

# SOLUTION

SOLUTION ENGINEERING HOLDINGS BERHAD  
(Company No. 654575-P)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Solution Engineering Holdings Berhad ("SEHB" or "Company") will be held at Kinrara 1 Room, Kinrara Golf Club, Jalan Kinrara 6, Bandar Kinrara, 47100 Puchong, Selangor Darul Ehsan on Thursday, 16 January 2014 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:-

### ORDINARY RESOLUTION 1

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF SOLUTION ENGINEERING HOLDINGS BERHAD AND ITS SUBSIDIARIES (EXCLUDING ITS DORMANT SUBSIDIARIES) ("PROPOSED ESOS")**

"**THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities, and persons (if required) being obtained, approval be and is hereby given for the Company to:-

- (a) establish, implement and administer the employees' share option scheme of up to thirty percent (30%) of the total issued and paid-up share capital of the Company (excluding treasury shares) ("Proposed ESOS"), for the benefit of all eligible employees and Directors of the Company and its subsidiaries (excluding its dormant subsidiaries) ("SEHB Group") ("Eligible Employees"), in accordance with the provisions of the proposed draft Bylaws of the Proposed ESOS as set out in **Appendix I** of the Circular to Shareholders dated 2 January 2014, under which, the ESOS options will be granted to such Eligible Employees to subscribe for new ordinary shares of RM0.10 each in SEHB ("SEHB Shares") ("ESOS Options"). All new SEHB Shares to be allotted and issued upon the exercise of the ESOS Options will, upon such allotment and issuance, rank pari passu in all respects with the then total issued and paid-up share capital of the Company (excluding treasury shares), save and except that the new SEHB Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other attributions which may be declared, made or paid, the entitlement of which precedes the date of allotment of such new SEHB Shares and will be subjected to all provisions of the Memorandum and Articles of Association of the Company relating to transfer, transmission and otherwise;
- (b) amend and/or modify all or any part of the Proposed ESOS from time to time as may be required/permitted by the authorities or deemed necessary by the authorities of the Board of Directors ("Board") or any committee of the Proposed ESOS established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the proposed draft Bylaws relating to the modifications and/or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments;
- (c) allot and issue and/or procure from deliver from time to time such a number of new SEHB Shares as may be required to be issued pursuant to the exercise of the ESOS Options under the Proposed ESOS provided that the aggregate number of new SEHB Shares to be offered pursuant to the Proposed ESOS and any other schemes involving new issuance of SEHB Shares to be implemented by the Company shall not at any point in time in aggregate exceed thirty percent (30%) of the total issued and paid-up share capital of the Company (excluding treasury shares) that may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time during the duration of the Proposed ESOS; and
- (d) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules of regulations or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the proposed draft Bylaws.

**AND THAT** the Board be and is hereby authorised and empowered to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

**AND FURTHER THAT** the proposed draft Bylaws of the Proposed ESOS, as set out in Appendix I of the Circular to Shareholders dated 2 January 2014, be and is hereby approved."

### ORDINARY RESOLUTION 2

**PROPOSED GRANTING OF ESOS OPTIONS TO DATUK DR. SYED MUHAMAD BIN SYED ABDUL KADIR**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Datuk Dr. Syed Muhamad bin Syed Abdul Kadir, being the Independent Non-Executive Director/Chairman of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible employee, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 3

**PROPOSED GRANTING OF ESOS OPTIONS TO LIM YONG HEW**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Lim Yong Hew, being the Group Managing Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible employee, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 4

**PROPOSED GRANTING OF ESOS OPTIONS TO LIM HAI GUAN**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Lim Hai Guan, being the Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible employee, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 5

**PROPOSED GRANTING OF ESOS OPTIONS TO MOHD SHAHRIN BIN SAPARIN @ ABD RAHMAN**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and

is hereby given for the Company to offer and to grant to Mohd Shahrin bin Saparin @ Abd Rahman, being the Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible employee, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 6

**PROPOSED GRANTING OF ESOS OPTIONS TO LIM CHIOU KIM**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Lim Chiou Kim, being the Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible employee, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 7

**PROPOSED GRANTING OF ESOS OPTIONS TO LOW WEI NGEN**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Low Wei Ngee, being the Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible employee, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 8

**PROPOSED GRANTING OF ESOS OPTIONS TO ZULKIFLI FITRI BIN ISMAIL**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Zulkifli Fitri bin Ismail, being the Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible employee, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

### ORDINARY RESOLUTION 9

**PROPOSED GRANTING OF ESOS OPTIONS TO CHAI KO FONG**

"**THAT**, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Chai Ko Fong, being the Managing Director of Solution A&C Technology Sdn Bhd (a subsidiary of SEHB) and the spouse of Lim Chiou Kim, the Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the Proposed ESOS **PROVIDED THAT**:-

- (a) not more than 10% of the new ordinary shares of the Company available under the Proposed ESOS shall be allocated to any individual eligible employee, who, either singly or collectively through persons connected with him/her, holds 20% or more of the total issued and paid-up share capital of the Company (excluding treasury shares);

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bylaws governing and constituting the Proposed ESOS."

### BY ORDER OF THE BOARD

**ONG WHEE TIONG (MAICSA No: 0739672)**  
Company Secretary

Petaling Jaya  
2 January 2014

#### Notes:-

1. Depositors whose names appear in the Record of Depositors as at 8 January 2014 shall be regarded as members of the Company entitled to attend, speak and vote at the Extraordinary General Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies, each representing a minimum of 100 shares held by the member to vote on his behalf. A proxy may but need not a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply. Where a member appoints two (2) or more proxies to attend and vote at the meeting, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee as defined under the SICDA which is exempted from compliance with the provisions of Subsection 25(A)(1) of the SICDA, of which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney or other attorney (if any), under which it is signed or notarially certified copy thereof, shall be deposited at the Registered Office of the Company at Suite 705, Block A, Kelana Business Centre, 97, Jalan SS 7/2, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the Extraordinary General Meeting or any adjournment thereof.