



EKOVEST BERHAD

(Company No. 132493-D)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Ekovest Berhad (“Ekovest” or “Company”) will be held at Grand Seasons Hotel, 72 Jalan Pahang, 53000 Kuala Lumpur, on 17 April 2013, at 11.00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED TRANSFER OF 100% OF THE ORDINARY SHARES OF RM1.00 EACH IN WIRA KRISTAL SDN BHD (“WIRA KRISTAL”) IN EXCHANGE FOR NEW ORDINARY SHARES OF RM1.00 EACH IN EKOVEST (“PROPOSED SHARE EXCHANGE”)

“THAT subject to the passing of the Ordinary Resolution 2 and Special Resolution 1 and subject to the requisite approvals being obtained from all relevant authorities and/or parties as may be required, approval be and is hereby given to the Company in respect of the Proposed Share Exchange, for the following:

- (i) to receive the entire equity interest of the shareholders of Wira Kristal, namely Dato’ Haris Onn Bin Hussein (“Dato’ Haris”) and Tan Sri Dato’ Lim Kang Hoo (“Tan Sri Lim”), respectively (collectively referred to as the “WK Shareholders”) representing one million (1,000,000) ordinary shares of RM1.00 each in Wira Kristal (“WK Shares”) in exchange for the consideration of Ringgit Malaysia Three Hundred Twenty Five Million Six Hundred and Eighty Thousand only (RM325,680,000) which shall be satisfied via the issuance of 126,723,735 ordinary shares of RM1.00 each in Ekovest (“Ekovest Shares”), at an issue price of RM2.57 per Ekovest Share (“Consideration Shares”); and
- (ii) to allot and issue the Consideration Shares pursuant to the Proposed Share Exchange and that the Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then issued and paid-up share capital of Ekovest, save and except that the new Ekovest Shares so allotted and issued will not be entitled to any rights, allotments, dividends and/or other distributions, the entitlement date (i.e. the date as at the close of business in which shareholders must be registered in the Record of Depositors maintained with Bursa Malaysia Depository Sdn Bhd) of which is prior to the date of allotment of the new Ekovest Shares.

AND THAT the Board of Directors of the Company (save for Tan Sri Lim, Khoo Nang Seng @ Khoo Nam Seng, Lim Hoe and Lim Keng Cheng), be and is hereby authorised to approve all amendments or variations to the Proposed Share Exchange, in order to comply with the relevant conditions imposed by the relevant authorities, or take all steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Share Exchange with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and as it may deem fit, appropriate and in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION SOUGHT BY TAN SRI LIM AND THE PERSONS ACTING IN CONCERT (“PACS”) WITH TAN SRI LIM UNDER PARAGRAPH 16.1 OF PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2010 FROM THE OBLIGATION TO EXTEND A MANDATORY GENERAL OFFER FOR ALL THE REMAINING ORDINARY SHARES OF RM1.00 EACH IN EKOVEST NOT ALREADY OWNED BY TAN SRI LIM AND THE PACS WITH TAN SRI LIM UPON COMPLETION OF THE PROPOSED SHARE EXCHANGE (“PROPOSED EXEMPTION”)

“THAT, subject to and contingent upon the passing of Ordinary Resolution 1 and Special Resolution 1 and the approval of the Securities Commission being obtained, approval be and is hereby given for Tan Sri Lim and the PACS mentioned in the Circular to the Shareholders to be exempted from any obligation to extend a mandatory general offer for all the remaining voting shares in the Company not already owned by them arising from or in connection with the Proposed Share Exchange and the rights of the holders of the remaining voting shares in the Company to receive such mandatory general offer from Tan Sri Lim and the PACs is hereby waived;

AND THAT, the Board of Directors of the Company be and is hereby empowered and authorised to do or procure to be done all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may be deemed necessary, expedient and/or appropriate to implement and give full effect to the Proposed Exemption with full power to assent to any condition and effect any modification, variation and/or amendment as the Board of Directors may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments.”

SPECIAL RESOLUTION 1

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF EKOVEST FROM RM200,000,000 COMPRISING 200,000,000 EKOVEST SHARES TO RM1,000,000,000 COMPRISING 1,000,000,000 EKOVEST SHARES (“PROPOSED IASC”)

“THAT, the authorised share capital of Ekovest be and is hereby increased from RM200,000,000 comprising 200,000,000 ordinary shares of RM1.00 each to RM1,000,000,000 comprising 1,000,000,000 ordinary shares of RM1.00 each and the Memorandum of Association of the Company be amended accordingly;

AND THAT the Board of Directors of the Company be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary to give effect and complete the Proposed IASC and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed IASC.”

By Order of the Board
EKOVEST BERHAD

LIM THIAM WAH (ACIS)

Company Secretary
Kuala Lumpur
26 March 2013

Notes:

1. Only depositors whose names appear in the General Meeting Record of Depositors as at 10 April 2013 shall be entitled to attend and vote at the Extraordinary General Meeting.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting provided that where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but need not be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of a proxy.
4. For 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.
5. If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the proxy form, duly completed must be deposited at the Registered Office not less than 48 hours before the time for holding the meeting or any adjournment thereof.