



BOON KOON GROUP BERHAD

(Company No. 553434-U)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Boon Koon Group Berhad will be held at Majestic Hall of the Bukit Jawi Golf Resort, Lot 414, MK 6, Jalan Raya Kemian Sempayi, 14200 Sungai Jawi, Penang, on Friday, 31 March 2017 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY BOON KOON CAPITAL SDN BHD ("BKC") OF ITS REMAINING 3,750,000 ORDINARY SHARES, REPRESENTING 25% EQUITY INTEREST IN HITACHI CAPITAL MALAYSIA SDN BHD ("HCM") TO HITACHI CAPITAL ASIA PACIFIC PTE LTD ("HCAP") FOR A TOTAL CASH CONSIDERATION OF RM22 MILLION ("PROPOSED DISPOSAL OF SHARES")

"THAT, subject to all approvals being obtained from all relevant authorities and/or parties as may be required, approval be and is hereby given for the disposal by BKC of its remaining 3,750,000 ordinary shares, representing 25% equity interest in HCM to HCAP for a total cash consideration of RM22 million, in accordance with the terms and conditions of the Share Purchase Agreement dated 13 December 2016 entered into between BKC and HCAP.

AND THAT the Directors of the Company be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Disposal 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 any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Disposal of Shares."

By Order of the Board of
BOON KOON GROUP BERHAD

CHEE WAI HONG (BC/C/1470)
FOO LI LING (MAICSA 7019557)

Company Secretaries
Penang

16 March 2017

Notes :

1. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation.
2. The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint one (1) or more proxies to attend and vote at the same meeting.
4. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint at least one proxy in respect of each securities account it holds with ordinary shares to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
8. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 62(3) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 24 March 2017 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
9. The resolution as set out in this notice of Extraordinary General Meeting is to be voted by poll.