



ENG KAH CORPORATION BERHAD

(Company No.: 435649-H)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Eng Kah Corporation Berhad ("ENKKAH" or the "Company") which is scheduled to be held at Merbah Room, Hotel Equatorial, No. 1, Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on Wednesday, 7 January 2015 at 11.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF ENKKAH ("PROPOSED ESOS")

"THAT, subject to and conditional upon the approvals of all relevant authorities, the Board of Directors of ENKKAH ("Board") be and is hereby authorised to establish, implement and administer an ESOS for the benefit of eligible employees and executive Directors of ENKKAH and its subsidiary companies, which are not dormant, who meet the criteria of eligibility for participation in the Proposed ESOS ("Eligible Person(s)") under which options will be granted to the Eligible Persons to subscribe for new ordinary shares of RM1.00 each in ENKKAH ("ENKKAH Shares") in accordance with the draft by-laws of the Proposed ESOS ("By-Laws") as set out in Appendix I of the circular to shareholders of the Company dated 9 December 2014 ("Circular"), and to adopt and approve the By-Laws;

THAT, the Board be and is hereby authorised to issue and allot from time to time such number of new ENKKAH Shares as may be required pursuant to the exercise of the options under the Proposed ESOS ("ESOS Option(s)") provided that the aggregate number of new ENKKAH Shares to be allotted and issued shall not exceed 15% of the total issued and paid-up share capital of ENKKAH (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS and that such new ENKKAH Shares arising from the exercise of the ESOS Options shall, upon allotment and issuance, rank *pari passu* in all respects with the existing issued and paid-up ENKKAH Shares, except that the new ENKKAH Shares will not be entitled to any dividends, rights, allotment and/ or other forms of distribution ("Distribution") that may be declared, made or paid to shareholders, for which the entitlement date for the Distribution precedes the date of which the new ENKKAH Shares are credited into the Central Depository System account with Bursa Malaysia Depository Sdn Bhd of the Eligible Persons who have accepted the offer, and such new ENKKAH Shares will be subject to the Articles of Association of the Company relating to transfer, transmission and otherwise of ENKKAH Shares;

THAT, the Board be and is hereby authorised to amend and/ or modify the Proposed ESOS from time to time as may be required/ permitted by the authorities or deemed to be necessary by the Board provided that such amendments and/ or modifications are effected in accordance with the provisions in the By-Laws relating to amendments and/ or modifications and to take all such acts and steps and to enter into such transactions, agreements, arrangements, undertakings, indemnities, transfers, assignments, deeds and/ or guarantees with any party or parties, to deliver and/ or cause to be delivered all such documents and to make such rules or regulations, or impose such terms and conditions or delegate part of its powers as may be necessary or expedient to implement, finalise and to give full effect to the Proposed ESOS."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF ESOS OPTIONS TO EWE ENG KAH, THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

"THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Ewe Eng Kah, the Chairman and Managing Director of the Company, ESOS Options to subscribe for such number of new ENKKAH Shares under the Proposed ESOS provided not more than 10 per centum of the new ENKKAH Shares of the Company available under the Proposed ESOS shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds 20 per centum or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO EWE KIM SIANG, THE EXECUTIVE DIRECTOR OF THE COMPANY

"THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Ewe Kim Siang, the Executive Director of the Company, ESOS Options to subscribe for such number of new ENKKAH Shares under the Proposed ESOS provided not more than 10 per centum of the new ENKKAH Shares available under the Proposed ESOS shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with her, holds 20 per centum or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF ESOS OPTIONS TO EWE WEE TING, THE EXECUTIVE DIRECTOR OF THE COMPANY

"THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Ewe Wee Ting, the Executive Director of the Company, ESOS Options to subscribe for such number of new ENKKAH Shares under the Proposed ESOS provided not more than 10 per centum of the new ENKKAH Shares available under the Proposed ESOS shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with him, holds 20 per centum or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF ESOS OPTIONS TO EWE WEI RU, THE EXECUTIVE DIRECTOR OF THE COMPANY

"THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Ewe Wei Ru, the Executive Director of the Company, ESOS Options to subscribe for such number of new ENKKAH Shares under the Proposed ESOS provided not more than 10 per centum of the new ENKKAH Shares available under the Proposed ESOS shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with her, holds 20 per centum or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF ESOS OPTIONS TO NEOH LAY HWA, A MAJOR SHAREHOLDER OF THE COMPANY AND A PERSON CONNECTED TO EWE ENG KAH, EWE KIM SIANG, EWE WEE TING AND EWE WEI RU

"THAT, subject to the passing of Ordinary Resolution 1 as well as the approvals of all relevant authorities, and for so long as this approval remains in force, approval be and is hereby given to the Board to offer and if such offer is accepted, to grant at any time and from time to time to Neoh Lay Hwa, the Executive Director of Eng Kah Enterprise Sdn Bhd and Eng Kah Enterprise (KL) Sdn Bhd (wholly-owned subsidiaries of the Company), ESOS Options to subscribe for such number of new ENKKAH Shares under the Proposed ESOS provided not more than 10 per centum of the new ENKKAH Shares available under the Proposed ESOS shall be allocated to any individual Eligible Person, who, either singly or collectively through persons connected with her, holds 20 per centum or more of the issued and paid-up share capital of the Company (excluding treasury shares);

AND THAT subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

By Order of the Board

Ch'ng Lay Hoon (MAICSA 0818580)
Company Secretary

Penang
9 December 2014

Notes:-

1. A member of the Company entitled to attend, speak and vote at the meeting is entitled to appoint one (1) or more proxies to attend, speak and vote in his/ her 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. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/ she specifies the proportions of his/ her shareholdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/ her attorney duly authorised in writing, or if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Penang, not less than 48 hours before the time stipulated for holding the Meeting.
6. For the purpose of determining a member who shall be entitled to attend, speak and vote at this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 31 December 2014. Only a depositor whose name appears on the Record of Depositors as at 31 December 2014 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and/ or vote on his/ her behalf.