

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of iDimension Consolidated Bhd (“iDimension” or the “Company”) will be held at Spring 1, Nilai Springs Resort, PT 4770, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan Darul Khusus on Friday, 19 June 2015 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 20% EQUITY INTEREST IN IDB INTERACTIVE SDN. BHD. (“IDB”) FOR A TOTAL PURCHASE CONSIDERATION OF RM5,000,000 TO BE SATISFIED VIA THE ISSUANCE OF 50,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN IDIMENSION CONSOLIDATED BHD (“IDIMENSION” OR THE “COMPANY”) (“IDIMENSION SHARES” OR “SHARES”) AT AN ISSUE PRICE OF RM0.10 PER IDIMENSION SHARE (“CONSIDERATION SHARES”) (“PROPOSED ACQUISITION”)

THAT, approvals being obtained from the relevant regulatory authorities and parties (where required), the Company be and is hereby authorised to acquire 1,000,000 ordinary shares of RM1.00 each representing 20% of the issued and paid-up share capital of IDB for a total consideration of RM5,000,000, to be satisfied entirely via the issuance of 50,000,000 new iDimension Shares, upon the terms and conditions as stated in the conditional share purchase agreement dated 9 March 2015 entered into between iDimension and Online E-Club Management Sdn. Bhd.;

THAT, approval be and is hereby given to the Company for the issuance of the Consideration Shares pursuant to the Proposed Acquisition and that the Consideration Shares to be issued shall, upon allotment and issue, rank *pari passu* in all respects with the existing issued iDimension Shares, except that they shall not be entitled to participate in any dividends, rights, allotments and/or any other distributions that may be declared, made or paid prior to the date of allotment of the Consideration Shares;

AND THAT the Directors of the Company be and is hereby authorised to take such steps, execute such documents and enter into any arrangements, agreements and / or undertakings with any party or parties as it may deem fit, necessary, expedient and / or appropriate in order to implement, finalise and / or give effect to the Proposed Acquisition with full powers to assent to any terms, conditions, modifications, variations and / or amendments or as a consequence of any such requirement or as may be deemed necessary and / or expedient in the best interest of the Company;

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF 247,462,179 WARRANTS IN IDIMENSION CONSOLIDATED BHD (“IDIMENSION” OR THE “COMPANY”) (“WARRANTS”), ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.10 EACH IN IDIMENSION (“IDIMENSION SHARES” OR “SHARES”) HELD BY ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF WARRANTS”)

THAT subject to the passing of Ordinary Resolution 1 and 3, Special Resolution and the approval of all relevant authorities or parties having been obtained, the Directors of the Company be and are hereby authorised to issue and allot 247,462,179 Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”), and to issue the Warrants by way of bonus to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the Entitlement Date on the basis of one (1) Warrant for every two (2) existing Shares held in the share capital of the Company;

THAT the exercise price of the Warrants be fixed at RM0.10 per Warrant subject to any adjustments in accordance with the terms and conditions of the Deed Poll and that the Directors of the Company be and are hereby authorised to allot and issue new iDimension Shares arising from the exercise of the subscription rights under the Warrants or any of them and such new iDimension Shares shall, upon payment of the full exercise price, allotment and issue, rank *pari passu* in all aspects with the existing iDimension Shares, save and except that the new iDimension Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution where the Entitlement Date precedes the relevant date of allotment and issuance of the new iDimension Shares;

THAT no fractional entitlements to the Warrants shall be issued, but fractional entitlements, if any, will be disregarded and/or shall be dealt with in such manner as the Directors of the Company shall in its absolute discretion deem fit and expedient in order to minimise the incidence of odd lots and in the best interests of the Company;

THAT approval be and is hereby given to the Directors of the Company to issue and allot additional Warrants as a consequence of any adjustments in accordance with the terms and conditions of the Deed Poll and to issue and allot further new iDimension Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants;

THAT the Directors of the Company be and each of them is hereby authorised to agree, finalise, enter into, execute and deliver for and on behalf of the Company the Deed Poll with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Directors of the Company or any of them and that subject to all provisions and adjustments contained in the Deed Poll, to assent to any modification and/or amendment to the exercise price, exercise period and number of Warrants as may be required or permitted to be revised as a consequence of the adjustments under the provisions of the Deed Poll, and to take all steps as the Directors or any of them may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Directors of the Company be, and each of them is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Bonus Issue of 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 acts and things in any manner as the Directors or any of them may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF IDIMENSION CONSOLIDATED BHD (“IDIMENSION” OR THE “COMPANY”) FROM RM50,000,000 COMPRISING 498,000,000 ORDINARY SHARES OF RM0.10 EACH IN IDIMENSION (“SHARES”) AND 20,000,000 REDEEMABLE CONVERTIBLE PREFERENCE SHARES OF RM0.01 EACH (“RCPS”) TO RM100,000,000 COMPRISING 998,000,000 SHARES AND 20,000,000 RCPS (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”);

THAT subject to the passing of Special Resolution and the approvals of the relevant authorities / parties (where required) being obtained, the authorised share capital of the Company be and is hereby increased from RM50,000,000 comprising 498,000,000 Shares and 20,000,000 RCPS to RM100,000,000 comprising 998,000,000 Shares and 20,000,000 RCPS;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interests of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as be required by the relevant authorities, and to take all steps and actions as the Directors of the Company may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Increase in Authorised Share Capital.”

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF IDIMENSION CONSOLIDATED BHD (“IDIMENSION” OR THE “COMPANY”) (“PROPOSED AMENDMENT”)

THAT subject to the passing of Ordinary Resolution 3, the amendment to the Memorandum and Articles of Association of the Company as set out in Section 5, Part A of the Circular to shareholders dated 28 May 2015 be and are hereby approved and adopted;

AND THAT the Directors of the Company be and are hereby authorised with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority / authorities to give effect to the Proposed Amendment and to take all such steps as they may deem necessary or expedient in the best interest of the Company to implement, finalise and give full effect to the Proposed Amendment.”

By Order of the Board
IDIMENSION CONSOLIDATED BHD

CHUA SIEW CHUAN (MAICSA 0777689)

CHIN MUN YEE (MAICSA 7019243)

Company Secretaries

Kuala Lumpur
28 May 2015

Notes:-

1. In respect of deposited securities, only member whose names appear in the Record of Depositors on 12 June 2015 shall be eligible to attend the meeting.
2. Any member entitled to attend and vote at the above meeting shall be entitled to appoint any person as his proxy to attend and vote instead of the member. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company and there shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting shall have the same rights as the member to speak at the meeting.
3. If the appointer is a corporation, this instrument appointing a proxy shall be in writing and must be under its Common Seal or under the hand of an officer or attorney duly authorized in that behalf.
4. Where a member of the Company is an exempt authorised nominee 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.
5. The instrument appointing a proxy must be deposited at the Registered Office at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the meeting or any adjournment thereof.