

EWEIN BERHAD
(Company No.: 742890-W)
(Incorporated in Malaysia)

NOTICE OF SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventh Annual General Meeting of the Company will be held at Kelawai Room, Lobby Level, Evergreen Laurel Hotel, 53 Persiaran Gurney, 10250 Penang on Monday, 27 May 2013 at 10.00 a.m. for the following purposes :-

AGENDA

1. To receive the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2012 together with Auditors' Report thereon.
2. To approve the payment of single tier first and final dividend of 1 sen per share for the financial year ended 31 December 2012. **Resolution 1**
3. To approve the payment of Director's fee of RM145,000.00 for the financial year ended 31 December 2012. **Resolution 2**
4. To re-elect Dato' Ewe Swee Kheng who retires in accordance with Article 114(1) of the Company's Articles of Association. **Resolution 3**
5. To re-elect Dato' Khor Ah Hua @ Khor Choo Fong who retires in accordance with Article 114(1) of the Company's Articles of Association. **Resolution 4**
6. To consider and, if thought fit, to pass the following resolution pursuant to Section 129 of the Companies Act, 1965:-

"That Dato' Seri Ewe Tiong Hor who retires in accordance with Section 129(2) of the Companies Act, 1965, be hereby re-appointed as Director of the Company in accordance with Section 129(6) of the Companies Act, 1965 to hold office until the next Annual General Meeting."

Resolution 5

7. To re-appoint Messrs KPMG as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 6**

As special business :

To consider and if thought fit, to pass with or without modifications the following resolutions:-

8. **ORDINARY RESOLUTION
AUTHORITY TO ISSUE SHARES**

“That pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

Resolution 7

9. **SPECIAL RESOLUTION
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

“THAT the amendments to the Articles of Association of the Company contained in Appendix I be and are hereby approved.”

Resolution 8

10. To transact any other business for which due notices shall have been given in accordance with the Companies Act, 1965.

By Order of the Board,

Chee Wai Hong (BC/C/1470)

Company Secretary
Penang

Date: 3 May 2013

Notes:

1. *A proxy may but need not be a member of the Company and the proxy need not be an advocate or an approved company auditor or a person approved by the Registrar of Companies and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies or more, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*

2. *Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner 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.*

An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.

3. *The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.*

4. *If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.*

5. *For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 81 of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 17 May 2013 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.*

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EWEIN BERHAD

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Notice of Seventh Annual General Meeting

Explanatory Note on Special Business

Resolution 7 – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The proposed Resolution 7, if passed, primarily to renew the mandate to give authority to the Board of Directors to issue and allot shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being, at anytime in their absolute discretion without convening a general meeting. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting

As at the date of this Notice, the Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the Sixth Annual General Meeting held on 21 May 2012 and which will lapse at the conclusion of the Seventh Annual General Meeting to be held on 27 May 2013. A renewal of this authority is being sought at the Seventh Annual General Meeting under proposed Resolution 7.

This authority if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

Resolution 8 – Proposed Amendments to Articles of Association

The Proposed Resolution 8, if passed, will amend the Articles of Association of the Company in line with the recent amendments prescribed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Rule 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming Annual General Meeting.