



# 1 UTOPIA BERHAD

(Company No. 679361-D)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of 1 Utopia Berhad ("1 Utopia" or "Company") will be held at Conference Room of the Company, 667 & 668 Mukim 13, Jalan Sungai Juru, Juru 14100 Bukit Mertajam, Penang, Malaysia on Wednesday, 27 November 2013 at 9.30 a.m. or at any adjournment thereof, whichever is later for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION OF THE REMAINING 49% EQUITY INTEREST OF PC3 TECHNOLOGY SDN BHD ("PC3") COMPRISING 3,430,000 ORDINARY SHARES OF RM1.00 EACH IN PC3 ("PC3 SHARES") NOT ALREADY OWNED BY 1 UTOPIA FOR A PURCHASE CONSIDERATION OF RM6,342,850 TO BE SATISFIED VIA THE ISSUANCE OF 63,428,500 ORDINARY SHARES OF RM0.10 EACH IN 1 UTOPIA ("1 UTOPIA SHARES" OR "SHARES") AT PAR ("PROPOSED ACQUISITION OF 49% EQUITY INTEREST OF PC3")**

"THAT, subject to the approvals of all relevant authorities or parties being obtained (if required) and the conditions precedent set out in the conditional sale and purchase agreement dated 16 July 2012 (as amended and supplemented by a letter dated 3 May 2013) ("PC3 SSA") entered into between 1 Utopia and Chin Boon Long ("PC3 Vendor") in relation to the Proposed Acquisition of 49% Equity Interest in PC3 having been fulfilled/satisfied or waived, authority be and is hereby given to the Company to acquire 3,430,000 PC3 Shares representing 49% of the entire issued and paid-up share capital of PC3 from PC3 Vendor for a purchase consideration of RM6,342,850 to be satisfied via the issuance of 63,428,500 1 Utopia Shares upon and subject to the terms and conditions as set out in the PC3 SSA;

THAT pursuant to the terms of the PC3 SSA, the Directors of 1 Utopia be and are hereby authorised to allot and issue 63,428,500 new 1 Utopia Shares to PC3 Vendor and that the 63,428,500 new 1 Utopia Shares so allotted shall, upon allotment and issue, rank *pari passu* in all respects with the then existing 1 Utopia Shares except that they shall not be entitled to any dividends, rights, allotment and/or other distributions, the entitlement date of which is prior to the date of allotment of such new 1 Utopia Shares to be issued in conjunction with the Proposed Acquisition of 49% Equity Interest of PC3;

THAT the Directors of 1 Utopia be and are hereby further authorised to take all steps and do all such acts and matters as they may consider necessary or expedient to give effect to the Proposed Acquisition of 49% Equity Interest of PC3 with full power to give notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Acquisition of 49% Equity Interest of PC3 and/or the PC3 SSA, to assent to any conditions, modifications, variations, arrangements and/or amendments to the Proposed Acquisition of 49% Equity Interest of PC3 and/or the PC3 SSA in any manner as may be approved, required and/or imposed by the relevant authorities (including assenting to any revision to the purchase consideration in accordance with the terms of the PC3 SSA) and to do all such things as they may deem fit and/or consider necessary or expedient in the best interests of the Company;

AND THAT authority be given for the Common Seal of the Company to be affixed to any agreements, deeds or documents to be entered into by the Company in connection to the Proposed Acquisition of 49% Equity Interest of PC3, if so required, in accordance with the Articles of Association of the Company."

### ORDINARY RESOLUTION 2

**PROPOSED ACQUISITION OF THE REMAINING 49% EQUITY INTEREST OF ESSENTIAL ACTION SDN BHD ("ESSENTIAL") COMPRISING 245,000 ORDINARY SHARES OF RM1.00 EACH IN ESSENTIAL ("ESSENTIAL SHARES") NOT ALREADY OWNED BY 1 UTOPIA FOR A PURCHASE CONSIDERATION OF RM3,908,260 TO BE SATISFIED VIA THE ISSUANCE OF 39,082,600 1 UTOPIA SHARES AT PAR ("PROPOSED ACQUISITION OF 49% EQUITY INTEREST OF ESSENTIAL")**

"THAT, subject to the approvals of all relevant authorities or parties being obtained (if required) and the conditions precedent set out in the conditional sale and purchase agreement dated 16 July 2012 (as amended and supplemented by a letter dated 3 May 2013) ("Essential SSA") entered into between 1 Utopia and Chin Boon Long ("Essential Vendor") in relation to the Proposed Acquisition of 49% Equity Interest in Essential having been fulfilled/satisfied or waived, authority be and is hereby given to the Company to acquire 245,000 Essential Shares representing 49% of the entire issued and paid-up share capital of Essential from the Essential Vendor for a purchase consideration of RM3,908,260 to be satisfied via the issuance of 39,082,600 1 Utopia Shares upon and subject to the terms and conditions as set out in Essential SSA;

THAT pursuant to the terms of the Essential SSA, the Directors of 1 Utopia be and are hereby authorised to allot and issue 39,082,600 new 1 Utopia Shares to Essential Vendor and that the 39,082,600 new 1 Utopia Shares so allotted shall, upon allotment and issue, rank *pari passu* in all respects with the then existing 1 Utopia Shares except that they shall not be entitled to any dividends, rights, allotment and/or other distributions, the entitlement date of which is prior to the date of allotment of such new 1 Utopia Shares to be issued in conjunction with the Proposed Acquisition of 49% Equity Interest of Essential;

THAT the Directors of 1 Utopia be and are hereby further authorised to take all steps and do all such acts and matters as they may consider necessary or expedient to give effect to the Proposed Acquisition of 49% Equity Interest of Essential with full power to give notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Acquisition of 49% Equity Interest of Essential and/or the Essential SSA, to assent to any conditions, modifications, variations, arrangements and/or amendments to the Proposed Acquisition of 49% Equity Interest of Essential and/or the Essential SSA in any manner as may be approved, required and/or imposed by the relevant authorities (including assenting to any revision to the purchase consideration in accordance with the terms of the Essential SSA) and to do all such things as they may deem fit and/or consider necessary or expedient in the best interests of the Company;

AND THAT authority be given for the Common Seal of the Company to be affixed to any agreements, deeds or documents to be entered into by the Company in connection to the Proposed Acquisition of 49% Equity Interest of Essential, if so required, in accordance with the Articles of Association of the Company."

### ORDINARY RESOLUTION 3

**PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST OF PRESTIGE ATOZ SDN BHD ("PRESTIGE") COMPRISING 2,000,000 ORDINARY SHARES OF RM1.00 EACH IN PRESTIGE ("PRESTIGE SHARES") FOR A PURCHASE CONSIDERATION OF RM5,928,300 TO BE SATISFIED VIA THE ISSUANCE OF 59,283,000 1 UTOPIA SHARES AT PAR ("PROPOSED ACQUISITION OF 100% EQUITY INTEREST OF PRESTIGE")**

"THAT, subject to the approvals of all relevant authorities or parties being obtained (if required) and the conditions precedent set out in the conditional sale and purchase agreement dated 16 July 2012 (as amended and supplemented by a letter dated 3 May 2013) ("Prestige SSA") entered into between 1 Utopia and Chin Boon Long and Soh Eng Geat ("Prestige Vendors") in relation to the Proposed Acquisition of 100% Equity Interest in Prestige having been fulfilled/satisfied or waived, authority be and is hereby given to the Company to acquire 2,000,000 Prestige Shares representing the entire issued and paid-up share capital of Prestige from the Prestige Vendors for a purchase consideration of RM5,928,300 to be satisfied via the issuance of 59,283,000 1 Utopia Shares upon and subject to the terms and conditions as set out in the Prestige SSA and the Profit Guarantee Agreement dated 16 July 2012 ("Prestige PGA") respectively entered into between 1 Utopia and Prestige Vendors in relation to the Proposed Acquisition of 100% Equity Interest of Prestige;

THAT pursuant to the terms of the Prestige SSA, the Directors of 1 Utopia be and are hereby authorised to allot and issue 59,283,000 new 1 Utopia Shares to Prestige Vendors and that the 59,283,000 new 1 Utopia Shares so allotted shall, upon allotment and issue, rank *pari passu* in all respects with the then existing 1 Utopia Shares except that they shall not be entitled to any dividends, rights, allotment and/or other distributions, the entitlement date of which is prior to the date of allotment of such new 1 Utopia Shares to be issued in conjunction with the Proposed Acquisition of 100% Equity Interest of Prestige;

THAT the Directors of 1 Utopia be and are hereby further authorised to take all steps and do all such acts and matters as they may consider necessary or expedient to give effect to the Proposed Acquisition of 100% Equity Interest of Prestige with full power to give notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Acquisition of 100% Equity Interest of Prestige, the Prestige SSA and/or Prestige PGA, to assent to any conditions, modifications, variations, arrangements and/or amendments to the Proposed Acquisition of 100% Equity Interest of Prestige, the Prestige SSA and/or Prestige PGA in any manner as may be approved, required and/or imposed by the relevant authorities (including assenting to any revision to the purchase consideration in accordance with the terms of the Prestige SSA) and to do all such things as they may deem fit and/or consider necessary or expedient in the best interests of the Company;

AND THAT authority be given for the Common Seal of the Company to be affixed to any agreements, deeds or documents to be entered into by the Company in connection to the Proposed Acquisition of 100% Equity Interest of Prestige, if so required, in accordance with the Articles of Association of the Company."

### ORDINARY RESOLUTION 4

**PROPOSED ESTABLISHMENT OF A NEW EMPLOYEE SHARE OPTION SCHEME ("ESOS") FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF 1 UTOPIA AND ITS SUBSIDIARIES ("1 UTOPIA GROUP" OR "GROUP") ("PROPOSED ESOS")**

"THAT subject to the provisions under the Companies Act, 1965 ("Act") and the approvals of the relevant authorities or parties being obtained, approval be and is hereby given to the Directors of the Company to establish and administer the Proposed ESOS, which involves the granting of ESOS options to all eligible persons of the 1 Utopia Group, who fulfil the criteria of eligibility for participation in the Proposed ESOS in accordance with the By-Laws ("Eligible Person(s)") as set out in Appendix IX of the circular to shareholders dated 31 October 2013 ("Circular") and to adopt and approve the By-Laws which are set out in Appendix IX of the Circular;

THAT approval be and is hereby given to the Directors of the Company to allot and issue such number of new 1 Utopia Shares as may be required to be issued pursuant to the exercise of the options under the Proposed ESOS by the Eligible Person(s), provided that the aggregate number of 1 Utopia Shares to be allotted and issued shall not exceed thirty per centum (30%) of the issued and paid-up capital (excluding treasury shares) of the Company at any one time throughout the duration of the Proposed ESOS;

THAT the new 1 Utopia Shares to be allotted pursuant to the exercise of the options shall, upon allotment and issue, rank *pari passu* in all respects with the existing 1 Utopia Shares save and except that the new 1 Utopia Shares shall not be entitled to any dividends, rights, allotments and/or distribution declared, made or paid to shareholders unless the new 1 Utopia Shares so allotted have been credited to the relevant securities accounts of the shareholders maintained by Bursa Malaysia Depository Sdn Bhd in order to participate in any dividends, rights, allotments and/or distributions before the entitlement date and will be subject to all the provisions of the Articles of Association of the Company relating to voting, transfer, transmission and/or otherwise of 1 Utopia Shares;

THAT the authority be and is hereby given to the Directors of the Company to modify and/or amend the Proposed ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments.

THAT any Executive Director and/or Secretary of the Company be and is hereby authorised to make and effect the necessary applications and to do all things necessary at the appropriate time or times to Bursa Malaysia Securities Berhad ("Bursa Securities") and any other authorities for the listing and quotation of any new 1 Utopia Shares that may hereafter from time to time be issued and allotted pursuant to the Proposed ESOS;

THAT approval be and is hereby given to the Directors of the Company to extend the Proposed ESOS, if the Board or the Option Committee administering the Proposed ESOS deems fit, for a further period of up to five (5) years without further obtaining the approvals of the shareholders of the Company in a general meeting and the relevant regulatory authorities and to consent to and to adopt, if the Directors so deem fit and expedient, such conditions, modification and/or variations as may be required or imposed by the relevant authorities in respect of the Proposed ESOS;

THAT the Directors of the Company be and are hereby authorised to deliver and/or cause to be delivered all such documents and to do all acts, deeds and things as they may deem fit and expedient in order to implement, finalise and give effect to the Proposed ESOS;

AND THAT any Executive Director be and is hereby authorised to do all acts and things as he may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments and to take all steps to enter into all such agreements, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed ESOS."

### ORDINARY RESOLUTION 5

**PROPOSED GRANT OF OPTIONS TO MAJOR GENERAL (R) DATO' MAMAT ARIFFIN BIN HJ ABDULLAH**

"THAT contingent upon the passing of the Ordinary Resolution 4 above and approvals of all other relevant authorities or parties being obtained, where applicable, approval be and is hereby given to the Directors of the Company at any time and from time to time during the duration of the Proposed ESOS to offer and grant options to Major General (R) Dato' Mamat Ariffin Bin Hj Abdullah, the Independent Non-Executive Chairman of the Company to subscribe for such number of new 1 Utopia Shares to be allocated to him under the Proposed ESOS of which not more than ten per centum (10%) of the new 1 Utopia Shares to be issued under the Proposed ESOS to be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty per centum (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares) provided always that it is in accordance with any prevailing guidelines of the ACE Market Listing Requirements of Bursa Securities or any other authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Proposed ESOS;

AND THAT approval be and is hereby given to the Directors of the Company to allot and issue such number of new 1 Utopia Shares pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such options."

### ORDINARY RESOLUTION 6

**PROPOSED GRANT OF OPTIONS TO CHIN BOON LONG**

"THAT contingent upon the passing of the Ordinary Resolution 4 above and approvals of all other relevant authorities or parties being obtained, where applicable, approval be and is hereby given to the Directors of the Company at any time and from time to time during the duration of the Proposed ESOS to offer and grant options to Chin Boon Long, the Managing Director of the Company to subscribe for such number of new 1 Utopia Shares to be allocated to him under the Proposed ESOS of which not more than ten per centum (10%) of the new 1 Utopia Shares to be issued under the Proposed ESOS to be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty per centum (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares) provided always that it is in accordance with any prevailing guidelines of the ACE Market Listing Requirements of Bursa Securities or any other authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Proposed ESOS;

AND THAT approval be and is hereby given to the Directors of the Company to allot and issue such number of new 1 Utopia Shares pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such options."

### ORDINARY RESOLUTION 7

**PROPOSED GRANT OF OPTIONS TO KENNY KHOW CHUAN WAH**

"THAT contingent upon the passing of the Ordinary Resolution 4 above and approvals of all other relevant authorities or parties being obtained, where applicable, approval be and is hereby given to the Directors of the Company at any time and from time to time during the duration of the Proposed ESOS to offer and grant options to Kenny Khaw Chuan Wah, the Executive Director of the Company to subscribe for such number of new 1 Utopia Shares to be allocated to him under the Proposed ESOS of which not more than ten per centum (10%) of the new 1 Utopia Shares to be issued under the Proposed ESOS to be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty per centum (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares) provided always that it is in accordance with any prevailing guidelines of the ACE Market Listing Requirements of Bursa Securities or any other authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Proposed ESOS;

AND THAT approval be and is hereby given to the Directors of the Company to allot and issue such number of new 1 Utopia Shares pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such options."

### ORDINARY RESOLUTION 8

**PROPOSED GRANT OF OPTIONS TO NG KOK HOK**

"THAT contingent upon the passing of the Ordinary Resolution 4 above and approvals of all other relevant authorities or parties being obtained, where applicable, approval be and is hereby given to the Directors of the Company at any time and from time to time during the duration of the Proposed ESOS to offer and grant options to Ng Kok Hok, the Independent Non-Executive Director of the Company to subscribe for such number of new 1 Utopia Shares to be allocated to him under the Proposed ESOS of which not more than ten per centum (10%) of the new 1 Utopia Shares to be issued under the Proposed ESOS to be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty per centum (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares) provided always that it is in accordance with any prevailing guidelines of the ACE Market Listing Requirements of Bursa Securities or any other authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Proposed ESOS;

AND THAT approval be and is hereby given to the Directors of the Company to allot and issue such number of new 1 Utopia Shares pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such options."

### ORDINARY RESOLUTION 9

**PROPOSED GRANT OF OPTIONS TO TAN OOI JIN**

"THAT contingent upon the passing of the Ordinary Resolution 4 above and approvals of all other relevant authorities or parties being obtained, where applicable, approval be and is hereby given to the Directors of the Company at any time and from time to time during the duration of the Proposed ESOS to offer and grant options to Tan Ooi Jin, the Independent Non-Executive Director of the Company to subscribe for such number of new 1 Utopia Shares to be allocated to him under the Proposed ESOS of which not more than ten per centum (10%) of the new 1 Utopia Shares to be issued under the Proposed ESOS to be allocated to him, if he, either singly or collectively through persons connected with him, holds twenty per centum (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares) provided always that it is in accordance with any prevailing guidelines of the ACE Market Listing Requirements of Bursa Securities or any other authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the Proposed ESOS;

AND THAT approval be and is hereby given to the Directors of the Company to allot and issue such number of new 1 Utopia Shares pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such options."

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 21 November 2013. Only a depositor whose name appears on the Record of Depositors as at 21 November 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

**LEE PENG LOON (MACS 01258)**

**P'NG CHIEW KEEM (MAICSA 7026443)**

Company Secretaries

Penang

Date : 31 October 2013

### Notes:

1. A proxy may but need not be a member of the Company or a qualified legal practitioner or an approved company auditor or a person approved by the Registrar of Companies.
2. To be valid, the Proxy Form, duly completed must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the meeting PROVIDED that in the event the member(s) duly executes the Proxy Form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, PROVIDED ALWAYS that the rest of the Proxy Form, other than the particulars of the proxy have been duly completed by the member(s).
3. A member shall be entitled to appoint two (2) or more proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member is an exempt authorised nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
5. If the appointor is a corporation, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.