



**ETI TECH CORPORATION BERHAD**

*(Company No.: 667845-M)*

*(Incorporated in Malaysia under the Companies Act 1965)*

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of ETI TECH CORPORATION BERHAD (“ETITECH” or the “Company”) will be held at Ground Floor, Pendeta 1 & 2, Le Grandeur Palm Resort Johor, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai Johor, Malaysia on Monday, 27 January 2014 at 11.00 am or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modification:

**ORDINARY RESOLUTION**

**PROPOSED DISPOSAL BY ETI TECH (M) SDN BHD OF 27,000,000 ORDINARY SHARES OF RM1.00 EACH IN POWER MAC SDN BHD (“POWER MAC”) (“POWER MAC SHARES”), REPRESENTING THE ENTIRE EQUITY INTEREST IN POWER MAC FOR A TOTAL CASH CONSIDERATION OF RM5,878,000.**

“THAT, approval be and is hereby given to ETI Tech (M) Sdn Bhd to dispose [27,000,000] Power Mac Shares, representing the entire equity interest in Power Mac to Musyarakah Equity Venture Sdn Bhd (“MEV” or the “Purchaser”) for a total cash consideration of Ringgit Malaysia Five Million Eight Hundred Seventy Eight Thousand (RM5,878,000) only, subject to the approval of all the relevant authorities or parties being obtained (if required), the conditions precedent in the Sale and Purchase of Shares Agreement (“SPA”) dated 28 June 2013 entered into by ETI Tech (M) Sdn Bhd with the Purchaser being fulfilled or waived (as the case may be), and the terms and conditions of the SPA;

AND THAT, approval be and is hereby given to the Board of Directors of the Company to give effect to the Proposed Disposal with full power and authority:

- (a) to enter into and execute such further or other agreements, instruments, documents and deeds as the Board of Directors of the Company may from time to time deems fit, expedient or advisable for or in connection with the Proposed Disposal,
- (b) to negotiate, approve, agree, assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed Disposal and the SPA and/or any provision, term and condition thereof as may be required and/or as the Board of Directors of the Company deems fit, expedient or advisable, and
- (c) to do all such other acts, deeds and things as the Board of Directors of the Company may from time to time deems fit, expedient or advisable to implement, finalise and give full effect to the Proposed Disposal.”

FURTHER NOTICE IS HEREBY GIVEN THAT only a depositor whose name appears on the Record of Depositors as at 07 January 2014 shall be entitled to attend the EGM 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)**  
**YEAP TEIK PUNG (MIA 10923)**  
Company Secretaries

Kuala Lumpur  
10 January 2014

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 and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. For a proxy to be valid, the Proxy Form, duly completed must be deposited at the Registered Office of the Company, E-01-03 Plaza Glomac, No. 6 Jalan SS7/19, Kelana Jaya, 47301 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint two (2) proxies or more proxies to attend and to vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. Where a member is an Exempt Authorised Nominee 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 Authorised Nominee may appoint in respect of each omnibus account it holds.
5. If the appointer 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.