

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of SWS Capital Berhad ("SWSCAP" or the "Company") will be held at the 9th Floor, Classic Hotel, No. 69, Jalan Ali, 84000 Muar, Johor Darul Takzim on Wednesday, 14 June 2017 at 11:30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, to pass with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY SWSCAP OF 10,400,000 ORDINARY SHARES IN SIN WEE SENG INDUSTRIES SDN BHD ("SWSISB")("SWSISB SHARES"), REPRESENTING ITS ENTIRE EQUITY INTEREST IN SWSISB TO NS CREATIVE SDN BHD FOR A CASH CONSIDERATION OF RM30,739,866 ("PROPOSED DISPOSAL")

"**THAT** subject to all approvals from relevant authorities being obtained, approval be and is hereby given for SWSCAP to dispose of 10,400,000 SWSISB Shares, representing SWSCAP's entire equity interest in SWSISB for a cash consideration of RM30,739,866, subject to and upon such terms and conditions as set out in the conditional share purchase agreement dated 28 February 2017 entered into between the Company and NS Creative Sdn Bhd for the Proposed Disposal;

AND THAT the Directors of the Company be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Disposal with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Disposal."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION OF 548,310 ORDINARY SHARES IN POH KEONG INDUSTRIES SDN BHD ("PKI")("PKI SHARES"), REPRESENTING 29.40% EQUITY INTEREST IN PKI, FROM GAN POH KEONG AND LEE GEOK KIM (COLLECTIVELY, THE "PKI VENDORS") FOR A TOTAL CASH CONSIDERATION OF RM3,234,000 ("PROPOSED PKI ACQUISITION")

"**THAT** subject to all approvals from relevant authorities being obtained, approval be and is hereby given for SWSCAP to acquire 548,310 PKI Shares, representing 29.40% equity interest in PKI for a total cash consideration of RM3,234,000, subject to and upon such terms and conditions as set out in the conditional share purchase agreement dated 28 February 2017 entered into between the Company and the PKI Vendors for the Proposed PKI Acquisition;

AND THAT the Directors of the Company be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed PKI Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed PKI Acquisition."

ORDINARY RESOLUTION 3

PROPOSED DIVERSIFICATION INTO MANUFACTURING AND TRADING OF PLASTIC WARES, UTENSILS AND GOODS ("PROPOSED DIVERSIFICATION")

"**THAT**, subject to the provisions of the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant authorities (if any), approval be and is hereby given to the Company to diversify its operations into the manufacturing and trading of plastic wares, utensils and goods, which might reasonably be expected to result in -

- (a) the diversion of 25% or more of the net assets of the Company to an operation which differs widely from those operations previously carried on by the Company; or
- (b) the contribution from such an operation of 25% or more of the net profits of the Company, pursuant to Paragraph 10.13 of the Main Market Listing Requirements of Bursa Securities;

AND THAT the Directors of the Company be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Diversification."

ORDINARY RESOLUTION 4

PROPOSED ACQUISITION OF 11,000,000 ORDINARY SHARES IN EE-LIAN ENTERPRISE (M) SDN BHD ("ELE")("ELE SHARES"), REPRESENTING THE ENTIRE EQUITY INTEREST OF ELE, FROM HENG SEW HUA, TAN CHOON HUAK, CHIA KAM PENG, TAN SRI DATO' SERI TAN KING TAI@ TAN KHOON HAI, HENG LIH JIUN, TEOH HAN CHUAN, OOI CHEN HOON AND TAN SOON PING (COLLECTIVELY, THE "ELE VENDORS") FOR A TOTAL CASH CONSIDERATION OF RM36,135,000 ("PROPOSED ELE ACQUISITION")

"**THAT** subject to all approvals from relevant authorities being obtained, approval be and is hereby given for SWSCAP to acquire 11,000,000 ELE Shares, representing the entire share capital of ELE for a total cash consideration of RM36,135,000, subject to and upon such terms and conditions as set out in the conditional share purchase agreement dated 28 February 2017 entered into between the Company and the ELE Vendors for the Proposed ELE Acquisition;

AND THAT the Directors of the Company be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed ELE Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed ELE Acquisition."

**BY ORDER OF THE BOARD OF
SWS CAPITAL BERHAD**

PANG KAH MAN (MIA 18831)
Company Secretary

Muar
12 May 2017

Notes:-

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend, vote and speak in his stead at the same meeting. A proxy may but need not be a member of the Company.
2. Where a member of the Company appoints 2 proxies, the member shall specify the proportion of his/her shareholdings to be represented by each proxy, pursuant to Section 334(2) of the Companies Act 2016, failing which the appointments shall be invalid.
3. 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy shall be signed by the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notorally certified copy of that power of attorney or authority, shall be deposited at the Registered Office of the Company at No. 7, (1st Floor), Jalan Pesta 1/1, Taman Tun Dr Ismail 1, Jalan Bakri, 84000 Muar, Johor Darul Takzim, not less than 24 hours before the time set for holding the meeting or any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 7 June 2017 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.