



EA HOLDINGS BERHAD

(Company No.: 878041-A)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of EA Holdings Berhad ("EAH" or the "Company") which is scheduled to be held at Tioman Room, 1st Floor, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 18 June 2015 at 10.30 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 267,356,264 NEW ORDINARY SHARES OF RM0.10 EACH IN EAH ("EAH SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FIVE (5) EXISTING EAH SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")

"**THAT** subject to the approvals of all relevant authorities and/ or parties being obtained in respect of the listing of and quotation for up to 267,356,264 new EAH Shares, the Board of Directors of EA Holdings Berhad ("EAH" or the "Company") ("Board") be and is hereby authorised to capitalise a total sum of up to RM8.94 million from the retained earnings account of the Company and up to RM26.74 million from the share premium account of the Company, the details of which are set out in Section 2.1.2 of the Circular to shareholders of the Company dated 29 May 2015, for the purposes of the Proposed Bonus Issue;

THAT the Board be and is hereby authorised to apply such capitalisation sum and to issue at par, up to 267,356,264 new EAH Shares to be credited as fully paid-up and such new EAH Shares be allotted to the shareholders of the Company whose names appear in the Record of Depositors as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date"), on the basis of one (1) Bonus Share for every five (5) existing EAH Shares held in the Company on the Entitlement Date;

THAT fractional entitlements arising from the Proposed Bonus Issue, if any, shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing EAH Shares, save and except that the said Bonus Shares will not be entitled to any dividends, rights, allotment and/ or other forms of distribution that may be declared, made or paid for which the entitlement date for the said distribution precedes the date of allotment and issuance of the said Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY EAH OF 800,000 ORDINARY SHARES OF RM1.00 EACH IN CEKAP AIR SDN BHD ("CEKAP"), REPRESENTING 20% OF THE EQUITY INTEREST IN CEKAP FOR A TOTAL PURCHASE CONSIDERATION OF RM47,040,000, TO BE FULLY SATISFIED VIA THE ISSUANCE OF NEW EAH SHARES AT THE ISSUE PRICE OF RM0.10 PER EAH SHARE ("PROPOSED ACQUISITION")

"**THAT**, subject to and conditional upon the passing of the Ordinary Resolution 3 and the approvals of all relevant authorities in respect of the listing of and quotation for 470,400,000 new EAH Shares on the ACE Market of Bursa Malaysia Securities Berhad, and/ or parties being obtained, the Board be and is hereby authorised to acquire 800,000 Cekap Shares, representing 20% equity interest in Cekap from Chong Mui Fun, Shankar a/l Muniandy, Yong Chee Hon, Dr. Yeoh Seong Mok, Yong Zhen Wei and Yeoh William (collectively referred to as "Vendors") for a total purchase consideration of RM47,040,000 to be fully satisfied by the issuance of 470,400,000 new EAH Shares ("Consideration Shares") at an issue price of RM0.10 per EAH Share, in accordance with the terms and conditions of the Share Sale Agreement dated 18 March 2015 entered into between EAH and the Vendors.

THAT such Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing EAH Shares, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotment and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date for the said distribution precedes the date of the allotment and issuance of the Consideration Shares.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Acquisition with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 3

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF EAH AND ITS SUBSIDIARY COMPANIES TO INCLUDE MECHANICAL AND ELECTRICAL ENGINEERING BUSINESS AND CONSTRUCTION PROJECT MANAGEMENT CONSULTANCY BUSINESS ("PROPOSED DIVERSIFICATION")

"**THAT**, subject to and conditional upon the passing of the Ordinary Resolution 2 and the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Company and its subsidiary companies to diversify its existing core business to include mechanical and electrical engineering business and construction project management consultancy business;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Diversification with full power to assent to any conditions, variations, modifications, and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matter relating thereto and to take all such steps to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

By Order of the Board

LAANG JHE HOW (MIA 25193)
Company Secretary

Kuala Lumpur
29 May 2015

Notes:-

- 1) A member entitled to attend, speak and vote at the meeting is entitled to appoint prox(ies) (or in the case of a corporation, a duly authorised representative) to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- 2) The instrument appointing a proxy shall be in writing under the hand of the appointor or his 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.
- 3) A member shall be entitled to appoint not more than two (2) proxies to attend, speak and vote at the same meetings, and that appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- 4) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 5) Where a member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- 6) Where the authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- 7) The instrument appointing a proxy or proxies must be completed and deposited at the Registered Office of the Company at 149A, Jalan Aminuddin Baki, Taman Tun Dr Ismail, 60000 Kuala Lumpur, not less than 48 hours before the time stipulated for holding the meeting.
- 8) Only members whose names appear in the Record of Depositors as at 9 June 2015 shall be entitled to attend, speak and vote at this meeting or appoint prox(ies) to attend, speak and to vote on their behalf.
- 9) The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/ or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/ or processed in connection with the foregoing.