



**EA HOLDINGS BERHAD**  
(Company No.: 878041-A)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of EA Holdings Berhad (“EAH” or the “Company”) will be held at Foyer, Palm Garden Golf Club, IOI Resort City, 62502 Putrajaya on Thursday, 6 July 2017 at 9.30 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

**SPECIAL RESOLUTION**

**PROPOSED CAPITAL REDUCTION EXERCISE VIA THE REDUCTION AND CANCELLATION OF THE SHARE CAPITAL OF EAH WHICH IS LOST OR UNREPRESENTED BY AVAILABLE ASSETS TO THE EXTENT OF RM44,615,533 AS AT 31 DECEMBER 2016 PURSUANT TO SECTION 115(A) READ WITH SECTION 116 OF THE COMPANIES ACT, 2016 (“CA 2016”) (“PROPOSED CAPITAL REDUCTION”)**

**“THAT**, subject to and conditional upon the passing of Ordinary Resolution and the approvals of all relevant authorities/ parties being obtained, where required, including but not limited to the confirmation by the High Court of Malaya pursuant to Section 115(a) read with Section 116 of the CA 2016, approval be and is hereby given for EAH to reduce its issued share capital from RM149,082,771.60 to RM104,467,238.60 via the cancellation of its share capital which is lost or unrepresented by available assets to the extent of RM44,615,533 as at 31 December 2016;

**THAT** an amount equal to RM44,615,533, being the credit arising from the cancellation of the share capital of the Company, be applied in writing-off of the accumulated losses of the Company (“Accumulated Losses”);

**THAT** any credit remaining that may be in excess of what is required towards offsetting the Accumulated Losses be and is hereby applied towards crediting into a capital reserve account of the Company which shall be applied towards setting off future losses and save for the aforementioned purpose, the amount standing to the credit of the capital reserve account shall not be distributable without leave of the High Court of Malaya;

**AND THAT** the Board of Directors of EAH (“Board”) be and is hereby authorised with full powers to take all such steps as they may deem necessary to:-

- i. assent to any conditions, modifications, variations as may be imposed or permitted by the relevant authorities and/ or the High Court of Malaya;
- ii. lodge an office copy of the order of the High Court of Malaya referred to in this Special Resolution with the Companies Commission of Malaysia on such date as the Directors of the Company may determine; and
- iii. do all such acts, deeds and to execute, sign and deliver on behalf of the Company all such documents and/ or agreements and/ or things incidental and/ or as may be required or as they consider necessary and/ or expedient to finalise and implement in the best interest of the Company, to give full effect to and complete the Proposed Capital Reduction.”

**ORDINARY RESOLUTION**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,524,354,400 NEW ORDINARY SHARES IN EAH (“EAH SHARE(S)”) (“RIGHTS SHARE(S)”) AT AN INDICATIVE ISSUE PRICE OF RM0.01 PER RIGHTS SHARE ON THE BASIS OF FOUR (4) RIGHTS SHARES FOR EVERY THREE (3) EXISTING EAH SHARES HELD, TOGETHER WITH UP TO 1,262,177,200 FREE DETACHABLE WARRANTS D IN EAH (“WARRANT(S) D”) ON THE BASIS OF TWO (2) FREE WARRANTS D FOR EVERY FOUR (4) RIGHTS SHARES SUBSCRIBED FOR, ON AN ENTITLEMENT DATE TO BE DETERMINED LATER AFTER THE PROPOSED CAPITAL REDUCTION (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)**

**“THAT**, subject to the passing of Special Resolution and the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Directors of the Company for the following:-

- i. to provisionally allot and issue by way of a renounceable rights issue of up to 2,524,354,400 Rights Shares at an indicative issue price of RM0.01 per Rights Share on the basis of four (4) Rights Shares for every three (3) existing EAH Shares held, together with up to 1,262,177,200 free detachable Warrants D on the basis of two (2) free Warrants D for every four (4) Rights Shares subscribed for, by the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later after the Proposed Capital Reduction by the Board (“Entitlement Date”);
- ii. to determine the final issue price of the Rights Shares and the exercise price of Warrants D after taking into consideration the basis and justification for determining such prices, as set out in the Circular;
- iii. wherein each of the Warrant D will carry the right to subscribe, subject to any adjustment in accordance with Deed Poll D, at any time during the exercise period, for one (1) new EAH Share at an exercise price to be determined and fixed at a later date by the Board;
- iv. to allot and issue such number of new EAH Shares arising from the exercise of the Warrants D, from time to time during the tenure of the Warrants D, in accordance with the provisions of the Deed Poll D;
- v. to allot and issue such further Warrants D and new EAH Shares arising from the exercise of such further Warrants D as a consequence of any adjustment in accordance with the provisions of the Deed Poll D and/ or as may be required by the relevant authorities; and
- vi. to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the new EAH Shares which may from time to time be allotted and issued arising from the exercise of the Warrants D.

**THAT** any fractional entitlements of the Rights Shares and the Warrants D arising from the Proposed Rights Issue with Warrants shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company;

**THAT** the Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing EAH Shares after the Proposed Capital Reduction, save and except that the Rights 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 precedes the date of allotment and issuance of the Rights Shares;

**THAT** the new EAH Shares arising from the exercise of the Warrants D will, upon allotment and issuance, rank *pari passu* in all respects with the existing EAH Shares after the Proposed Capital Reduction, save and except that the new EAH Shares to be issued arising from the exercise of the Warrants D will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the said new EAH Shares;

**THAT** the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll D with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Directors of the Company, and with full powers to implement and give effect to the terms and conditions of the Deed Poll D;

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

**By Order of the Board**

**LAANG JHE HOW (MIA 25193)**  
Company Secretary

Kuala Lumpur  
14 June 2017

**Notes:-**

1. In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at 28 June 2017 shall be eligible to attend, participate, speak and vote at this meeting or appoint proxy(ies) to attend, participate, speak and vote on his/ her behalf.
2. A member of the Company who is entitled to attend, participate, speak and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to attend, participate, speak and vote in its stead.
3. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
4. 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
6. The original instrument appointing a proxy must be deposited at the Registered Office of the Company situated at No. 149A, Jalan Aminuddin Baki, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, not less than 48 hours before the time set for holding this meeting.