



# EITA RESOURCES BERHAD

(Company No. 398748-T)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Nineteenth (19th) Annual General Meeting of EITA RESOURCES BERHAD will be held at Glenmarie Ballroom B, Holiday Inn Kuala Lumpur Glenmarie, 1, Jalan Usahawan U1/8, 40250 Shah Alam, Selangor Darul Ehsan on Tuesday, 24 March 2015 at 10.30 a.m. to transact the following businesses:-

### AGENDA

#### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 30 September 2014 together with the Reports of the Directors and Auditors thereon. **Please refer to Note (a)**
2. To approve the payment of a final dividend of 2.0 sen per share for the financial year ended 30 September 2014. **(Resolution 1)**
3. To approve the payment of Directors' fees for the financial year ended 30 September 2014. **(Resolution 2)**
4. To re-elect the following Directors who retire pursuant to Article 103 of the Company's Articles of Association:  
i) Mr. Chong Yoke Peng **(Resolution 3)**  
ii) Mr. Lee Peng Sian **(Resolution 4)**  
iii) Mr. Chia Lik Khai **(Resolution 5)**
5. To re-appoint Messrs. KPMG as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 6)**

#### AS SPECIAL BUSINESS:

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

##### 6. ORDINARY RESOLUTION 1

###### GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

**(Resolution 7)**

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next annual general meeting of the Company."

##### 7. ORDINARY RESOLUTION 2

###### PROPOSED SHARE BUY-BACK BY THE COMPANY OF UP TO 10% OF THE TOTAL ISSUED AND PAID-UP ORDINARY SHARE CAPITAL OF EITA RESOURCES BERHAD ("PROPOSED SHARE BUY-BACK")

**(Resolution 8)**

"THAT, subject always to the Companies Act, 1965 ("Act"), the provisions of the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the extent permitted by the law, to buy-back and/or hold such amount of ordinary shares of RM0.50 each in the Company ("Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions for such purposes as the Directors may deem fit and expedient in the interest of the Company provided that:-

- i. the aggregate number of Shares which may be purchased and/or held as treasury shares does not exceed 10% of the total issued and paid up share capital of the Company;
- ii. the maximum amount to be allocated for the share buy-back shall not exceed the retained profits and the share premium account of the Company;
- iii. the Shares purchased are to be treated in any of the following manner:-
  - a. cancel all or part of the purchased Shares; and/or
  - b. retain all or part of the purchased Shares as treasury shares; and/or
  - c. resell the treasury shares on Bursa Securities; and/or
  - d. distribute the treasury shares as share dividends to the shareholders of the Company for the time being.

AND THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:-

- o the conclusion of the next Annual General Meeting ("AGM") of the Company, unless by an ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- o the expiration of the period within which the next AGM after that date is required by law to be held; or
- o revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting of the Company, whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company of the Shares before the aforesaid expiry date and made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any other relevant government and/or regulatory authorities;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the Shares."

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

#### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS ALSO HEREBY GIVEN** that a final single tier dividend of 2.0 sen per share in respect of the financial year ended 30 September 2014, if approved by the shareholders at the Nineteenth (19th) Annual General Meeting of the Company, will be paid on 28 April 2015 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 10 April 2015.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- i. Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 10 April 2015 in respect of ordinary transfers; and
- ii. Shares bought on the Bursa Malaysia Securities Berhad on a cum-entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By order of the Board

**TEA SOR HUA** (MACS 01324)

**YONG YEN LING** (MAICSA 7044771)

Company Secretaries

Date: 2 March 2015

Petaling Jaya, Selangor Darul Ehsan

#### Notes:

- a) The Agenda No. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, Agenda No. 1 is not put forward for voting.
- b) A shareholder who is entitled to attend and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting in his stead. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- c) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 66(c) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 17 March 2015. Only members whose names appear in the General Meeting Record of Depositors as at 17 March 2015 shall be regarded as members and entitled to attend, speak and vote at the Nineteenth Annual General Meeting.
- d) A proxy may but need not be a member of the Company and the provisions of Sections 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- e) 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 the seal or under the hand of an officer or attorney duly authorised.
- f) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- g) Where a member of the Company is an exempt authorised nominee 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- h) To be valid, the instrument appointing a proxy must be deposited at the Registered Office of the Company at Third Floor, No. 79 (Room 4), Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.

#### EXPLANATORY NOTES TO SPECIAL BUSINESS

##### 1. General authority for the Directors to issue shares pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution 1 proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier.

This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) without having to convene a general meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the last annual general meeting held on 26 March 2014 and it will lapse at the conclusion of the Nineteenth Annual General Meeting of the Company.

##### 2. Proposed Share Buy-Back

The Ordinary Resolution 2 proposed under item 7 of the Agenda is to seek for shareholders' approval for the share buy-back by the Company and to empower the Directors to buy-back and/or hold up to a maximum of 10% of the Company's issued and paid-up share capital at any point of time by utilising the amount allocated which shall not exceed the total retained profits and/or share premium account of the Company. This authority unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next annual general meeting of the Company or the expiration of period within which the next annual general meeting is required by law to be held, whichever is earlier.

Please refer to the Circular to Shareholders in relation to the Proposed Share Buy-Back dated 2 March 2015 for further details.