

# SOLUTION

## SOLUTION ENGINEERING HOLDINGS BERHAD

(Company Registration Number: 654575-P)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Solution Engineering Holdings Berhad ("SEHB" or the "Company") will be held at Kinrara 1 Room, Kinrara Golf Club, Jalan Kinrara 6, Bandar Kinrara, 47100 Puchong, Selangor on Wednesday, 1 June 2016 at 10.30 a.m. or immediately following the conclusion or any adjournment thereof (as the case may be) of the twelfth (12<sup>th</sup>) Annual General Meeting of SEHB, which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

#### ORDINARY RESOLUTION

**PROPOSED BONUS ISSUE OF UP TO 101,345,000 NEW ORDINARY SHARES OF RM0.10 EACH IN SEHB ("SEHB SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP, TOGETHER WITH UP TO 101,345,000 FREE DETACHABLE WARRANTS, ON THE BASIS OF ONE (1) BONUS SHARE TOGETHER WITH ONE (1) WARRANT FOR EVERY TWO (2) EXISTING SEHB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF SHARES WITH WARRANTS")**

**"THAT** subject to the approvals of all relevant authorities or parties (where required) being obtained, the Board of Directors of the Company ("Board") be and is hereby authorised to issue up to 101,345,000 Bonus Shares together with up to 101,345,000 Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants ("Deed Poll") to the shareholders of the Company whose names appear on 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, on the basis of one (1) Bonus Share together with one (1) Warrant for every two (2) existing SEHB Share held;

**THAT** the Board be and is authorised to fix the exercise price of the Warrants which in any event, shall not be lower than the par value of SEHB Shares of RM0.10 each;

**THAT** fractional entitlements, arising from the Proposed Bonus Issue of Shares with Warrants, if any, will be disregarded and shall be dealt with by the Board in such manner at its absolute discretion as it may deem fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company;

**THAT** the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll, with full power to implement and to give effect to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

**THAT** the Board be and is hereby authorised to issue and allot such appropriate number of new SEHB Shares arising from the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

**THAT** the Bonus Shares and new SEHB Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issue, rank *pari passu* in all respects with the then existing SEHB Shares in issue, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the said Bonus Shares or new SEHB Shares;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Shares with Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares with Warrants."

#### BY ORDER OF THE BOARD

**ONG WHEE TIONG (MAICSA NO: 0739672)**

Company Secretary

Kuala Lumpur

17 May 2016

#### Notes:-

- (1) Depositors whose names appear in the Record of Depositors as at 25 May 2016 shall be regarded as members of the Company entitled to attend, speak and vote at the Extraordinary General Meeting.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint one or more (but not more than three (3)) proxies, each representing a minimum of 100 shares held by the member to vote on his behalf. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply. Where a member appoints two (2) or more proxies to attend and vote at the meeting, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (3) 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.
- (4) Where a member of the Company is an exempt authorised nominee as defined under the SICDA which is exempted from compliance with the provisions of Subsection 25(A)(1) of the SICDA, of 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 authorized nominee may appoint in respect of each omnibus account it holds.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an attorney duly authorised.
- (6) The instrument appointing a proxy and the power of attorney or other attorney (if any), under which it is signed or notarially certified copy thereof, shall be deposited at the Registered Office of the Company at Suite 705, Block A, Kelana Business Centre, 97, Jalan SS 7/2, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the Extraordinary General Meeting or any adjournment thereof.