

## NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of the Company will be held at Cantonment Room, Lobby Level, Evergreen Laurel Hotel Penang, 53 Persiaran Gurney, 10250 Penang, on Monday, 29 May 2017 at 10.30 am for the following purposes :-

### AGENDA

#### As Ordinary Business:

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| 1. To receive the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2016 together with Auditors' Report thereon.  | <b>Please refer to Explanatory Note</b> |
| 2. To approve the payment of a single tier first and final dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2016.  | <b>Resolution 1</b>                     |
| 3. To approve the payment of Directors' fees and Directors' benefits of RM145,000.00 for the financial year ended 31 December 2016.   | <b>Resolution 2</b>                     |
| 4. To approve the payment of Directors' fees and Directors' benefits of RM145,000.00 for the financial year ending 31 December 2017.  | <b>Resolution 3</b>                     |
| 5. To re-elect Mr Poh Chee Kwan who retires in accordance with the Company's Constitution (Article 114(1) of the Articles of Association of the Company as adopted before the commencement of the Companies Act, 2016). | <b>Resolution 4</b>                     |
| 6. To re-elect Mr Chuah Poh Lim who retires in accordance with the Company's Constitution (Article 114(1) of the Articles of Association of the Company as adopted before the commencement of the Companies Act, 2016). | <b>Resolution 5</b>                     |
| 7. To re-elect Ms Chan Gooi Yew who retires in accordance with the Company's Constitution (Article 118 of the Articles of Association of the Company as adopted before the commencement of the Companies Act, 2016).    | <b>Resolution 6</b>                     |
| 8. To re-appoint Messrs KPMG PLT as auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.   | <b>Resolution 7</b>                     |

#### As Special Business :

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

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| <p><b>9. ORDINARY RESOLUTION<br/>         AUTHORITY TO ISSUE SHARES</b></p> <p>"THAT pursuant to Section 75 and Section 76 of the Companies Act, 2016, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year 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 the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."</p>  | <b>Resolution 8</b>  |
| <p><b>10. ORDINARY RESOLUTION<br/>         RETENTION OF DATO' KHOR AH HUA @ KHOR CHOO FONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY</b></p> <p>"THAT approval be and is hereby given to Dato' Khor Ah Hua @ Khor Choo Fong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in compliance with the recommendation of Malaysian Code on Corporate Governance 2012."</p>   | <b>Resolution 9</b>  |
| <p><b>11. ORDINARY RESOLUTION<br/>         PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE</b></p> <p>"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("Ewein Group") to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature of Ewein Group with specified classes of Related Parties (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) as specified in Section 2.4 of the Circular, which are necessary for the day-to-day operations of Ewein Group provided that the transactions are in the ordinary course of business and are carried out at arms' length basis on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public as well as are not detrimental to the minority shareholders of the Company and such approval, shall continue to be in force until:-</p> <p>(a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time the mandate will lapse, unless the mandate is renewed by a resolution passed at that meeting;</p> <p>(b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or</p> <p>(c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting; whichever is earlier.</p> <p>AND THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution."</p> | <b>Resolution 10</b> |
| 12. To transact any other business for which due notices shall have been given in accordance with the Companies Act, 2016.  |                      |

By Order of the Board,

**Chee Wai Hong (BC/C/1470)**

Company Secretary  
 Penang

Date: 30 April 2017

#### Notes:

- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. Where a member appoints two (2) proxies or more, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner 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 its holds.  
*An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.*
- The Form of Proxy must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
- If the appointor is a corporation, the form must be executed under its Common Seal or under the hand of its attorney.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Company's Constitution (8T of the Articles of Association of the Company as adopted before the commencement of the Companies Act, 2016) and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 19 May 2017 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
- All resolutions as set out in this notice of Eleventh Annual General Meeting are to be voted by poll.

#### Explanatory Note on Ordinary Business

##### Item 1 of the Agenda

To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.

The item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require shareholders' approval for the audited financial statements. Therefore, this item will not be put forward for voting.

##### Resolution 3 – Payment of Directors' fees and Directors' benefits

Resolution 3 is to facilitate payment of Directors' fees and Directors' benefits on current financial year basis, calculated based on the number of scheduled Board and Committee meetings for 2017 and assuming that all Directors will hold office until the end of the financial year. In the event the Directors' fees and Directors' benefits proposed is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees and benefits to meet the shortfall.

#### Explanatory Note on Special Business

##### Resolution 8 – Authority to issue shares pursuant to Section 75 & 76 of the Companies Act, 2016

The proposed Ordinary Resolution 8, if passed, is primarily to renew the mandate to give authority to the Board of Directors to issue and allot shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being, at any time in their absolute discretion without convening a general meeting. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, 10,000,000 new ordinary shares pursuant to the Private Placement were issued pursuant to the mandate granted to the Directors at the last annual general meeting held on 31 May 2016. The total proceeds of RM7,550,000.00 from private placement exercise has been fully utilised for repayment of bank borrowings and expenses in relation to the Private Placement exercise. A renewal of this authority is being sought at the Eleventh Annual General Meeting under proposed Ordinary Resolution 8.

The renewal mandate if granted will provide flexibility to the Company for the allotment of shares for the purpose of fund raising activities including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

##### Resolution 9 – Retention of Dato' Khor Ah Hua @ Khor Choo Fong as an Independent Non-Executive Director of the Company

The Nominating Committee have assessed the independence of Dato' Khor Ah Hua @ Khor Choo Fong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

- He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- He is able to provide independent judgment, objectively and check and balance to the Board.
- He has performed his duties and responsibilities diligently and in the best interest of the Company without being subjected to the influence of Management.
- He devotes sufficient time and attention to his professional obligations for an informed and balanced decision making.

##### Resolution 10 – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Resolution 10, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties which are necessary for the Group's day-to-day operations and are in the ordinary course of business which carried out on an arm's length basis based on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. The details of the proposal are set out in the Circular to Shareholders dated 30 April 2017.

## STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming Annual General Meeting.

The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the proposed resolution 8 as stated in the Notice of Annual General Meeting of the Company for the details.

## NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that a Single Tier First and Final Dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2016, if approved, will be paid on 18 August 2017 to depositors registered in the Record of Depositors at the close of business on 19 July 2017.

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

- Shares transferred into the depositor's securities account before 4.00 p.m. on 19 July 2017.
- Shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board,

**Chee Wai Hong (BC/C/1470)**

Company Secretary  
 Penang

Date: 30 April 2017