



EKA NOODLES BERHAD
(583565-U)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 14th Annual General Meeting ("AGM") of the Company will be held at Lot 208, Phase II, Kuala Ketil Industrial Estate, 09300 Kuala Ketil, Kedah Darul Aman on Friday, 26 May 2017 at 2.00 p.m. for the following purposes:-

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of Directors and Auditors thereon. *Please refer to Note 6*
2. To re-elect Mr. Fong Yit Meng, a director who retires in accordance with the Article 102 Resolution 1 of the Company's Constitution and who, being eligible, offers himself for re-election.
3. To re-elect Dato' Dr. Chin Yew Sin (JP), a director who retires in accordance with the Resolution 2 Article 102 of the Company's Constitution and who, being eligible, offers himself for re-election.
4. To re-elect Mr. Leong Woay Hong @ Neoh Woay Hong, a director who retires in Resolution 3 accordance with the Article 102 of the Company's Constitution and who, being eligible, offers himself for re-election.
5. To re-elect Mr. Lim Choo Hooi, a director who retires in accordance with the Article 102 Resolution 4 of the Company's Constitution and who, being eligible, offers himself for re-election.
6. To approve the payment of Directors' Fees for the financial year ended 31 December Resolution 5 2016.
7. To approve the payment of Directors' Benefits for the period from 31 January 2017 until Resolution 6 the conclusion of the next AGM of the Company.
8. To re-appoint Messrs. Afrizan Tarmili Khairul Azhar as auditors of the Company to hold Resolution 7 office until the conclusion of the next AGM of the Company and to authorise the directors to fix their remuneration.

As Special Business:

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

9. PROPOSED RENEWAL OF GENERAL MANDATE FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES IN THE COMPANY Resolution 8

"That, subject always to the provisions of the Companies Act, 2016, the Company's Constitution, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the regulations, guidelines and practice notes issued from time to time by Bursa Securities or any other regulatory authorities, approval be hereby given for the Directors of the Company to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, PROVIDED THAT the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company and that the approval conferred by this resolution shall take effect immediately upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the AGM of the Company held next after the approval was given;
- (b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given,

whichever is the earlier; or

- (c) revoked or varied at any time by an ordinary resolution passed by the shareholders in a general meeting;

whichever is the earlier;

That, the Directors of the Company be hereby authorised to enter into such transactions, arrangements, agreements and documents as are necessary with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors, in their absolute discretion deem fit and in the best interest of the Company.

And that, any Executive Director and/or the Secretary of the Company be hereby authorised to obtain the approval from Bursa Securities for the listing and quotation of the additional shares to be issued and to do all such acts and things as are necessary to give full effect to such transactions as authorised by this resolution."

- 10 To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 14th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 22 May 2017. Only a depositor whose name appears on the Record of Depositors as at 22 May 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board,

P'NG CHIEW KEEM (MAICSA 7026443)
TAN TONG LANG (MAICSA 7045482)
CHONG VOON WAH (MAICSA 7055003)
Secretaries

Penang
Date: 29 April 2017

NOTES ON APPOINTMENT OF PROXY

- (1) A proxy may but need not be a member of the Company.
- (2) For a proxy to be valid, the proxy form duly completed must be deposited at the registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time for holding the meeting.
- (3) A member shall be entitled to appoint one (1) or more proxies to attend and vote instead of him at the same meeting and where a member appoints more than one (1) proxy to vote at the same meeting, such appointment shall be invalid unless he specify the proportion of his shareholding to be represented by each proxy.
- (4) Where a member is an exempt authorised nominee (which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
- (5) In the case of a corporate member, 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

- (6) The Audited Financial Statements in Agenda 1 had been approved by the Board pursuant to Section 251(1) of the Companies Act 2016. Hence, this agenda does not require formal approval of shareholders of the Company and is meant for discussion pursuant to Section 248(2) of the Companies Act 2016.

EXPLANATORY NOTE ON SPECIAL BUSINESS

- (7) The Resolution 8, if passed, will allow the Directors to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares 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 a general meeting will expire at the conclusion of the next AGM.

As at the date of this notice, there were no ordinary shares issued and allotted pursuant to the general mandate granted at the last AGM of the Company.

The proposed renewal of general mandate for issuance 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.