

**ETI TECH CORPORATION BERHAD**

(Company No.: 667845-M)  
(Incorporated in Malaysia under the Companies Act 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of ETI Tech Corporation Berhad (“**ETI Tech**” or the “**Company**”) will be held at Cengal Suites, Cinta Ayu Apartments, Pulau Springs Resort, 20km Jalan Pontian Lama, 81110 Pulai, Johor on Tuesday, 9 December 2014 at 11.00 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 RESTRUCTURING AND SETTLEMENT OF DEBTS OWING TO CERTAIN SECURED AND UNSECURED CREDITORS OF ETI TECH AND ITS SUBSIDIARIES (“ETI TECH GROUP” OR “GROUP”) (“SCHEME CREDITORS”) VIA A SCHEME OF ARRANGEMENT PURSUANT TO SECTION 176 OF THE COMPANIES ACT, 1965 (“ACT”) (“SCHEME OF ARRANGEMENT”) (“PROPOSED DEBT RESTRUCTURING”)**

**“THAT**, subject to passing of Ordinary Resolution 2 and Special Resolution 1, the sanction of Shah Alam High Court (“**Court**”) and approval-in-principle being obtained from Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the Settlement Shares (as defined herein), the free Warrants (as defined herein) and the new ETI Tech Shares (as defined herein) to be issued arising from the full exercise of the Warrants on the Main Market of Bursa Securities, the approval be and is hereby given to the Directors to:

- (i) undertake the Proposed Debt Restructuring which will be implemented through a Scheme of Arrangement with the Scheme Creditors (subject to proof of debts) made pursuant to Section 176 of the Act;
- (ii) allot and issue up to 221,767,429 new ordinary shares of RM 0.10 each in ETI Tech (“**Settlement Share(s)**”) together with up to 166,325,568 free warrants (“**Warrant(s)**”) on the basis of four (4) Settlement Shares together with three (3) free Warrants for every RM 0.40 outstanding, to the Scheme Creditors, based on the indicative principal terms of the Warrants as set out in Appendix I of the Circular to Shareholders of ETI Tech dated 17 November 2014 (“**Circular**”) and the terms and conditions of the Deed Poll to be executed by the Company constituting the Warrants (“**Deed Poll**”) upon the terms and conditions as set out in the Scheme of Arrangement;
- (iii) allot and issue such further free Warrants as may be required or permitted to be issued as a result of any adjustments save for the alteration to the share capital under the provisions of the Deed Poll;
- (iv) allot and issue the new ordinary shares of RM0.10 each in ETI Tech (“**ETI Tech Share(s)**” or “**Share(s)**”) pursuant to the full exercise of the Warrants (including further free Warrants arising from any adjustments under the provisions of the Deed Poll); and
- (v) enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit and expedient in order to implement, finalise and give effect to the aforesaid Deed Poll and that the Common Seal of the Company be affixed to the Deed Poll in accordance with the Articles of Association of the Company;

**THAT** the Settlement Shares and the new ETI Tech Shares to be issued pursuant to the exercise of the Warrants, shall upon allotment and issue, rank *pari passu* in all respects with the then existing ETI Tech Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is before the date of allotment of the Settlement Shares and the new ETI Tech Shares to be issued pursuant to the exercise of the Warrants (as the case may be);

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to do all such acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to give full effect to the Proposed Debt Restructuring with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company.”

**ORDINARY RESOLUTION 2**

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF ETI TECH FROM RM100,000,000 COMPRISING 1,000,000,000 ETI TECH SHARES TO RM500,000,000 COMPRISING 5,000,000,000 ETI TECH SHARES (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)**

**“THAT**, subject to the passing of Special Resolution 1, approval be and is hereby given to the Directors to increase the authorised share capital of the Company from RM100,000,000 comprising 1,000,000,000 ordinary shares of RM0.10 each to RM500,000,000 comprising 5,000,000,000 ordinary shares of RM0.10 each;

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to give full effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company.”

**SPECIAL RESOLUTION 1**

**PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION (“MA”) OF ETI TECH TO FACILITATE THE INCREASE IN THE AUTHORISED SHARE CAPITAL OF ETI TECH PURSUANT TO THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL (“PROPOSED MA AMENDMENTS”)**

**“THAT**, subject to the passing of Ordinary Resolution 2, the following amendments to clause VI of the Company’s MA be hereby approved and adopted:

Clause	Existing Provision	Revised Provision
Clause VI of the MA	The share capital of the Company is RM100,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The share capital of the Company is <b>RM500,000,000.00</b> divided into <b>5,000,000,000</b> ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to give full effect to the Proposed MA Amendments with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company.”

By Order of the Board of Directors of

**ETI TECH CORPORATION BERHAD**

**Lee Peng Loon (MACS 01258)**

**P’ng Chiew Keem (MAICSA 7026443)**

Company Secretaries

Penang

17 November 2014

Notes:

1. A proxy may but need not be a member of the Company or a qualified legal practitioner, or an approved company auditor or a person approved by the Registrar of Companies and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. To be valid, the Form of Proxy, duly completed must be deposited at the Registered Office of the Company, 51-21-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty-eight (48) hours before the time appointed for holding the meeting. Provided that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/his/her proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy have been duly completed by the member(s).
3. A member shall be entitled to appoint two (2) proxies or more proxies to attend and to vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. Where a member 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.
5. If the appointer is a corporation, the Form of Proxy must be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
6. Only a depositor whose name appears on the Record of Depositors as at 2 December 2014 (General Meeting Record of Depositors) shall be eligible to attend, vote and speak at the meeting or appoint proxies to attend, vote and speak on his/his/her behalf.