



AMTEL HOLDINGS BERHAD
[Registration No. 199601037096 (409449-A)]
(Incorporated in Malaysia)

NOTIFICATION TO SHAREHOLDERS ON THE EXTRAORDINARY GENERAL MEETING

Dear Valued Shareholders,

We are pleased to invite you to participate in the upcoming Extraordinary General Meeting ("EGM") of Amtel Holdings Berhad ("AHB" or "the Company") which will be conducted fully virtual from the Broadcast Venue at AHB Group Office, Boardroom, No. 7, Jalan PJS 7/19, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan on Wednesday, 27 January 2021 at 11.00 a.m.

Members who are eligible but not available to participate in the EGM, may appoint proxy to attend instead.

We wish to notify you that by this letter we enclosed the essential documents of EGM:

- i. Notice of the EGM;
- ii. Administrative Guide;
- iii. Proxy Form; and
- iv. Request Form.

The complete set of the EGM on Circular to Shareholders in relation to the Proposed Bonus Issue of Shares and Proposed Issue of Free Warrants ("Circular") can be viewed and downloaded from the Company's designated website at <https://amtel.com.my/investor-relations/agm-egm/> or download announcement on EGM from the website of Bursa Malaysia.

Should you require a printed copy of the Circular, please complete the Request Form enclosed herewith.

Upon receiving your completed Request Form, a printed copy of the Circular will be forwarded to you within four (4) market days from the date of receipt.

We thank you for your continued support.

By Order of the Board

TEE LEE LENG (MAICSA 7044742)
SSM Practicing Certificate No.: 202008001301
HOH YIT FOONG (LS 0018)
SSM Practicing Certificate No.: 201908000074
Company Secretaries

Selangor Darul Ehsan
4 January 2021



AMTEL HOLDINGS BERHAD

[Registration No.: 199601037096 (409449-A)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Amtel Holdings Berhad ("**AHB**" or the "**Company**") will be conducted virtually through live streaming from the broadcast venue at AHB Group Office, Boardroom, No. 7, Jalan PJS 7/19, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan ("**Broadcast Venue**") on Wednesday, 27 January 2021 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 32,518,033 NEW ORDINARY SHARES IN AHB ("AHB SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING AHB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("BONUS ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF SHARES")

"**THAT** subject to the approvals of all relevant authorities and/ or parties (where applicable) being obtained, authority be and is hereby given to the Board of Directors of AHB ("**Board**") to issue and allot up to 32,518,033 Bonus Shares in the share capital of the Company credited as fully paid to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Bonus Entitlement Date on the basis of 1 Bonus Share for every 2 existing AHB Shares held;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Shares, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing AHB Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid before the Bonus Entitlement Date;

AND THAT the Board 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 Bonus Issue 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 for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares."

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF UP TO 48,777,049 FREE WARRANTS IN AHB ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 2 AHB SHARES HELD ON AN ENTITLEMENT DATE, WHICH IS AFTER THE BONUS ENTITLEMENT DATE, TO BE DETERMINED AND ANNOUNCED LATER ("WARRANTS ENTITLEMENT DATE") ("PROPOSED ISSUE OF FREE WARRANTS")

"**THAT** subject to the Ordinary Resolution 1 and the approvals of all relevant authorities and/ or parties (where applicable) being obtained, authority be and is hereby given to the Board to issue and allot up to 48,777,049 Warrants at the exercise price of RM0.65 per Warrant to be credited to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Warrants Entitlement Date on the basis of 1 Warrant for every 2 AHB Shares held in accordance with the provisions in the deed poll to be executed by the Company constituting the Warrants ("**Deed Poll**");

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll on behalf of the Company 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 or as the Board may deem necessary or expedient and in the best interest of the Company, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/ or amendments to the exercise price and/ or number of the Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and take all steps as the Board deems fit and/or expedient in order and with full powers for the Board to implement, finalise and give full effect to the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of the Warrants in accordance with the provisions of the Deed Poll and where required, to adjust the exercise price and/ or the number of the Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll ("**Additional Warrants**");

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new Shares pursuant to the exercise of the Warrants and Additional Warrants by the holders of the Warrants and Additional Warrants in accordance with the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Issue of Free Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the new AHB Shares to be issued pursuant to the exercise of the Warrants and Additional Warrants will, upon allotment and issuance, rank equally in all respects with the existing AHB Shares, save and except that the new AHB Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid to the shareholders of the Company, for which the entitlement date is prior to the date of allotment and issuance of the new Shares arising from the exercise of the Warrants or Additional Warrants;

THAT the proceeds to be raised from the exercise of the Warrants and Additional Warrants, be utilised for such purposes and in such manner as set out in Section 3.5 of the circular to shareholders of the Company dated 4 January 2021, and the Board be authorised with full powers to vary the manner and/ or purpose of the use of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

AND THAT the Board 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 Issue of Free Warrants 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 for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Issue of Free Warrants."

By Order of the Board

TEE LEE LENG (MAICSA 7044742)
SSM Practicing Certificate No.: 202008001301
HOH YIT FOONG (LS 0018)
SSM Practicing Certificate No.: 201908000074
Company Secretaries

Selangor Darul Ehsan
4 January 2021

Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 January 2021 shall be entitled to participate, speak and vote at this meeting.*
2. *A member of the Company entitled to participate, speak and vote at this meeting is entitled to appoint a proxy to participate, speak and vote in his stead.*
3. *The instrument appointing a proxy or Proxy Form and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the Poll Administrator of the Company at Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to EGM-support.Amtel@megacorp.com.my not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof at which the person named in such instrument proposes to vote.*
4. *A member shall be entitled to appoint up to two (2) proxies to participate, speak and vote at the meeting and that appointment shall be invalid unless the proportion of holdings represented by each proxy is specified.*
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 (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.*
7. *The EGM will be conducted virtually through live streaming from the Broadcast Venue, members are advised to refer to the Administrative Guide on the registration and voting process for the EGM.*



AMTEL HOLDINGS BERHAD
[Registration No: 199601037096 (409449-A)]
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL
EXTRAORDINARY GENERAL MEETING (“EGM”)**

Date	: Wednesday, 27 January 2021
Time	: 11.00 a.m
Broadcast Venue	: AHB Group Office, Boardroom No. 7, Jalan PJS 7/19 Bandar Sunway, 47500 Subang Jaya Selangor Darul Ehsan

MODE OF MEETING

In light of the COVID-19 outbreak and as part of our safety measures, the EGM of Amtel Holdings Berhad (“Company”) will be conducted on a fully virtual basis via live streaming and online voting from the Broadcast Venue. This is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (subsequently revised on 13 October 2020).

The Broadcast Venue is strictly to comply with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. No shareholders/proxies should be physically present at the Broadcast Venue on the day of the EGM.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

You may email your questions in relate to matters of discussion in the EGM in advance to the Company.

REGISTRATION AND DIGITAL BALLOT FORM (“DBF”) VOTING PROCEDURES

As no shareholder/proxies should be physically present at the Broadcast Venue, shareholders/proxies who wish to participate in the EGM will have to register online and participate remotely. Kindly follow the steps below to ensure that you can obtain your DBF and details to log in to the Webinar session to participate at the EGM online:

1. Open this link <https://vps.megacorp.com.my/KSDqec> or scan the QR code above and submit all the details requested at least forty-eight (48) hours before the time of the EGM.
2. Only shareholders are allowed to register their details online. Shareholders can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.

3. Alternatively, you may deposit your Form of Proxy at the office of Poll Administrator, Mega Corporate Services Sdn Bhd (“MegaCorp”) at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email EGM-support.Amtel@megacorp.com.my not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, and in default the instrument of proxy shall not be treated as valid.
4. For corporate shareholders / Nominee Accounts, please follow Step 3 above.
5. The Poll Administrator will e-mail a copy of your DBF to you to participate and vote at the meeting once they have verified your details.
6. Registered shareholders/proxies would receive two (2) emails:
 - i. Webinar session link (to join the virtual meeting); and
 - ii. DBF (for remote voting purposes).

POLL VOTING

The voting will be conducted by a poll in accordance with Paragraph 8.31A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed MegaCorp as Poll Administrator to conduct the poll by way of electronic voting and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of the EGM, e-voting will be carried out via your digital devices (e.g., Computer/Mobile Phone/Tablets). The DBF itself is self-explanatory. Please carefully read the instructions on the e-mail from Webinar Master to familiarise yourself with the steps needed to exercise your rights at the EGM.

Shareholders/proxies can proceed to vote on the resolutions and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the EGM, the Scrutineers will verify the poll results after which the Chairman of the EGM will announce the results of the resolutions.

RECORD OF DEPOSITORS FOR THE EGM

The date of Record of Depositors for the EGM is 20 January 2021. As such, only members whose names appear in the Record of Depositors as at 20 January 2021 shall be eligible to participate and vote at the EGM.

NO REFRESHMENTS AND NO DOOR GIFTS

There will be no distribution of refreshments and door gifts for the EGM of the Company.

ENQUIRY

If you have any enquiries prior to the EGM, please contact the following persons during office hours:

Poll Administrator

Mega Corporate Services Sdn. Bhd.

Mr Alfred Devan John or Encik Norhisham Abdul Hamid

Telephone No. : (03) 2692 4271 / 2694 8984

Facsimile No. : (03) 2732 5388

E-mail : EGM-support.Amtel@megacorp.com.my

Amtel Holdings Berhad

Telephone No. : (03) 5632 2449

Facsimile No. : (03) 5637 0042

E-mail : ahb@amtel.com.my



AMTEL HOLDINGS BERHAD

[Registration No.: 199601037096 (409449-A)]
(Incorporated in Malaysia)

CDS Account No.	
No. of shares held	

PROXY FORM EXTRAORDINARY GENERAL MEETING (Before completing this form, please refer to the notes)

*I/We (full name)

*NRIC No./Passport No./Company No..... of (full address)

being a member of **AMTEL HOLDINGS BERHAD ("Company")** hereby appoint

Name	Email Address	Mobile No.	NRIC/Passport	Mailing Address
*And/or failing him/her (delete as appropriate)				

*or failing him/her, the Chairman of the meeting as *my/ our proxy to participate, speak and vote for *my/ our behalf at the Extraordinary General Meeting, which will be conducted virtually through live streaming from the broadcast venue at AHB Group Office, Boardroom, No. 7, Jalan PJS 7/19, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan ("**Broadcast Venue**") on Wednesday, 27 January 2021 at 11.00 a.m., or at any adjournment thereof.

*My/ our proxy is to vote as indicated below:

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	PROPOSED BONUS ISSUE OF SHARES		
2.	PROPOSED ISSUE OF FREE WARRANTS		

**Strike out whichever is not applicable*

Please indicate with an "X" in the appropriate box against each resolution how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit, at his discretion.

*The proportions of *my/ our holdings to be presented by *my/our proxies are as follows:*

Proxy 1	%
Proxy 2	%
Total	100%

Dated this.....day of.....2021

Signature of shareholder(s)/ Common Seal



Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 January 2021 shall be entitled to participate, speak and vote at this meeting.
2. A member of the Company entitled to participate, speak and vote at this meeting is entitled to appoint a proxy to participate, speak and vote in his stead.
3. The instrument appointing a proxy or Proxy Form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Poll Administrator of the Company at Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia or by email to EGM-support.Amtel@megacorp.com.my, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof at which the person named in such instrument proposes to vote.
4. A member shall be entitled to appoint up to two (2) proxies to participate, speak and vote at the meeting and that appointment shall be invalid unless the proportion of holdings represented by each proxy is specified.
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 (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.
7. The EGM will be conducted virtually through live streaming from the Broadcast Venue, members are advised to refer to the Administrative Guide on the registration and voting process for the EGM.

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AFFIX
STAMP

The Poll Administrator of

AMTEL HOLDINGS BERHAD

[Registration No.: 199601037096 (409449-A)]

c/o **Mega Corporate Services Sdn Bhd**

Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail, 50250 Kuala Lumpur
Malaysia

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AMTEL HOLDINGS BERHAD

[Registration No. 199601037096 (409449-A)]
(Incorporated in Malaysia)

**REQUISITION FORM FOR PRINTED CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED BONUS ISSUE OF SHARES AND PROPOSED ISSUE OF FREE WARRANTS**

AMTEL HOLDINGS BERHAD

No. 7, Jalan PJS 7/19
Bandar Sunway
47500 Subang Jaya
Selangor Darul Ehsan

Tel. No. : (603) 5632 2449
Fax. No. : (603) 5637 0042
Email : ahb@amtel.com.my

It will be forwarded to you within four (4) market days from the date of receipt of your request.

Name of Shareholder : _____

NRIC/Passport/Company No : _____

CDS Account No : _____

Mailing Address : _____

Contact No : _____

Email Address : _____



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AFFIX
STAMP

Company Secretary
AMTEL HOLDINGS BERHAD
[Registration No. 199601037096 (409449-A)]
No. 7, Jalan PJS 7/19
Bandar Sunway
47500 Subang Jaya
Selangor Darul Ehsan

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