



ETI TECH CORPORATION BERHAD

(Company No.: 667845-M)

(Incorporated in Malaysia under the Companies Act 1965)

NOTICE OF NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the Company will be held at Cengal Suites, Cinta Ayu Apartments, Pulau Springs Resort, 20 km Jalan Pontian Lama, 81110 Pulau, Johor, Malaysia on Monday, 29 December 2014 at 11.30 am for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial period ended 31 July 2014 together with the Reports of Directors and Auditors thereon. **Please refer to Note 6**
- To re-elect the following Directors who retire in accordance with Article 92 of the Company's Articles of Association and who, being eligible, offer themselves for reelection :
 - Dato' Dr. Pang Chow Huat **Resolution 1**
 - Zarul Ikhwan Bin Zarul Ahmad **Resolution 2**
 - Dato' Hj. Mohamad Amin Bin Mohamad Salleh **Resolution 3**
 - Wong Kok Seong **Resolution 4**
 - Thu Soon Shien **Resolution 5**
- To approve the payment of Directors' Fees for the financial period ended 31 July 2014. **Resolution 6**
- To re-appoint Messrs. Baker Tilly Monteiro Heng as auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. **Resolution 7**

As Special Business

- To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :

Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares

"That subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total issued and paid-up share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued."

Resolution 8
- To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

FURTHER NOTICE IS HEREBY GIVEN THAT only a depositor whose name appears on the Record of Depositors as at 19 December 2014 shall be entitled to attend and vote at the forthcoming Ninth Annual General Meeting or appoint proxies to attend and vote on his/her behalf.

By Order of the Board,

LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)
Secretaries

Date: 05 December 2014
Penang

NOTES ON APPOINTMENT OF PROXY

- 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.
- To be valid, the Proxy Form 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 Proxy Form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the Proxy Form, other than the particulars of the proxy have been duly completed by the member(s).
- 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.
- 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.
- If the appointer is a corporation, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

EXPLANATORY NOTE ON ORDINARY BUSINESS

- The Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company. Hence, the Agenda 1 is not put forward for voting.

EXPLANATORY NOTE ON SPECIAL BUSINESS

- The proposed Resolution 8, if passed, will give the Directors the authority to allot and issue shares in the Company up to an amount not exceeding 10% of the total issued and paid-up share capital of the Company for the time being for such purposes as the directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next Annual General Meeting.

As at the date of notice of meeting, 70,627,200 ordinary shares of RM0.10 each were issued pursuant to the general mandate granted at the last Annual General Meeting of the Company. The total proceeds of RM7,062,720 had been utilized for working capital requirements of the Group as well as to defray the expenses relating to the placement of shares.

The renewal of general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.