



EITA RESOURCES BERHAD

(Company No. 398748-T)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of **EITA RESOURCES BERHAD** will be held at Mauna Lani, 1st Floor, Holiday Inn Kuala Lumpur Glenmarie, No. 1, Jalan Usahawan U1/8, 40250 Shah Alam, Selangor Darul Ehsan on Tuesday, 25 June 2013 at 10.30 a.m. to transact the following businesses:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **Please refer to Note (a)**
- To declare a first and final single tier dividend of 3.50 sen per share for the financial year ended 31 December 2012. **(Resolution 1)**
- To approve the payment of Directors' fees for the financial year ended 31 December 2012. **(Resolution 2)**
- To re-elect the following Directors who retire pursuant to Article No. 103 of the Company's Articles of Association :
 - Mr. Fu Wing Hoong **(Resolution 3)**
 - Mr. Tan Chuan Hock **(Resolution 4)**
 - Mr. Chong Lee Chang **(Resolution 5)**
- To re-appoint Messrs. KPMG as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 6)**

As Special Business:

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

- ORDINARY RESOLUTION
GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **(Resolution 7)**

"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 allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution 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 approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next annual general meeting of the Company."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that a first and final single tier dividend of 3.50 sen per share in respect of the financial year ended 31 December 2012, if approved by the shareholders at the Annual General Meeting of the Company, will be paid on 30 July 2013 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 12 July 2013.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 12 July 2013 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum-entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By order of the Board

TEA SOR HUA (MACS 01324)
YONG YEN LING (MAICSA 7044771)
Company Secretaries

Date: 3 JUNE 2013
Petaling Jaya, Selangor Darul Ehsan

Notes:

- The Agenda No. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders and hence, is not put forward for voting.
- A shareholder shall be entitled to appoint up to two (2) proxies to attend and vote at the same meeting. Where a shareholder 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 the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Third Floor, No. 79 (Room A), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- The depositors whose names appear in the General Meeting Record of Depositors as at 18 June 2013 shall be regarded as members and entitled to attend, speak and vote at the Seventeenth Annual General Meeting.

EXPLANATORY NOTES TO SPECIAL BUSINESS

The Ordinary Resolution proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening at a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier.

This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the last annual general meeting held on 26 June 2012 and it will lapse at the conclusion of the Seventeenth Annual General Meeting of the Company.