

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Asdion Berhad ("Asdion" or "Company") will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 7 March 2014, at 10.00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ISSUE OF 8,350,760 FREE WARRANTS ("FREE WARRANTS") ON THE BASIS OF ONE (1) FREE WARRANT FOR EVERY TEN (10) EXISTING ORDINARY SHARES OF RM0.10 EACH IN ASDION ("ASDION SHARES" OR "SHARES") HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED FREE WARRANTS ISSUE")

"THAT, subject to the passing of Ordinary Resolution 2, Ordinary Resolution 10 and Special Resolution, the Board of Directors of Asdion ("Board") be and is hereby authorised to issue a total of 8,350,760 Free Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board, on the basis of one (1) Free Warrant for every ten (10) existing Asdion Shares held;

THAT approval be and is hereby given to the Board to create and issue the Free Warrants and such additional warrants ("Additional Warrants") as may be required or permitted to be issued as a consequence of the adjustments based on the indicative principal terms of the Free Warrants as set out in the circular to the shareholders of the Company dated 12 February 2014 ("Circular") and the terms and conditions of the deed poll to be executed by the Company ("Deed Poll");

THAT approval be and is hereby given to the Board to allot and issue such number of Asdion Shares credited as fully paid-up arising from the exercise of the Free Warrants and/or the Additional Warrants (as the case may be) during the exercise period of the Free Warrants in accordance with the terms of the Deed Poll;

THAT the holders of the Free Warrants will not be entitled to any voting rights in any form of distribution and/or offer of further securities in the Company until and unless such holders of the Free Warrants exercise their Free Warrants into new Asdion Shares;

THAT such further new Asdion Shares to be issued arising from the exercise of the Free Warrants and/or the Additional Warrants shall upon allotment and issue, rank *pari passu* in all respects with the then existing issued and fully paid-up Asdion Shares except that they shall not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of issuance and allotment of the new Asdion Shares arising from the exercise of the Free Warrants;

THAT the Board be and is hereby entitled to deal with all or any fractional entitlements of the Free Warrants that may arise from the Proposed Free Warrants Issue, in such manner as the Board deems fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company;

THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient and in the best interest of the Company (including fixing the final exercise price of the Free Warrants) with full powers to assent to any conditions, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, undertaking, indemnity, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, formalise and give full effect to the Proposed Free Warrants Issue;

AND THAT the Board be and is hereby authorised to enter into and execute the Deed Poll and to do all acts, deeds and things as it may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll."

ORDINARY RESOLUTION 2

PROPOSED PRIVATE PLACEMENT OF UP TO 29,227,000 ASDION SHARES ("PLACEMENT SHARES"), REPRESENTING APPROXIMATELY THIRTY-FIVE PERCENT (35%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF ASDION TOGETHER WITH UP TO 43,840,500 DETACHABLE WARRANTS ("PLACEMENT WARRANTS") ON THE BASIS OF THREE (3) PLACEMENT WARRANTS FOR EVERY TWO (2) PLACEMENT SHARES SUBSCRIBED ("PROPOSED PRIVATE PLACEMENT OF SHARES WITH WARRANTS")

"THAT, subject to the passing of Ordinary Resolution 1, Ordinary Resolution 10 and Special Resolution and resolution in relation to the proposed diversification of the business of Asdion and its subsidiaries into property investment and development at the forthcoming EGMs, approval be and is hereby given to the Directors of the Company to allot and issue up to 29,227,000 Placement Shares together with up to 43,840,500 Placement Warrants in the manner and upon the terms and conditions set out in the Circular;

THAT such Placement Warrants are constituted by the terms and conditions of the Deed Poll;

THAT approval be and is hereby given to the Board to allot and issue the Placement Shares and such number of Asdion Shares credited as fully paid-up arising from the exercise of the Placement Warrants and/or the Additional Warrants (as the case may be) during the exercise period of the Placement Warrants in accordance with the terms of the Deed Poll;

THAT the proceeds from the Proposed Private Placement of Shares with Warrants shall be utilised for the purpose as set out in the Circular and the Board be and is hereby authorised to revise the utilisation of proceeds as they may deem fit and in the best interest of the Company;

THAT the holders of the Placement Warrants will not be entitled to any voting rights in any form of distribution and/or offer of further securities in the Company until and unless such holders of the Placement Warrants exercise their Placement Warrants into new Asdion Shares;

THAT the Placement Shares and the new Shares to be issued upon exercise of the Placement Warrants will, upon allotment and issue, rank *pari passu* in all respects with the existing Asdion Shares, except that they shall not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of issuance and allotment of the Placement Shares and the new Shares arising from the exercise of Placement Warrants;

THAT the issue price of the Placement Shares shall be determined based on market-based principles where the issue price of the Placement Shares shall take into consideration the prevailing market prices of Asdion Shares and the theoretical value of the Placement Warrants on the price fixing dates. In any event, the issue price shall not be priced at a discount of more than ten percent (10%) to the five (5)-day volume weighted average market price up to the date immediately preceding the price fixing date and shall not be lower than the par value of Asdion Shares of RM0.10;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary to give effect and complete the Proposed Private Placement of Shares with Warrants and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Private Placement of Shares with Warrants."

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME OF UP TO THIRTY PERCENT (30%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME ("PROPOSED SIS")

"THAT subject to the passing of Ordinary Resolution 10 and Special Resolution, the provisions of the Companies Act, 1965 and the approvals of the relevant authorities being obtained for the Proposed SIS, approval be and is hereby given for the Company and the Directors of the Company to:

- establish and administer the Proposed SIS which involves the granting of options to all eligible persons of the Company and its subsidiaries ("Asdion Group" or "Group") including Directors of the Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed SIS ("Eligible Persons") as set out in the Bylaws, a draft of which is set out in Appendix II of the Circular ("Bylaws");
- allot and issue from time to time such number of new Asdion Shares as may be required to be issued pursuant to the exercise of the options under the Proposed SIS provided that the aggregate number of Asdion Shares to be allotted and issued shall not exceed thirty percent (30%) of the issued and paid-up share capital of the Company (excluding treasury shares, if any) at any one time throughout the duration of the Proposed SIS;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new Asdion Shares which may from time to time be allotted and issued pursuant to the Proposed SIS and such new Asdion Shares will, upon issuance, allotment and full payment, rank *pari passu* in all respects with the then existing issued and paid-up shares of the Company save and except that the new Asdion Shares will not be entitled to any dividends, rights, allotments or any other distributions, the entitlement date of which is prior to the date of issuance and allotment of such new Asdion Shares; and
- modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the Bylaws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the Bylaws from time to time as may be required or deemed necessary in accordance with the provisions of the Bylaws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO LT GEN (RTD) DATUK KHAIRUDDIN BIN MAT YUSOF

"THAT, subject to the passing of Ordinary Resolution 3, Ordinary Resolution 10 and Special Resolution, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Lt Gen (rt) Datuk Khairuddin Bin Mat Yusof, being the Chairman / Independent Non-Executive Director of the Company, options to subscribe for new Asdion Shares ("SIS Options") and if such options are accepted and exercised, to allot and issue such number of new Asdion Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Lt Gen (rt) Datuk Khairuddin Bin Mat Yusof, as long as Lt Gen (rt) Datuk Khairuddin Bin Mat Yusof either singly or collectively through persons connected with him (as

defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of Asdion (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF OPTIONS TO YAP TAI TEE

"THAT, subject to the passing of Ordinary Resolution 3, Ordinary Resolution 10 and Special Resolution, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Yap Tai Tee, being the Group Managing Director / Chief Executive Officer of the Company, SIS Options to subscribe for new Asdion Shares and if such options are accepted and exercised, to allot and issue such number of new Asdion Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Yap Tai Tee, as long as Yap Tai Tee either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of Asdion (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF OPTIONS TO YAP TAI YEONG

"THAT, subject to the passing of Ordinary Resolution 3, Ordinary Resolution 10 and Special Resolution, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Yap Tai Yeong, being the Non-Independent Non-Executive Director of the Company, SIS Options to subscribe for new Asdion Shares and if such options are accepted and exercised, to allot and issue such number of new Asdion Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Yap Tai Yeong, as long as Yap Tai Yeong either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of Asdion (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF OPTIONS TO BOEY WEI CHIEN

"THAT, subject to the passing of Ordinary Resolution 3, Ordinary Resolution 10 and Special Resolution, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Boey Wei Chien, being the Independent Non-Executive Director of the Company, SIS Options to subscribe for new Asdion Shares and if such options are accepted and exercised, to allot and issue such number of new Asdion Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Boey Wei Chien, as long as Boey Wei Chien either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of Asdion (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 8

PROPOSED GRANTING OF OPTIONS TO NA CHIANG SENG

"THAT, subject to the passing of Ordinary Resolution 3, Ordinary Resolution 10 and Special Resolution, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Na Chiang Seng, being the Executive Director of the Company, SIS Options to subscribe for new Asdion Shares and if such options are accepted and exercised, to allot and issue such number of new Asdion Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Na Chiang Seng, as long as Na Chiang Seng either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of Asdion (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 9

PROPOSED GRANTING OF OPTIONS TO SEE POH YEE

"THAT, subject to the passing of Ordinary Resolution 3, Ordinary Resolution 10 and Special Resolution, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to See Poh Yee, being the Independent Non-Executive Director of the Company, SIS Options to subscribe for new Asdion Shares and if such options are accepted and exercised, to allot and issue such number of new Asdion Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to See Poh Yee, as long as See Poh Yee either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of Asdion (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

ORDINARY RESOLUTION 10

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF ASDION FROM RM10,000,000 COMPRISING 100,000,000 ORDINARY SHARES OF RM0.10 EACH IN ASDION ("ASDION SHARES" OR "SHARES") TO RM50,000,000 COMPRISING 500,000,000 ASDION SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT subject to the passing of the Special Resolution, the authorised share capital of the Company be increased from RM10,000,000.00 divided into 100,000,000 ordinary shares of RM0.10 each to RM50,000,000.00 divided into 500,000,000 ordinary shares of RM0.10 each by the creation of 400,000,000 new ordinary shares of RM0.10 each and such new shares shall rank *pari passu* in all respects with the existing ordinary shares in the capital of the Company."

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE COMPANY'S MEMORANDUM OF ASSOCIATION AS A CONSEQUENCE OF THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL ("PROPOSED AMENDMENT")

"THAT subject to the passing of Ordinary Resolution 10 above, the Memorandum of Association of the Company be amended by deleting the existing Clause 5 in its entirety and replacing it with the following new Clause 5:"

Existing Clause 5 of Memorandum of Association	Amended Clause 5 of Memorandum of Association
<p>"The Capital of the Company is RM10,000,000.00 Malaysian Currency divided into 100,000,000 shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."</p>	<p>"The Capital of the Company is RM50,000,000.00 Malaysian Currency divided into 500,000,000 shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."</p>

BY ORDER OF THE BOARD

Lee Wai Ngan (LS 00184)
Chan Toyee Ying (LS 00185)
Company Secretaries

Kuala Lumpur
12 February 2014

Notes:

- A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in his stead. A member may appoint more than one (1) proxy to attend at the EGM. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- A proxy may but need not to be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- The instrument appointing a proxy or attorney shall be in writing signed by the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Company's registered office at Plaza 138, Suite 18.03, 18th Floor, 138 Jalan Ampang, 50450 Kuala Lumpur, not later than forty-eight (48) hours before the time fixed for the holding of the EGM.
- For the purpose of determining a member who shall be entitled to attend the EGM of the Company, the Company shall request Bursa Malaysia Depository Sdn Bhd in accordance with Article 58 of the Company's Articles of Association and Section 34(10) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 3 March 2014. Only a depositor whose name appears therein shall be entitled to attend the EGM or appoint a proxy to attend and/or vote on his stead.