

**BOON KOON GROUP BERHAD**

(Company No. 553434-U)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Boon Koon Group Berhad ("Boon Koon" or the "Company") will be held at Chin Hin Culture Centre, No. F-0-1 and F-0-2, Pusat Perdagangan Kuchai, No. 2, Jalan 1/127, Off Jalan Kuchai Lama, 58200 Kuala Lumpur on Tuesday, 21 November 2017 at 10.00 a.m., for the purpose of considering and if thought fit, to pass the following resolutions:-

**ORDINARY RESOLUTION 1**

**PROPOSED JOINT DEVELOPMENT VIA THE JOINT DEVELOPMENT AGREEMENT DATED 29 JUNE 2017 BETWEEN PLATINUM EMINENT SDN BHD ("PLATINUM EMINENT"), A WHOLLY-OWNED SUBSIDIARY OF AERA PROPERTY GROUP SDN BHD (FORMERLY KNOWN AS ASTHETIK SUBSIDIARY GROUP SDN BHD) AND BKG DEVELOPMENT SDN BHD ("BKG"), A WHOLLY-OWNED SUBSIDIARY OF BOON KOON FOR THE IMPLEMENTATION AND COMPLETION OF A COMMERCIAL DEVELOPMENT PROJECT COMPRISING *INTER-ALIA* TWO (2) BLOCKS OF TWENTY-NINE (29) STOREYS EACH WITH A TOTAL OF 752 UNITS OF SERVICE APARTMENTS, A PODIUM BLOCK COMPRISING THIRTEEN (13) RETAIL UNITS OF SHOPLOTS, ONE (1) BASEMENT CARPARK AND EIGHT (8) STOREYS CARPARK ON A PIECE OF LEASEHOLD LAND HELD UNDER HS(D) 316525, PT6551, BANDAR PETALING JAYA SELATAN, DISTRICT OF PETALING, STATE OF SELANGOR BEARING POSTAL ADDRESS OF JALAN PJS 5/28B, PJS 5, PETALING JAYA, SELANGOR ("PROPOSED JOINT DEVELOPMENT")**

**"THAT**, subject to the passing of Ordinary Resolution 2, and subject further to the approvals from the relevant authorities being obtained where necessary, approval be and is hereby given to BKG for the implementation and completion of a commercial development project comprising *inter-alia* two (2) blocks of twenty-nine (29) storeys each with a total of 752 units of service apartments, a podium block comprising thirteen (13) retail units of shoplots, one (1) basement carpark and eight (8) storeys carpark on a piece of leasehold land held under HS(D) 316525, PT6551, Bandar Petaling Jaya Selatan, District of Petaling, State of Selangor bearing postal address of Jalan PJS 5/28B, PJS 5, Petaling Jaya, Selangor in accordance with the terms and conditions of the Joint Development Agreement dated 29 June 2017 ("Joint Development Agreement") and Supplemental Joint Development Agreement dated 22 August 2017 ("Supplemental Joint Development Agreement") entered into between BKG and Platinum Eminent;

**THAT** the Board of Directors of Boon Koon Group Berhad ("Board") ("Boon Koon") be and is hereby authorised to give effect to the Proposed Joint Development with full powers to assent any modifications, revaluation, variations, arrangement, conditions and/or amendments in relation to the Joint Development Agreement and Supplemental Joint Development Agreement as they may deem fit in the best interest of the Company and/or as may be required and/or imposed by the relevant authorities;

**AND FURTHER THAT** the Board be and is hereby authorised to take all steps as they may deem fit and expedient in order to implement, finalise, complete and do all acts, deeds and things as the Directors may deem fit or expedient in the best interest of the Company (including to execute, sign and deliver on behalf of the Company all such documents as may be necessary) so as to give full effect to the Proposed Joint Development."

**ORDINARY RESOLUTION 2**

**PROPOSED DIVERSIFICATION OF BOON KOON'S EXISTING BUSINESS TO INCLUDE THE PROPERTY DEVELOPMENT BUSINESS SEGMENT ("PROPOSED DIVERSIFICATION")**

**THAT**, subject to the passing of Ordinary Resolution 1, and subject further to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of all relevant authorities, (whether in its original form or with or subject to any condition, modification, variation and/or amendment imposed by such relevant authorities), the Board be and is hereby authorised and empowered to carry out, do all such acts, deeds and things and take all such steps it may consider necessary, and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary or required to give effect to the Proposed Diversification;

**AND THAT** the Board be and is further authorised to give effect to the Proposed Diversification with full power to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company and to take all steps as it may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Diversification.

**ORDINARY RESOLUTION 3**

**PROPOSED SPECIAL ISSUE OF UP TO 55,350,000 NEW ORDINARY SHARES IN BOON KOON TO THE INDEPENDENT THIRD PARTY INVESTOR(S) TO BE IDENTIFIED ("PROPOSED SPECIAL ISSUE OF SHARES")**

**"THAT**, subject to the passing of the Ordinary Resolutions 1 and 2, approval be and is hereby given for the Company to issue by way of special issue of up to 55,350,000 new ordinary shares in Boon Koon ("Special Issue Shares") ("Boon Koon Shares") to the independent third party investor(s) to be identified;

**THAT** the proceeds of the Proposed Special Issue of Shares be utilised for the purposes as set out in the circular to shareholders of the Company dated 6 November 2017, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

**THAT** the Board be and is hereby authorised to fix the final issue price of the Special Issue Shares at a later date after obtaining the relevant approvals for the Proposed Special Issue of Shares;

**THAT** all the new Boon Koon Shares to be issued herein shall rank *pari passu* in all respects with the then existing Boon Koon Shares, save and except that they shall not be entitled to any rights, dividends, allotment and/or other distributions which may be declared prior to the date of allotment of the said new Boon Koon Shares pursuant to the Proposed Special Issue of Shares;

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Special Issue of Shares with full power to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company and to take all steps as it may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Special Issue of Shares."

**BY ORDER OF THE BOARD**

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

Company Secretaries  
Penang  
6 November 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 Company's Constitution (Article 62(3) of the Articles of Association of the Company as adopted before the commencement of the Companies Act, 2016) and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 14 November 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) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.