



**EA HOLDINGS BERHAD** (878041-A)

Holdings Berhad

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting of the Company will be held at Redang Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 25 June 2014 at 10.30 a.m. to transact the following business :

**AGENDA**

<b>AS ORDINARY BUSINESS</b>		
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2013 and the Reports of Directors and Auditors thereon.	<b>Resolution 1</b>
2.	To approve the payment of Directors' fees amounting to RM63,000 for the financial year ended 31 December 2013.	<b>Resolution 2</b>
3.	To re-elect the Directors who retire in accordance with Article 86 of the Company's Articles of Association as follows :- (a) Mohammad Sobri Bin Saad (b) Abdul Fattah bin Mohamed Yatim	<b>Resolution 3</b> <b>Resolution 4</b>
4.	To re-appoint Messrs. STYL Associates as auditors of the Company and to authorize the Directors to fix their remuneration.	<b>Resolution 5</b>
<b>AS SPECIAL BUSINESS</b>		
To consider and, if deemed fit, to pass the following resolution :		
5.	<b>Proposed authority to allot shares pursuant to Section 132D of the Companies Act, 1965.</b> "THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorized to issue shares in the Company, at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued does not exceed 10% of the issued capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotments and issues."	<b>Resolution 6</b>
6.	To transact any other business for which due notice shall have been given.	

By Order of the Board

**LAANG JHE HOW (MIA 25193)**

Company Secretary

Kuala Lumpur

**4 June 2014**

Notes:-

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. Only the members whose names appear on the Record of Depositors as at 17 June 2014 shall be entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on their behalf.

**1. Explanatory notes on Ordinary Business :-**

**Ordinary Resolution 1**

**Audited Financial Statement for the financial year ended 31 December 2013**

The item is meant for discussion only as the provision of Section 169(1) of the Companies Act 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, the Agenda will not be put forward for voting.

**2. Explanatory notes on Special Business :-**

**Ordinary Resolution 6**

**Proposed authority to allot shares pursuant to Section 132D of the Companies Act, 1965.**

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act 1965 at the Fourth AGM of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the Third AGM of the Company held on 28 June 2013 (hereinafter referred to as the "Previous Mandate").

The Previous Mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and / or acquisitions.