



COMINTEL CORPORATION BHD

(Company Registration No. 630068-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Comintel Corporation Bhd (“Comcorp” or the “Company”) will be held at Classics 2, Holiday Villa Subang, No. 9 Jalan SS12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Monday, 15 January 2018 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF 100% EQUITY INTEREST IN BCM ELECTRONICS CORPORATION SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF COMCORP, TO AURELIUS HOLDINGS SDN. BHD. FOR A TOTAL CASH CONSIDERATION OF RM123.8 MILLION, SUBJECT TO ADJUSTMENTS

“**THAT** subject to all approvals being obtained from the relevant authorities and parties (where required), approval be and is hereby given for the Company to dispose of 100% equity interest in BCM Electronics Corporation Sdn. Bhd. (“**BCM Electronics**”), a wholly-owned subsidiary of the Company, to Aurelius Holdings Sdn. Bhd. (“**Aurelius Holdings**”) for a total cash consideration of RM123.8 million, subject to adjustments and settlement of related company advances owing from the related companies of BCM Electronics, being the Comcorp group of companies, to BCM Electronics, upon the terms and conditions as set out in the share sale agreement dated 19 October 2017 between the Company and Aurelius Holdings (“**SSA**”) (“**Proposed Disposal**”).

THAT the execution by the Company of the SSA and the performance of its obligations under the SSA be and is hereby approved and ratified.

THAT the proceeds of the Proposed Disposal are to be utilised for the purpose set out in the Circular to the shareholders of Comcorp dated 29 December 2017.

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised and empowered to give full effect to the Proposed Disposal with full power to deal with all matters incidental, ancillary and/or relating thereto and to execute and deliver and/or cause to be executed and delivered all such agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do such acts, things and matters as it may deem fit, necessary, appropriate and/or expedient and in the best interests of the Company in order to implement, finalise and give full effect to the Proposed Disposal under the terms of the SSA, with full powers to negotiate, approve, agree and assent to any conditions, revaluations, variations, modifications and/or amendments in respect thereof as may be required by the relevant authorities or as the Board may deem fit, necessary, appropriate and/or expedient and in the best interest of the Company.”

By Order of the Board

LOH HOCK CHIANG (MIA 11139)
WONG SOON KIONG (LS 0009395)
Joint Company Secretaries

Shah Alam
29 December 2017

Notes:-

1. As the Proposed Disposal constitutes a “Major Disposal” pursuant to paragraph 10.11A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the ordinary resolution in relation to the Proposed Disposal requires the approval of at least 75% in value of the shareholders present and voting either in person or by proxy at the EGM.

Voting on the resolution to be proposed at the EGM will be by way of a poll. The Board believes a poll is more representative of shareholders’ voting intentions because shareholders’ votes are counted according to the number of shares held.
2. A shareholder may appoint any person to be his proxy and there shall be no restriction as to the qualification of the proxy.
3. An instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. Subject to Note 5 below, a shareholder shall not be entitled to appoint more than 2 proxies to attend and vote at the same meeting. If a shareholder appoints 2 proxies to attend at the same meeting, the instrument of proxy must specify the proportion of his shareholdings to be represented by each proxy and only 1 of those proxies is entitled to vote on show of hands.
5. Where a shareholder of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.
6. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
7. An instrument appointing a proxy must be deposited at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof.
8. Only shareholders whose names appear in the Record of Depositors and Register of Members as at 9 January 2018 shall be eligible to attend the EGM or appoint proxy to attend and vote on his behalf.
9. Any corporation which is a shareholder can appoint one (1) or more corporate representatives who may exercise on its behalf all of its power as a shareholder in accordance with the Companies Act 2016.
10. By submitting the form of proxy, the shareholder accepts and agrees to the collection, use and disclosure of the shareholder’s personal data by the Company (or its agents or service providers) for the purpose of preparation and compilation of documents relating to the EGM (including any adjournment thereof).