



EWEIN BERHAD
(Company No.: 742890-W)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Ewein Berhad ("Ewein" or "Company") will be held at the Cantonment Room, Lobby Level, Evergreen Laurel Hotel, 53 Persiaran Gurney, 10250 Penang on Wednesday, 22 January 2014 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary/ special resolutions, with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 79,096,950 NEW ORDINARY SHARES OF RM0.50 EACH IN EWEIN ("EWEIN SHARE(S)" OR "SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING EWEIN SHARES HELD BY THE ENTITLED SHAREHOLDERS OF EWEIN, ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE")

"THAT, subject to the passing of Ordinary Resolutions 2, 3 and Special Resolution 1, and the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the Rights Shares on the Main Market of Bursa Securities and the approvals of any other relevant authorities, if any, the Board of Directors of the Company ("Board") be and is hereby authorised to provisionally allot by way of a renounceable rights issue of up to 79,096,950 Rights Shares at an issue price of RM0.50 per Rights Share payable in full upon acceptance, to the shareholders of the Company whose names appear in the Record of Depositors at the close of business on an entitlement date to be determined by the Board on the basis of one (1) Rights Share for every two (2) existing Ewein Shares held, and on such other terms and conditions as the Board may determine;

THAT any fractional entitlements of the Rights Shares arising from the Proposed Rights Issue shall be disregarded and shall be dealt with in such manner as the Board shall in their absolute discretion think fit and expedient, and to be in the best interest of the Company;

THAT the Rights Shares, upon allotment and issuance, rank *pari passu* in all respects with the existing Ewein Shares, save and except that the new Ewein Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution and issuance of the Rights Shares;

THAT Dato' Ewe Swee Kheng be and is hereby authorised to sign and execute all documents and do all things and acts as may be required to give effect to the aforesaid Proposed Rights Issue with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and 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 Rights Issue;

AND THAT authority be and is hereby given for the Common Seal of the Company be affixed onto all relevant documents, if necessary, to effect the above in accordance with the provisions of the Company's Articles of Association."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 79,096,950 NEW EWEIN SHARES ("BONUS SHARE(S)") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED FOR BY THE ENTITLED SHAREHOLDERS OF EWEIN AND/OR THEIR RENOUNCEE(S) PURSUANT TO THE PROPOSED RIGHTS ISSUE ("PROPOSED BONUS ISSUE")

"THAT, subject to the passing of Ordinary Resolutions 1, 3 and Special Resolution 1, and the approval of Bursa Securities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Securities and the approvals of any other relevant authorities (if applicable), approval be and is hereby given to the Board to capitalise up to RM39,548,475 from the Company's retained earnings account and/or share premium account for the purpose of the Proposed Bonus Issue;

THAT the Board is hereby authorised to apply such capitalised sums in making payment in full and at par for up to 79,096,950 new Ewein Shares to be credited as fully paid-up and such new Ewein Shares be allotted and issue to the entitled shareholders of the Company and/or their renounee(s) who subscribe for the Rights Shares pursuant to the Proposed Rights Issue on the basis of one (1) Bonus Share for every one (1) Rights Share subscribed for;

THAT any fractional entitlement shall be disregarded and shall be dealt with in such manner as the Board in its absolute discretion thinks fit and expedient, and in the best interest of the Company;

THAT such Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing Ewein Shares, save and except that the Bonus Shares will not be entitled to any dividend, right, allotment and/or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Bonus Shares;

THAT Dato' Ewe Swee Kheng 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 Bonus Issue 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;

AND THAT authority be and is hereby given for the Common Seal of the Company be affixed onto all relevant documents, if necessary, to effect the above in accordance with the provisions of the Company's Articles of Association."

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF EWEIN FROM RM100,000,000 COMPRISING 200,000,000 EWEIN SHARES TO RM250,000,000 COMPRISING 500,000,000 EWEIN SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to the passing of Ordinary Resolutions 1 and 2, and Special Resolution 1, the authorised share capital of the Company be increased from RM100,000,000 comprising 200,000,000 Ewein Shares to RM250,000,000 comprising 500,000,000 Ewein Shares;

AND THAT Dato' Ewe Swee Kheng be and is hereby authorised to do all such acts and things and to take such steps that are deemed necessary to give full effect to the Proposed Increase in Authorised Share Capital."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF EWEIN ("PROPOSED AMENDMENTS")

"THAT, subject to the passing of Ordinary Resolutions 1 to 3, that the amendments to the Memorandum and Articles of Association of the Company as set out below be and are hereby approved;

Existing Clause VI of the Memorandum of Association

"The authorised capital of the Company is RM100,000,000 divided into 200,000,000 ordinary shares of RM0.50 each. The Company shall have the power to increase, or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred to special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is or at the option of the Company is liable to be redeemed."

Proposed Amended Clause VI of the Memorandum of Association

"The authorised capital of the Company is RM250,000,000 divided into 500,000,000 ordinary shares of RM0.50 each. The Company shall have the power to increase, or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred to special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference share may be issued on the terms that it is or at the option of the Company is liable to be redeemed."

Existing Article 182 of the Articles of Association

"The Company in general meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution provided that such sum be not required for paying the dividends on any securities carrying a fixed cumulative preferential dividend, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividends and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amount for the time being unpaid on any securities held by such Members respectively, or paying up in full unissued securities or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. A capital redemption reserve may, for the purposes of this Article, be applied in the paying up of unissued securities to be issued to the Members of the Company as fully paid bonus shares."

Proposed Amended Article 182 of the Articles of Association

"Subject to the Act and applicable laws, the Company in general meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any sum of the amount standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of the profit and loss account and accordingly that the Directors be authorised and directed to appropriate such sum resolved to be capitalised to (i) the members who would have been entitled thereto if distributed by way of dividend, and in the same proportions, and to apply such sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other OR (ii) to Qualifying Members only in proportion to which those Qualifying Members are entitled pursuant to a resolution of the Company to that effect and for the purposes of this Article, "Qualifying Members" refers to (a) members, who pursuant to a renounceable rights issue by the Company, have subscribed for the shares in the Company and/or (b) in the case of renounees who are non-members, those who have subscribed for shares in the Company renounced to them, and/or (c) underwriters, who have been allotted with the said shares, PROVIDED that the only purpose to which such sums standing to capital redemption reserve or share premium account shall be applied pursuant to this Article shall be the payment up in full of unissued shares to be allotted and distributed as aforesaid."

Existing Article 183 of the Articles of Association

"Whenever such a resolution as aforesaid is passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debenture, if any, and generally shall do all acts and things required to give effect thereto including authorizing payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debenture to which they may be entitled on the capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members."

Proposed Amended Article 183 of the Articles of Association

"Whenever such a resolution as aforesaid is passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debenture, if any, and generally shall do all acts and things required to give effect thereto including authorizing payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the Members and Qualifying Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debenture to which they may be entitled on the capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members and Qualifying Members."

AND THAT Dato' Ewe Swee Kheng be and is hereby authorised to do all such acts and things and to take such steps that are deemed necessary to give full effect to the Proposed Amendments."

BY ORDER OF THE BOARD

Chee Wai Hong (BC/C/1470)
Company Secretary

Penang
30 December 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 its holds.
3. 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.
4. 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.
5. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
6. 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 10 January 2014 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.