



INFORTECH ALLIANCE BERHAD
(Company No. 439230-A)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Infotech Alliance Berhad ("IAB" or "Company") will be held at Meeting Room 1, Level 3A, Vivatel Kuala Lumpur, 85, Jalan Loke Yew, 55200 Kuala Lumpur, Malaysia on Wednesday, 27 November 2013 at 10.00 a.m. for the purpose of considering, and if thought fit, passing the following resolutions, with or without modification:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 4,000,000 ORDINARY SHARES OF RM1.00 EACH REPRESENTING THE ENTIRE EQUITY INTEREST IN JARING METAL INDUSTRIES SDN BHD ("JMI") FROM NG MEOW GIAK, NKK CAPITAL SDN BHD ("NKKCSB"), NG YAW LONG AND TEH CHIN CHING (COLLECTIVELY REFERRED TO AS "VENDORS") FOR A TOTAL PURCHASE CONSIDERATION OF RM64,800,000 TO BE SATISFIED BY THE ISSUANCE OF 462,857,143 NEW ORDINARY SHARES OF RM0.10 EACH IN IAB ("IAB SHARE(S)" OR "SHARE(S)") AT AN ISSUE PRICE OF RM0.14 EACH ("PROPOSED ACQUISITION");

"THAT subject to the passing of Ordinary Resolutions 2, 3 and 4 herein and the approvals of all relevant authorities to be obtained for the Proposed Acquisition, approval be and is hereby given to the Company to acquire the entire equity interest of JMI from the Vendors for a total purchase consideration of RM64,800,000 to be satisfied by the issuance of 462,857,143 new IAB Shares at an issue price of RM0.14 each, subject to the conditions and upon the terms set out in the conditional share sale agreement dated 25 April 2011, letter of extension dated 1 November 2011, supplemental agreement dated 9 January 2012, letters of extension dated 24 April 2012 and 24 June 2012, respectively, second supplemental agreement dated 24 August 2012, letters of extension dated 23 November 2012, 26 December 2012, 24 April 2013 and 24 June 2013, respectively, entered into between IAB and the Vendors ("SSA");

AND THAT the SSA be and is hereby approved, affirmed and ratified;

AND THAT the Directors be and are hereby authorised to give full effect to the Proposed Acquisition with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interest of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION FOR THE VENDORS AND PARTIES ACTING IN CONCERT WITH THE VENDORS ("PACS") UNDER PARAGRAPH 16.1(A) OF PRACTICE NOTE 9 OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2010 ("CODE") FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR THE REMAINING IAB SHARES NOT ALREADY HELD BY THEM AFTER THE PROPOSED ACQUISITION ("PROPOSED EXEMPTION");

"THAT subject to the passing of Ordinary Resolutions 1, 3 and 4 herein and the approvals from the relevant authorities being obtained where necessary including compliance with such conditions as may be imposed by the Securities Commission Malaysia, approval be and is hereby given to exempt NKKCSB, Ng Meow Giak, Ng Yaw Long, Teh Chin Ching and the PACs (namely Dato' Ng Aik Kee) under Practice Note 9 of the Code from the obligation to undertake a mandatory general offer for all the remaining IAB Shares not already held by them pursuant to the Proposed Acquisition;

AND THAT the Directors be and are hereby authorised to give full effect to the Proposed Exemption with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interest of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Exemption."

ORDINARY RESOLUTION 3

PROPOSED PRIVATE PLACEMENT OF UP TO 107,091,400 IAB SHARES ("PLACEMENT SHARES") REPRESENTING NOT MORE THAN TWENTY PERCENT (20%) OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF IAB UPON COMPLETION OF THE PROPOSED ACQUISITION TO ELIGIBLE INVESTORS TO BE IDENTIFIED ("PROPOSED PRIVATE PLACEMENT");

"THAT, subject to the passing of Ordinary Resolutions 1, 2 and 4 and the approvals of all relevant authorities to be obtained for the Proposed Private Placement, approval be and is hereby given to the Company to issue up to 107,091,400 new IAB Shares upon completion of the Proposed Acquisition;

AND THAT the Directors be and are hereby authorised to give full effect to the Proposed Private Placement with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interest of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Private Placement."

ORDINARY RESOLUTION 4

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM10,000,000 COMPRISING 100,000,000 IAB SHARES TO RM250,000,000 COMPRISING 2,500,000,000 IAB SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT subject to the passing of Ordinary Resolutions 1, 2 and 3 and the approvals of all relevant authorities to be obtained for the Proposed Increase in Authorised Share Capital, approval be and is hereby given to the Company to increase the authorised share capital of IAB from RM10,000,000 comprising 100,000,000 IAB Shares to RM250,000,000 comprising 2,500,000,000 IAB Shares by the creation of an additional 2,400,000,000 new IAB Shares **AND THAT** in consequence thereof, Clause 5 of the Memorandum of Association of the Company be amended accordingly;

AND THAT the Directors be and are hereby authorised to give full effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interest of the Company and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

BY ORDER OF THE BOARD

CHUA SIEW CHUAN
MAICSA 0777689
Secretary

Kuala Lumpur
12 November 2013

Notes:

- For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 47(f) of the Articles of Association of the Company and Section 34(1) of Securities Industry (Central Depositories) Act, 1991 ("SICDA") to issue a General Meeting Record of Depositors as at 20 November 2013. Only a depositor whose name appears on the Record of Depositors as at 20 November 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.
- A member entitled to attend and vote at the EGM is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company. A proxy needs not be a member. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- A member shall not, subject to Notes (5) and (6) below, be entitled to appoint more than two (2) proxies to attend and vote at the EGM. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company located at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof.