

NOTICE OF COURT CONVENED MEETING

Scheme of Arrangement pursuant to
Section 176 of the Companies Act, 1965
for the Proposed Privatisation of

Ekowood International Berhad (Company No.301735-D) ("**Company**")
by TSH Resources Berhad (Company No. 49548-D) ("**TSH**")

ORIGINATING SUMMONS NO. WA-24NCC-545-12/2016

In the matter of Section 176,
Companies Act 1965

And

In the matter of Ekowood
International Berhad (Company
No. 301735-D),

And

In the matter of privatisation of
Ekowood International Berhad
(Company No. 301735-D) by TSH
Resources Berhad (Company
No.49548-D)

And

In the matter of Order 88 Rule 2 of
the Rules of Court 2012

Ekowood International Berhad
(Company No. 301735-D)

... Applicant

NOTICE IS HEREBY GIVEN THAT by Order of the Court dated 11 January 2017, the High Court of Malaya ("**High Court**") at Kuala Lumpur vide Originating Summons No. WA-24NCC-545-12/2016 has directed, amongst others, a court convened shareholders' meeting of the Company ("**Court Convened Meeting**"), other than TSH, be held for the purpose of considering and if thought fit, approving whether with or without modification(s) the scheme of arrangement under Section 176 of the Companies Act, 1965 between the Company and its shareholders (other than TSH) ("**Scheme Shareholders**") ("**Scheme**") for the proposed privatisation of the Company by TSH, in the form of the following resolution:-

"THAT subject to the sanction of the High Court and the approval of any other relevant authorities/persons (if required), approval be and is hereby given for the implementation of the Scheme, which involves the acquisition by TSH and/or its nominees and the transfer of all remaining ordinary shares of RM0.50 each in the Company not already held by TSH and/or its nominees(s) ("**Scheme Shares**") from the Scheme Shareholders to TSH and/or its nominees(s), at a price of RM0.40 for each Scheme Share which shall be satisfied entirely via issuance of new ordinary shares of RM0.50 each in TSH ("**TSH Shares**") at an issue price of RM1.92 for each new TSH Share;

AND THAT the Directors of the Company be and are hereby authorised to take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties they may deem fit, necessary, expedient or appropriate in order to implement, finalise and/or give full effect to the Scheme with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authority or as a consequence of any such requirement or as the Directors of the Company may, in their absolute discretion, deem fit and expedient in the best interests of the Company."

The Court Convened Meeting has been directed to take place at Dewan Berjaya, Bukit Kiara Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Monday, 6 March 2017 at 10.00 a.m. which the Scheme Shareholders are requested to attend.

A copy of the Explanatory Statement and the Independent Advice Letter required to be furnished pursuant to Section 177(1)(a) of the Companies Act, 1965 together with a Form of Proxy for the Court Convened Meeting can be obtained from the registered office of the Company at Level 10, Menara TSH, No. 8 Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur every day except Saturday, Sunday and public holidays and during working hours of between 9.00 a.m. and 5.00 p.m.

The Scheme Shareholders may vote in person at the Court Convened Meeting or they may appoint proxy(ies) to attend and vote on their behalf.

The Form of Proxy must be lodged at the registered office of the Company at Level 10, Menara TSH, No. 8 Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time appointed for holding the Court Convened Meeting or at any adjournment thereof.

By the Order of the Court, the High Court has appointed Dato' Abdul Latif bin Abdullah, the Independent Non-Executive Director of the Company to act as the Chairman of the Court Convened Meeting and has directed that the results of the Court Convened Meeting be reported to the High Court after the Court Convened Meeting.

The Scheme will be subject to the sanction of the High Court.

Ekowood International Berhad

Dated : 10 February 2017

Notes:-

1. Only depositors whose names appear in the Record of Depositors as at 27 February 2017 be regarded as members and entitled to attend, speak and vote at the meeting.
2. A member of the Company entitled to attend and vote at the Court Convened Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the depositor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal and shall be deposited at the registered office of the Company at Level 10, Menara TSH, No. 8 Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur, not less than 48 hours before the time appointed for holding the Court Convened Meeting or adjourned meeting.
4. Where a member appoints two (2) or more proxies to attend the same meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy. If the Proxy Form is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit and if no names are inserted in the space for the name of proxy, the Chairman of the meeting will act as proxy.
5. Where a member of the Company 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.
6. The Resolution will be put to vote by poll.