



POWER ROOT BERHAD

(Company No. 733268-U)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting 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 Monday, 10 June 2019 at 2.00 p.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 ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 20,000,000 NEW ORDINARY SHARES IN POWER ROOT ("POWER ROOT SHARES") FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND KEY EMPLOYEES OF POWER ROOT AND ITS SUBSIDIARY COMPANIES ("POWER ROOT GROUP") ("PROPOSED NEW ESOS");

"THAT subject to the approvals of all relevant regulatory authorities and/or parties (if required), approval and authority be and is hereby given to the Board to:

- (i) establish, implement and administer the Proposed New ESOS for the benefit of the eligible Executive Directors and key employees of the Power Root Group who meet the criteria of eligibility for participation in the Proposed New ESOS ("**Eligible Persons**") in accordance with the by-laws governing the Proposed New ESOS ("**By-Laws**"), a draft of which is set out in **Appendix I** of the Circular to the shareholders of the Company dated 24 May 2019;
- (ii) make necessary applications to Bursa Malaysia Securities Berhad ("**Bursa Securities**") and do all things necessary at the appropriate time or times for the listing of and quotation for the new Power Root Shares that may hereafter or from time to time be allotted and issued pursuant to the Proposed New ESOS;
- (iii) modify and/or amend the By-Laws from time to time as may be required provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws;
- (iv) do all such acts and things, execute all such documents and to enter into such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed New ESOS and terms of the By-Laws; and
- (v) allot and issue the new Power Root Shares and/or procure for delivery the Power Root Shares to the Eligible Persons pursuant to the Proposed New ESOS from time to time, which may be available under the Proposed New ESOS, provided that the maximum number of Power Root Shares to be allotted and issued, acquired or delivered pursuant to the Proposed New ESOS and any other schemes involving issuance of new Power Root Shares to eligible Directors and employees which are still subsisting must not in aggregate exceed 15% of the total number of issued Power Root Shares or such other percentage of the total number of Power Root Shares of the Company (excluding treasury shares) that may be permitted by Bursa Securities or any other relevant authorities from time to time during the duration of the Proposed New ESOS;

THAT the Board be and is hereby authorised to give effect to the Proposed New ESOS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as it may deem fit and/or as may be required or imposed by the relevant authorities;

AND THAT the proposed By-Laws of the Proposed New ESOS as set out in **Appendix I** of this Circular, be and is hereby approved."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF ESOS OPTIONS TO WONG TAK KEONG

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS committee to offer, from time to time throughout the duration of the Proposed New ESOS, ESOS options to subscribe for new Power Root Shares under the Proposed New ESOS to Wong Tak Keong, the Managing Director and substantial shareholder of the Company, provided that not more than 10% of the Power Root Shares made available under the Proposed New ESOS is allocated to him if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued Power Root Shares (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO SEE THUAN PO

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS committee to offer, from time to time throughout the duration of the Proposed New ESOS, ESOS options to subscribe for new Power Root Shares under the Proposed New ESOS to See Thuan Po, the Executive Director of the Company, provided that not more than 10% of the Power Root Shares made available under the Proposed New ESOS is allocated to him if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued Power Root Shares (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

BY ORDER OF THE BOARD

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

Johor Bahru
24 May 2019

Notes:

- (1) Only depositors whose name appears in the Record of Depositors as at 3 June 2019 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.