



WEIN BERHAD

(Company No.: 742890-W)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Ewein Berhad will be held at Gurney Room, Lobby Level, Evergreen Laurel Hotel, 53 Persiaran Gurney, 10250 Penang on Friday, 27 June 2014 at 10:30 a.m. or immediately after the conclusion or adjournment of the Company's Eighth Annual General Meeting for the purpose of considering and, if thought fit, to pass the following ordinary resolutions:-

- 1 ORDINARY RESOLUTION 1 – PROPOSED JOINT VENTURE BETWEEN CONSORTIUM ZENITH BUCG SDN BHD (“CZBUCG”) AND WEIN LAND SDN BHD (“EL”), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY VIA WEIN ZENITH SDN BHD, A 60% OWNED SUBSIDIARY OF EL, TO UNDERTAKE A PROPOSED DEVELOPMENT ON ALL THAT PIECE OF FREEHOLD LAND WITH LAND AREA OF APPROXIMATELY 159,865 SQUARE FEET (3.67 ACRES) IDENTIFIED AS LOT 702 SITUATED IN SECTION 1, BANDAR TANJONG PINANG, DAERAH TIMUR LAUT, NEGERI PULAU PINANG (“PROPOSED JOINT VENTURE”)**

“THAT subject to the passing of Ordinary Resolution 2, the provisions under the Companies Act, 1965 and the approvals of the relevant authorities/parties, where relevant/required, being obtained, approval be and is hereby given to the Company for its wholly-owned subsidiary, Ewein Land Sdn Bhd (“EL”) to enter into a Joint Venture with Consortium Zenith BUCG Sdn Bhd (“CZBUCG”) and Ewein Zenith Sdn Bhd, a 60% owned subsidiary of EL, to undertake a proposed development on all that piece of freehold land with land area of approximately 159,865 square feet (3.67 acres) identified as Lot 702 situated in Section 1, Bandar Tanjong Pinang, Daerah, Timur Laut, Negeri Pulau Pinang for a total consideration of RM133,000,000 only, subject to and upon such terms and conditions as set out in the Joint Venture Agreement dated 24 December 2013 and Supplemental Agreement dated 27 February 2014.

AND THAT Dato' Ewe Swee Kheng be and is hereby authorised to take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as he/she may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Joint Venture under the terms and conditions of the Memorandum with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Directors deem fit, appropriate and in the best interest of Ewein Berhad.”

- 2 ORDINARY RESOLUTION 2 – PROPOSED DIVERSIFICATION OF THE BUSINESS OF WEIN BERHAD AND ITS SUBSIDIARIES INTO PROPERTY DEVELOPMENT (“PROPOSED DIVERSIFICATION”)**

“THAT subject to the passing of Ordinary Resolution 1 and for the purpose of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other purposes, approval be and is hereby given to the Company to diversify the existing business of Ewein Berhad and its subsidiaries into property development.

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

- (a) to enter into and execute such further or other agreements, instruments, documents, transfers and deeds as the Board of Directors of the Company may from time to time deem fit, expedient or advisable for or in connection with the Proposed Diversification; and
- (b) to do all such other acts, deeds and things as the Board of Directors of the Company may from time to time deem fit, expedient, appropriate or advisable and in the best interest of the Company to implement, finalise and give full effect to the Proposed Diversification.”

- 3 To transact any other business of which due notices shall have been given.**

By Order of the Board

CHEE WAI HONG (BC/C/1470)
HING POE PYNG (MAICSA 7053526)
Joint Company Secretaries

Penang
Dated: 12 June 2014

Notes:

1. A proxy may but need not be a member of the Company and the proxy need not be an advocate or an approved company auditor or a person approved by the Registrar of Companies and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies or more, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner 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 its holds.
3. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”) which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
4. The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
5. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
6. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 81 of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors (“ROD”) as at 16 May 2014 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.