



AWC BERHAD
(Registration No. 200101014341 (550098-A))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of AWC Berhad ("AWC" or the "Company") will be conducted on a fully virtual basis and entirely via remote participation and electronic voting facilities through live streaming from the broadcast venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 13 December 2023 at 10:00 a.m. or at any adjournment thereof (as the case may be), for the purpose of considering and if thought fit, passing the following resolution, with or without any modifications:

ORDINARY RESOLUTION

PROPOSED ACQUISITIONS BY AWC OF THE FOLLOWING:

- (I) **THE REMAINING 49.00% EQUITY INTEREST IN STREAM GROUP SDN BHD ("STREAM GROUP") NOT ALREADY OWNED BY AWC FROM PREMIUM NXL SDN BHD ("PNSB") ("PROPOSED ACQUISITION IN STREAM GROUP"); AND**
- (II) **51.00% EQUITY INTEREST IN PREMIUM PATENTS SDN BHD ("PREMIUM PATENTS") FROM PNSB AND PREMIUM DELUXE SDN BHD ("PDSB") ("PROPOSED ACQUISITION IN PREMIUM PATENTS"),**

FOR A TOTAL CASH CONSIDERATION OF RM110,000,001

(THE PROPOSED ACQUISITION IN STREAM GROUP AND THE PROPOSED ACQUISITION IN PREMIUM PATENTS ARE COLLECTIVELY REFERRED TO AS "PROPOSED ACQUISITIONS")

"**THAT** subject to the conditions precedent stipulated under the conditional sale and purchase agreement dated 14 September 2023 entered into between AWC, PNSB and PDSB (including any amendment and/or extension thereof as mutually agreed) ("**SSA**") in respect of the Proposed Acquisitions being fulfilled or waived, approval be and is hereby given to the Company, to acquire the following sale shares from PNSB and PDSB for a total purchase consideration of RM110,000,001 upon such terms and conditions as set out in the SSA;

- (i) a total of 627,200 ordinary shares in Stream Group from PNSB under the Proposed Acquisition in Stream Group for a purchase consideration of RM110,000,000 to be satisfied entirely via cash; and
- (ii) a total of 5,100 ordinary shares in Premium Patents from PNSB and PDSB under the Proposed Acquisition in Premium Patents for a purchase consideration of RM1 to be satisfied entirely via cash.

THAT the Proposed Acquisition in Stream Group and the Proposed Acquisition in Premium Patents are inter-conditional upon each other.

THAT the execution by the Board of Directors of the Company ("**Board**") and the performance of its obligations under the SSA be and is hereby approved and ratified.

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary to give effect and complete the Proposed Acquisitions with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and/or parties and/or as the Board may deem necessary or expedient in the best interest of the Company."

By Order of the Board
AWC BERHAD

TEA SOR HUA (MACS 01324) (SSM PC NO.: 201908001272)
LIM KEE SAN (MAICSA 7067348) (SSM PC NO.: 202308000295)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
28 November 2023

Notes:

- (i) A member who is entitled to attend, participate, speak and vote at the EGM shall be entitled to appoint more than 1 proxy to attend, participate, speak and vote at the EGM. Where a member appoints more than 1 proxy, the member shall specify the proportion of his shareholdings to be represented by each proxy.
- (ii) A proxy may, but need not, be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend, participate, speak and vote at the EGM shall have the same rights as the member to attend, participate, speak and vote at the EGM.
- (iii) The instrument appointing a proxy shall 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 the seal or under the hand of an officer or attorney duly authorised.
- (iv) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
- (v) Where a member of the Company 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 account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (vi) To be valid, the instrument appointing a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than 48 hours before the time for holding the EGM or adjourned EGM (as the case maybe):

(a) In hard copy form

In the case of an appointment made in hard copy form, the Proxy Form must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur.

(b) By Electronic Form

The Proxy Form can be electronically lodged with the Share Registrar's online system ("**TIIH Online**") at <https://tiih.online>. Please refer to the Administrative Notes on the procedure for electronic lodgement of Proxy Form via TIIH Online.

- (vii) For the purpose of determining a member who shall be entitled to attend the EGM, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 63(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 6 December 2023. Only members whose name appears in the Record of Depositors as at 6 December 2023 shall be entitled to attend the EGM and to participate, speak and vote thereat.
- (viii) The resolution set out in this notice of the general meeting will be put to vote by poll.
- (ix) The members are advised to refer to the Administrative Notes on the registration process for the EGM.
- (x) Kindly check Bursa Securities' and the Company's website at <https://www.awc.com.my> for the latest updates on the status of the EGM.