B, Section 2.6 of the Circular being provisional in nature, any one (1) of the Director of the Company be and is hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Part B, Section 2.7 of the Circular."

By Order of the Board

LEONG SIEW FOONG (MAICSA No. 7007572)
SANTHI A/P SAMINATHAN (MAICSA No. 7069709)
ZURIATI BINTI YAACOB (LS No. 0009971)
Company Secretary

Johor Bahru
Dated: 12 February 2020

Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositors) Act 1991, it may appoint at least one (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.
- Where a member of the Company is an Exempt Authorised Nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
- Where an authorised nominee appoints two (2) proxies, or where an EAN appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- In the case of a corporate body, the proxy appointed must be in accordance with the Constitution, and the instrument appointing a proxy shall be given under the Company's Common Seal or under the hand of an officer or attorney duly authorised.
- The Proxy Form must be deposited at the Share Registrar's Office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time set for the meeting or any adjournment hereof.
- Pursuant to Paragraph 8.29A (1) of the Main Market Listing Requirements of Bursa Securities, all the Resolutions set out in this Notice will be put to vote by poll.
- Explanatory Notes to Ordinary Resolution 4**
Taking into consideration Wong Tak Keong's proposed subscription of 60,000 Power Root Distributor Shares as set out in Ordinary Resolution 1, Wong Tak Keong's effective equity interest in Superwrapz will be 10.1% whereby he will hold a direct interest of 5% and an indirect interest of 51% through Power Root Distributor, respectively in Superwrapz.

9. General Meeting Record of Depositors

For purposes of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Clause 75 of the Constitution of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Securities, a Record of Depositors as at 20 February 2020 and a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his stead.