



## 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, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Tuesday, 20 November 2012 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 ACQUISITION BY EAH OF 875,000 ORDINARY SHARES OF RM1.00 EACH IN DDSB (M) SDN BHD ("DDSB") ("DDSB SHARE(S)") REPRESENTING 35% EQUITY INTEREST IN DDSB FOR A TOTAL PURCHASE CONSIDERATION OF RM18,000,000 TO BE FULLY SATISFIED BY THE ISSUANCE OF 120,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN EAH ("EAH SHARE(S)" OR "SHARE(S)") AT AN ISSUE PRICE OF RM0.15 PER EAH SHARE ("PROPOSED ACQUISITION")**

"**THAT**, subject to and conditional upon the passing of the Ordinary Resolution 2, Special Resolution and the approvals of all relevant authorities in respect of the listing of and quotation for 120,000,000 new EAH Shares on the ACE Market of Bursa Malaysia Securities Berhad, the Board of Directors of EAH ("Board") be and is hereby authorised to acquire 875,000 DDSB Shares, representing 35% equity interest in DDSB from Peter Ambrose Sequerah and Syed Shah Redza Bin Syed Mohamed Redza (collectively referred to as "Vendors") for a total purchase consideration of RM18,000,000 to be fully satisfied by the issuance of 120,000,000 new EAH Shares at an issue price of RM0.15 per EAH Share ("Consideration Shares"), in accordance with the terms and conditions of the Share Sale Agreement dated 8 August 2012 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 prior to the relevant 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 2

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF EAH FROM RM50,000,000 COMPRISING 500,000,000 EAH SHARES TO RM100,000,000 COMPRISING 1,000,000,000 EAH SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")**

"**THAT**, subject to and conditional upon the passing of the Ordinary Resolution 1, Special Resolution and the approvals of all relevant authorities, the authorised share capital of the Company be and is hereby increased from RM50,000,000 comprising 500,000,000 EAH Shares to RM100,000,000 comprising 1,000,000,000 EAH Shares by the creation of an additional 500,000,000 new EAH Shares."

#### SPECIAL RESOLUTION

**PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF EAH ("PROPOSED AMENDMENT")**

"**THAT**, subject to and conditional upon the passing of the Ordinary Resolutions 1 and 2, and the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum of Association of EAH in the following manner:-

##### Existing first sentence of Clause 6

The capital of the Company is Ringgit Malaysia Fifty Million (RM50,000,000.00) divided into 500,000,000 shares of RM0.10 each.

##### New first sentence of Clause 6

The capital of the Company is Ringgit Malaysia One Hundred Million (RM100,000,000.00) divided into 1,000,000,000 shares of RM0.10 each.

#### By Order of the Board

**Laang Jhe How (MIA 25193)**

Company Secretary

Kuala Lumpur

29 October 2012

#### Notes:-

- 1) A member entitled to attend and to vote at the meeting is entitled to appoint a proxy or proxies (or in the case of a corporation, a duly authorised representative) to attend and to vote in his/ her 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.
- 2) Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he/ she specifies the proportions of his/ her shareholdings to be represented by each proxy.
- 3) Only members whose names appear in the Record of Depositors as at 5 November 2012 will be entitled to attend and vote at the meeting or appoint a proxy or proxies to attend and to vote in his/ her stead.
- 4) The instrument appointing a proxy shall be in writing under the hand of the appointor or his/ her 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.
- 5) 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 or at any adjournment thereof.