



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”) which is scheduled to be held at **Sutera Room, Cyberview Resort & Spa, Persiaran Multimedia, 63000 Cyberjaya Malaysia on Thursday, 29 March 2018 at 10.00 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 1,596,354,405 WARRANTS IN EAH (“WARRANT(S) E”) TO ALL ENTITLED SHAREHOLDERS OF EAH ON THE BASIS OF FIVE (5) FREE WARRANTS E FOR EVERY 16 EXISTING ORDINARY SHARES OF EAH (“EAH SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

“**THAT**, subject to and conditional upon the passing of the Ordinary Resolutions 2 and 3 and the approvals of all relevant authorities and/ or parties being obtained in respect of the listing of and quotation for up to 1,596,354,405 new Warrants (“**Warrants E**”), the Board of Directors of EA Holdings Berhad (“**EAH**” or the “**Company**”) (“**Board**”) be and is hereby authorised to issue 1,596,354,405 new Warrants E to the shareholders of EAH whose names appear on the Record of Depository of the Company at 5.00 p.m. on the entitlement date to be determined and announced later, on the basis of five (5) free Warrants E for every 16 existing ordinary shares of EAH held.

THAT the approval be and is hereby given to the Board to allot and issue new EAH Shares pursuant to the exercise of the Warrants E;

THAT the Board be and is hereby authorised to:-

- (i) Enter into and execute the deed poll (“**Deed Poll**”) constituting Warrants E with full powers to assent to any conditions, variations, modifications and/ or any amendments in any manner as may be required or permitted by the relevant authorities or deemed necessary by the Board, and with full powers to implement, finalise and give full effect to the terms and conditions of the Deed Poll;
- (ii) Allot and issue such appropriate number of Warrants E in accordance with the provision of the Deed Poll, including any additional Warrants E as may be required or permitted to be issued as a consequence of any adjustment in accordance with the provisions of the Deed Poll and to adjust from time to time the exercise price and/ or number of the Warrants E to which the holder(s) of the Warrants E are entitled to be issued as a result of an adjustment in accordance with the provisions of the Deed Poll; and
- (iii) Allot and issue an appropriate number of EAH Share, credited as fully paid-up, to the holder(s) of Warrants E arising from the exercise of the Warrants E by the holders of the Warrants E of their exercise rights in accordance with the provisions of the Deed Poll, including such appropriate number of EAH Shares arising from the exercise of the rights represented by the additional Warrants E issued as a result of adjustment in accordance with the provisions of the Deed Poll;

THAT fractional entitlements arising from the Proposed Bonus Issue of Warrants, 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 new EAH Shares to be issued upon exercise of the Warrants E shall, upon allotment and issuance, rank *pari passu* in all respects with each other and with the existing EAH Shares, save and except that the new EAH 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 new EAH Shares to be allotted and issued pursuant to the exercise of Warrants E;

THAT the proceeds arising from the exercise of Warrants E, if any, be utilised for the purposes as set out in the Circular and the Board be authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject (where required) to the approval of the relevant authorities;

AND THAT the Board be and is hereby authorised to sign and execute all documents, the Deed Poll, do all things and acts as may be required to give effect to the aforesaid Proposed Bonus Issue of Warrants 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 of Warrants.”

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY EAH OF 90.0% EQUITY INTEREST OF SUNLAND VOLONTE AGENCY SDN. BHD. (“SUNLAND”), COMPRISING 225,000 ORDINARY SHARES FOR A PURCHASE CONSIDERATION OF RM78,750,000 TO BE SATISFIED VIA A COMBINATION OF CASH PAYMENT OF RM15,000,000 AND THE ISSUANCE AND ALLOTMENT OF 1,593,750,000 NEW ORDINARY SHARES OF EAH AT THE ISSUE PRICE OF RM0.04 PER EAH SHARE (“PROPOSED ACQUISITION”)

“**THAT**, subject to and conditional upon the passing of the Ordinary Resolutions 1 and 3 and the approvals of all relevant authorities in respect of the listing of and quotation for 1,593,750,000 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 225,000 Sunland Shares, representing 90.0% equity interest in Sunland from Dato’ Cheong Soo Han, Law Kum Wah, Chong Nyet Fan and Goh Swee Sim (collectively referred to as the “**Vendors**”) for a total purchase consideration of RM78,750,000 to be satisfied via a combination of cash payment of RM15,000,000 and the issuance and allotment of 1,593,750,000 new EAH Shares (“**EAH Consideration Shares**”) at an issue price of RM0.04 per EAH Share, in accordance with the terms and conditions of the conditional Share Sale and Purchase Agreement dated 14 December 2017 entered into between EAH and the Vendors.

THAT such EAH Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing EAH Shares, save and except that the EAH 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 EAH 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 SALES AND DISTRIBUTIONS OF PACKET FOODS AND BEVERAGES PRODUCTS (“PROPOSED DIVERSIFICATION”)

“**THAT**, subject to and conditional upon the passing of the Ordinary Resolutions 1 and 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 sales and distributions of packet foods and beverages products;

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

14 March 2018

Notes:-

- 1) Only a depositor whose name appears on the Record of Depositors as at 21 March 2018 shall be entitled to attend, participate, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend, participate, speak and vote on his/ her stead.
- 2) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in this Notice shall be put to vote by poll.
- 3) A member shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the same meetings in his/ her stead. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company and there shall be no restrictions as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- 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 shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney. Any alteration to the proxy form must be initialled.
- 8) All original proxy forms 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.
- 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.