



**SINOTOP HOLDINGS BERHAD**  
(Registration No. 198401002327 (114842-H))  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Sinotop Holdings Berhad (“Sinotop” or “Company”) will be held at Concorde 1, Lobby Level, Concorde Hotel, 2, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Friday, 21 August 2020 at 10.00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

### ORDINARY RESOLUTION 1

#### **PROPOSED DISPOSAL BY SINOTOP OF THE ENTIRE EQUITY INTEREST IN ITS WHOLLY-OWNED SUBSIDIARY, BE TOP GROUP LIMITED, FOR A CASH CONSIDERATION OF RM70.00 MILLION**

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained (where required), the Board of Directors of the Company (“Board”) be and is hereby authorised to dispose of the Company’s entire equity interest in Be Top Group Limited to Gifted Investments Limited (“GIL”) for a disposal consideration of RM70.00 million to be satisfied in accordance with the terms and conditions of the conditional share sale agreement dated 2 May 2019 entered into between the Company and GIL which was supplemented by a supplemental share sale agreement dated 18 June 2020 (“Proposed Disposal”).

**THAT** the proceeds of the Proposed Disposal are to be utilised for the purposes as set out in Section 2.1.4 of Part A of the circular to shareholders of the Company dated 30 July 2020.

**AND THAT** the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary and expedient, and to take all such necessary steps to give effect to the Proposed Disposal with full powers to consent to and to adopt such conditions, variations, modifications, and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Disposal or as the Board may deem necessary or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Disposal in the best interests of the Company.”

### ORDINARY RESOLUTION 2

#### **PROPOSED DIVERSIFICATION OF THE EXISTING CORE BUSINESS OF SINOTOP AND ITS SUBSIDIARIES TO INCLUDE MOBILE AND DIGITAL SOLUTIONS BUSINESSES**

“**THAT** subject to the approvals of all relevant regulatory authorities and/or parties being obtained (where required), approval be and is hereby given for the diversification of the existing core business of the Company and its subsidiaries to include mobile and digital solutions businesses (“Proposed Diversification”);

**AND THAT** the Board of Directors of the Company (“Board”) be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary and expedient, and to take all such necessary steps to give effect to the Proposed Diversification with full powers to consent to and to adopt such conditions, variations, modifications, and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Diversification or as the Board may deem necessary or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification in the best interests of the Company.”

### SPECIAL RESOLUTION 1

#### **PROPOSED REDUCTION OF SINOTOP’S SHARE CAPITAL PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016**

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained (where required), approval be and is hereby given for the implementation of the reduction of the Company’s share capital pursuant to Section 117 of the Companies Act 2016 (“Proposed Capital Reduction”).

**THAT** the share capital of the Company be and is hereby reduced and cancelled to the extent of and up to RM86.00 million and that such reduction be effected and satisfied by the cancellation of the share capital of the Company that has been lost or is unrepresented by available assets.

**AND THAT** the Board of Directors of the Company (“Board”) be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary and expedient, and to take all such necessary steps to give effect to the Proposed Capital Reduction with full powers to consent to and to adopt such conditions, variations, modifications, and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Capital Reduction or as the Board may deem necessary or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Capital Reduction in the best interests of the Company.”

### SPECIAL RESOLUTION 2

#### **PROPOSED CHANGE OF NAME OF SINOTOP FROM “SINOTOP HOLDINGS BERHAD” TO “PERTAMA DIGITAL BERHAD”**

“**THAT** the name of the Company be and is hereby changed from “Sinotop Holdings Berhad” to “Pertama Digital Berhad” with effect from the date of the Notice of Registration of New Name issued by the Companies Commission of Malaysia and that the name of the Company wherever it appears in the Constitution be and is hereby amended accordingly.

**AND THAT** the Board of Directors of the Company be and is hereby authorised to carry out all the necessary formalities in effecting the change of name.”

### BY ORDER OF THE BOARD

**KANG SHEW MENG**  
**SEOW FEI SAN**  
Company Secretaries

Petaling Jaya  
30 July 2020

#### Notes:

1. Ordinary Resolution 1 (Proposed Disposal) requires the approval of at least 75% in value of the members of the Company present and voting either in person or by proxy pursuant to paragraph 10.11A (Major Disposal of Assets Resulting in Listed Issuers No Longer Suitable for Listing) of Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
2. Only depositors whose names appear in the Record of Depositors as at 14 August 2020 shall be regarded as members and be entitled to attend, participate, speak and vote at the EGM.
3. A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company.
4. A member may appoint up to two (2) proxies to attend the EGM. Where a member appoints two (2) proxies, he/she shall specify the proportions of his/her holdings to be represented by each proxy.
5. Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (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 of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised or in some other manner approved by its directors.
8. The instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or certified copy must be deposited at the Company’s registered office at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for the EGM or at any adjournment thereof.