



SOLID AUTOMOTIVE BERHAD

(Company No.: 1016725-P)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Solid Automotive Berhad ("Solid" or the "Company") is scheduled to be held at Jupiter Function Hall, Starhill Golf & Country Club, KM 6.5, Jalan Kampung Maju Jaya, Kempas Lama, Skudai, 81300 Johor Bahru, Johor on Tuesday, 3 November 2015 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 82,500,000 WARRANTS IN SOLID ("WARRANT(S)") AT AN ISSUE PRICE OF RM0.20 PER WARRANT ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.50 EACH HELD IN SOLID ("SOLID SHARE(S)" OR "SHARE(S)") ON AN ENTITLEMENT DATE TO BE DETERMINED LATER

"THAT, subject to the passing of Ordinary Resolution 11, the Special Resolution and the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of the Company ("Board") for the following:-

- to provisionally allot and issue by way of a renounceable rights issue of up to 82,500,000 Warrants at an issue price of RM0.20 per Warrant on the basis of one (1) Warrant for every two (2) existing Solid Shares held by the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date");
- wherein each of the Warrant will carry the right to subscribe, subject to any adjustment in accordance with a deed poll ("Deed Poll") to be executed, at any time during the exercise period, for one (1) new Solid Share at an exercise price of RM0.50;
- to allot and issue such number of new Solid Shares pursuant to the exercise of the Warrants, from time to time during the tenure of the Warrants in accordance with the provisions of the Deed Poll;
- to allot and issue such further Warrants and new Solid Shares arising from the subscription of further Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/or as may be required by the relevant authorities; and
- to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad ("Bursa Securities") for the admission of the Warrants to the official list of Bursa Securities as well as the listing of and quotation for the Warrants and new Solid Shares which may from time to time be allotted and issued upon exercise of the Warrants.

THAT fractional entitlements of Warrants arising from the Proposed Rights Issue of Warrants shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT the proceeds of the Proposed Rights Issue of Warrants be utilised for the purposes as set out in the circular to shareholders of the Company dated 9 October 2015 ("Circular"), and the Directors be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/or expedient, subject to the approvals of the relevant authorities, where required;

THAT the new Solid Shares arising from the exercise of the Warrants will, upon issuance and allotment, rank *pari passu* in all respects with the existing Solid Shares, save and except that the new Solid Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments 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 issuance and allotment of the new Solid Share;

AND THAT the Board be and is hereby authorised to sign and execute all documents, including but not limited to the Deed Poll, do all things and acts as may be required to give effect to the aforesaid Proposed Rights 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 to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue of Warrants."

ORDINARY RESOLUTION 2

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

"THAT, subject to and conditional upon the approvals of all relevant authorities, the Board be and is hereby authorised to establish, implement and administer an ESOS for the benefit of eligible employees and executive Directors of Solid 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 Solid Shares in accordance with the draft by-laws of the Proposed ESOS ("By-Laws") as set out in Appendix II of the 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 Solid 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 Solid Shares to be issued and allotted and/or transferred shall not exceed 15% of the total issued and paid-up share capital of Solid at any point in time throughout the duration of the Proposed ESOS and that such new Solid Shares arising from the exercise of the ESOS Options shall, upon issuance and allotment, rank *pari passu* in all respects with the existing issued and paid-up Solid Shares, except that the new Solid Shares will not be entitled to any 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 Solid 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 Solid Shares will be subject to the Articles of Association of the Company relating to transfer, transmission and otherwise of Solid 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 3

PROPOSED ALLOCATION OF ESOS OPTIONS TO KER MIN CHOO, THE MANAGING DIRECTOR OF THE COMPANY

"THAT, subject to the passing of Ordinary Resolution 2 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 Ker Min Choo, the Managing Director of the Company, ESOS Options to subscribe for such number of new Solid Shares under the Proposed ESOS provided not more than 10 per centum of the new Solid 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, if any);

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 KER MONG KENG, THE EXECUTIVE DIRECTOR OF THE COMPANY

"THAT, subject to the passing of Ordinary Resolution 2 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 Ker Mong Keng, the Executive Director of the Company, ESOS Options to subscribe for such number of new Solid Shares under the Proposed ESOS provided not more than 10 per centum of the new Solid 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, if any);

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 KER MENG OI, THE EXECUTIVE DIRECTOR OF THE COMPANY

"THAT, subject to the passing of Ordinary Resolution 2 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 Ker Meng Oi, the Executive Director of the Company, ESOS Options to subscribe for such number of new Solid Shares under the Proposed ESOS provided not more than 10 per centum of the new Solid 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, if any);

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 ONG KHENG SWEE, THE EXECUTIVE DIRECTOR OF THE COMPANY

"THAT, subject to the passing of Ordinary Resolution 2 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 Ong Kheng Swee, the Executive Director of the Company, ESOS Options to subscribe for such number of new Solid Shares under the Proposed ESOS provided not more than 10 per centum of the new Solid 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, if any);

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 7

PROPOSED ALLOCATION OF ESOS OPTIONS TO KER SOO HA, A PERSON CONNECTED TO KER MIN CHOO, KER MONG KENG AND KER MENG OI

"THAT, subject to the passing of Ordinary Resolution 2 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 Ker Soo Ha, the Executive Director of Uni Point Marketing Sdn Bhd (an indirect subsidiary of the Company), ESOS Options to subscribe for such number of new Solid Shares under the Proposed ESOS provided not more than 10 per centum of the new Solid 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, if any);

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 8

PROPOSED ALLOCATION OF ESOS OPTIONS TO KER HONG, A PERSON CONNECTED TO KER MIN CHOO

"THAT, subject to the passing of Ordinary Resolution 2 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 Ker Hong, the Executive Director of Auto Empire Impex Pte Ltd (a wholly-owned subsidiary of the Company) and JBS Auto-Tech Sdn Bhd (an indirect subsidiary of the Company), ESOS Options to subscribe for such number of new Solid Shares under the Proposed ESOS provided not more than 10 per centum of the new Solid 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, if any);

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 9

PROPOSED ALLOCATION OF ESOS OPTIONS TO KER YUN, A PERSON CONNECTED TO KER MIN CHOO

"THAT, subject to the passing of Ordinary Resolution 2 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 Ker Yun, the Executive Director of Solid Autotech Sdn Bhd (formerly known as CMKS (Malaysia) Sdn Bhd) (a wholly-owned subsidiary of the Company), ESOS Options to subscribe for such number of new Solid Shares under the Proposed ESOS provided not more than 10 per centum of the new Solid 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, if any);

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 10

PROPOSED ALLOCATION OF ESOS OPTIONS TO KER SHILOONG, A PERSON CONNECTED TO KER MONG KENG

"THAT, subject to the passing of Ordinary Resolution 2 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 Ker Shilong, the Executive Director of Auto Empire Impex Pte Ltd (a wholly-owned subsidiary of the Company) and Twinco Far East Sdn Bhd (a wholly-owned subsidiary of the Company), ESOS Options to subscribe for such number of new Solid Shares under the Proposed ESOS provided not more than 10 per centum of the new Solid 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, if any);

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 11

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF SOLID FROM RM100,000,000 COMPRISING 200,000,000 SOLID SHARES TO RM500,000,000 COMPRISING 1,000,000,000 SOLID SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to and conditional upon the passing of Ordinary Resolution 1 and the Special Resolution and the approvals of all relevant authorities being obtained, the authorised share capital of the Company be and is hereby increased from RM100,000,000 comprising 200,000,000 Solid Shares to RM500,000,000 comprising 1,000,000,000 Solid Shares by the creation of additional 800,000,000 new Solid Shares."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF SOLID ("PROPOSED AMENDMENTS")

"THAT, subject to and conditional upon the passing of the Ordinary Resolutions 1 and 11 as well as the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum and Articles of Association of Solid in the following manner:-

Existing Article 3	Proposed amendment to Article 3
The authorized capital of the Company is Ringgit Malaysia RM100,000,000.00 divided into 200,000,000.00 ordinary shares of RM0.50 each.	The authorized capital of the Company is Ringgit Malaysia RM500,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.50 each.
The capital of the Company is RM100,000,000.00 divided into 200,000,000 ordinary shares of RM0.50 each. The Company shall have the power to increase or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or other special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, any preference shares may be issued on the terms that is, to be redeemed.	The capital of the Company is RM500,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.50 each. The Company shall have the power to increase or reduce its capital, to consolidate or sub-divide the shares into shares of larger or smaller amounts, and to divide the shares forming the capital (original, increased or reduced) of the Company into several classes and to attach thereto respectively, preferential, deferred or other special rights, privileges or conditions as may be determined by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, any preference shares may be issued on the terms that is, to be redeemed.

By Order of the Board

ANG MUI KIOW (LS0001886)
CHEN YEW TING (MAICSA 0869733)
Company Secretaries
Johor Bahru
9 October 2015

Notes:-

- A member entitled to attend, to speak and to vote at the meeting is entitled to appoint proxy(ies) (or in the case of a corporation, a duly authorised representative) to attend, to speak and to 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.
- 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 authorised Seal or under the hand of an officer or attorney duly authorised.
- 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.
- 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.
- 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.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notationally certified copy of that power or authority shall be deposited at the Registered Office of the Company at Suite 7E, Level 7, Menara Ansar, 65, Jalan Trus, 80000 Johor Bahru, Johor Darul Takzim, not less than 48 hours before the time appointed for holding the meeting.
- Only the members whose names appear on the Record of Depositors as at 26 October 2015 shall be entitled to attend, to speak and to vote at this meeting or appoint proxy(ies) to attend, to speak and to vote on their behalf.