



EA HOLDINGS BERHAD

(Company No.: 878041-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of EA Holdings Berhad ("EAH" or the "Company") will be held at Redang Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Tuesday, 29 April 2014 at 10.30 a.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF EAH ("PROPOSED AMENDMENT")

"**THAT**, subject to the passing of Ordinary Resolutions 1 and 2, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum of Association of EAH in the following manner:-

Clause 6 of the Memorandum of Association of EAH

Existing

The capital of the Company is Ringgit Malaysia One Hundred Million (RM100,000,000.00) divided into 1,000,000,000 shares of RM0.10 each.

Proposed

The capital of the Company is Ringgit Malaysia Two Hundred Fifty Million (RM250,000,000.00) divided into 2,500,000,000 shares of RM0.10 each."

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 635,910,916 NEW EAH SHARES ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING EAH SHARE HELD, TOGETHER WITH UP TO 317,955,458 FREE DETACHABLE WARRANTS IN EAH ("WARRANT(S) C") ON THE BASIS OF ONE (1) FREE WARRANT C FOR EVERY TWO (2) RIGHTS SHARES SUBSCRIBED FOR, ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"**THAT**, subject to the passing of Special Resolution 1 and Ordinary Resolution 2, and the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of EAH ("Board") for the following:-

- to provisionally allot and issue by way of a renounceable rights issue of up to 635,910,916 Rights Shares at an issue price of RM0.10 per Rights Share on the basis of one (1) Rights Share for every one (1) EAH Share held, together with up to 317,955,458 free detachable Warrants C on the basis of one (1) free Warrant C for every two (2) Rights Share subscribed for, to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date");
- wherein each of the Warrant C will carry the right to subscribe, subject to any adjustment in accordance with a deed poll constituting the Warrants C to be executed by the Company as supplemented from time to time ("Deed Poll C"), at any time during the exercise period, for one (1) new EAH Share at an exercise price to be determined and fixed at a later date by the Board, but in any case, not lower than the par value of EAH Shares;
- to allot and issue such number of new EAH Shares arising from the exercise of the Warrants C, from time to time during the tenure of the Warrants C, in accordance with the provisions of the Deed Poll C;
- to allot and issue such further Warrants C and new EAH Shares arising from the subscription of further Warrants C as a consequence of any adjustment in accordance with the provisions of the Deed Poll C and/ or as may be required by the relevant authorities; and
- to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the new EAH Shares which may from time to time be allotted and issued arising from the exercise of the Warrants C;

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

AND THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in the circular to shareholders of the Company dated 7 April 2014, and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to (where required) the approval of the relevant authorities;

AND THAT, the Rights Shares will, upon allotment and issuance, rank pari passu in all respects with the existing EAH Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the Rights Shares;

AND THAT, the new EAH Shares to be issued arising from the exercise of the Warrants C will, upon allotment and issuance, rank pari passu in all respects with the existing EAH Shares, save and except that the new EAH Shares to be issued arising from the exercise of the Warrants C will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the said new EAH Shares;

AND THAT the Board be and is hereby authorised to enter into and execute the Deed Poll C with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll C;

AND THAT, the Board 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 Rights Issue with Warrants 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 such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF EAH FROM RM100,000,000 COMPRISING 1,000,000,000 ORDINARY SHARES OF RM0.10 EACH IN EAH ("EAH SHARE(S)" OR "SHARE(S)") TO RM250,000,000 COMPRISING 2,500,000,000 EAH SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"**THAT**, subject to the passing of Special Resolution 1 and Ordinary Resolution 1, the authorised share capital of the Company be and is hereby increased from RM100,000,000 comprising 1,000,000,000 EAH Shares to RM250,000,000 comprising 2,500,000,000 EAH Shares, by the creation of an additional 1,500,000,000 EAH Shares."

By Order of the Board

Laang Jhe How (MIA 25193)

Company Secretary

Kuala Lumpur

7 April 2014

Notes:-

- A member entitled to attend, speak and vote at the meeting is entitled to appoint proxy(ies) (or in the case of a corporation, a duly authorised representative) to attend, speak and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- A member shall be entitled to appoint not more than two (2) proxies to attend, speak and vote at the same meetings, and that appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- 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.
- Where a member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners 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 it holds.
- Where the authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy or proxies must be completed and deposited at the Registered Office of the Company at 149A, Jalan Aminuddin Baki, Taman Tun Dr Ismail, 60000 Kuala Lumpur, not less than 48 hours before the time stipulated for holding the meeting.
- Only the members whose names appear on the Record of Depositors as at 21 April 2014 shall be entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on their behalf.