



SOLID AUTOMOTIVE BERHAD

(Company No.: 1016725-P)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Solid Automotive Berhad ("Solid" or the "Company") which is scheduled to be held at PLO 436, Jalan Gangsa, Kawasan Perindustrian Pasir Gudang, 81700 Pasir Gudang, Johor, Malaysia on Tuesday, 24 October 2017 at 12.30 p.m., or immediately following the conclusion or adjournment of the Fifth (5th) Annual General Meeting and the Extraordinary General Meeting on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature of the Company, scheduled to be held at the same venue and on the same date at 10.00 a.m. and 11.30 a.m. respectively, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY 1 EXISTING ORDINARY SHARE IN SOLID ("SOLID SHARE(S)" OR "SHARE(S)") INTO 2 ORDINARY SHARES IN SOLID ("SPLIT SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("SPLIT ENTITLEMENT DATE") ("PROPOSED SHARE SPLIT")

"**THAT**, subject to the passing of Ordinary Resolution 2, and the approvals of all relevant regulatory authorities or persons being obtained, where required, approval be and is hereby given to the Board of Directors of the Company ("Board") to subdivide 1 existing Solid Share, held by the shareholders of Solid whose names appear in the Record of Depositors of the Company as at the Split Entitlement Date, into 2 Split Shares;

THAT, fractional entitlements of the Split Shares arising from the Proposed Share Split, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT, upon subdivision, the Split Shares shall, upon allotment and issuance, rank *pari passu* in all respects with each other;

AND THAT, the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Share Split with full powers to assent to any conditions, variations, modifications, termination and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Split."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 82,500,000 NEW SPLIT SHARES ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF 1 BONUS SHARE FOR EVERY 6 SPLIT SHARES HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED SHARE SPLIT ("BONUS ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")

"**THAT**, subject to the passing of Ordinary Resolution 1, and the approvals of all relevant authorities or persons being obtained, where required, in respect of the listing of and quotation for up to 82,500,000 Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board be and is hereby authorised to capitalise a total sum of up to RM20.63 million from the share premium account of the Company for the purposes of the Proposed Bonus Issue;

THAT the Board be and is hereby authorised to apply such capitalisation sum and to issue up to 82,500,000 Bonus Shares to be credited as fully paid-up and such new Bonus Shares be allotted to the shareholders of the Company whose names appear in the Record of Depositors as at the Bonus Entitlement Date, which is intended to be on the same date as the Split Entitlement Date, on the basis of 1 Bonus Share for every 6 Split Shares held in the Company on the Bonus Entitlement Date;

THAT, fractional entitlements of the Bonus Shares arising from the Proposed Bonus Issue, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT, the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing Solid Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotment and/ or any other forms of distribution ("Distribution") that may be declared for which the entitlement date for the Distribution precedes the date of allotment and issuance of the Bonus Shares;

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

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF SOLID ("PROPOSED ESOS")

"**THAT**, subject to and conditional upon the approvals of all relevant authorities or persons, 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 number of issued shares 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 Solid Shares, except that the new Solid Shares will not be entitled to any dividends, rights, allotment and/ or any 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 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/ Constitution 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 4

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

"**THAT**, subject to the passing of Ordinary Resolution 3 as well as the approvals of all relevant authorities or persons, 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 total number of issued shares of the Company;

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 MONG KENG, THE EXECUTIVE DIRECTOR OF THE COMPANY

"**THAT**, subject to the passing of Ordinary Resolution 3 as well as the approvals of all relevant authorities or persons, 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 total number of issued shares of the Company;

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 KER MENG OI, THE EXECUTIVE DIRECTOR OF THE COMPANY

"**THAT**, subject to the passing of Ordinary Resolution 3 as well as the approvals of all relevant authorities or persons, 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 total number of issued shares of the Company;

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 ONG KHENG SWEE, THE EXECUTIVE DIRECTOR OF THE COMPANY

"**THAT**, subject to the passing of Ordinary Resolution 3 as well as the approvals of all relevant authorities or persons, 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 total number of issued shares of the Company;

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 SOO HA, A PERSON CONNECTED TO KER MIN CHOO, KER MONG KENG AND KER MENG OI

"**THAT**, subject to the passing of Ordinary Resolution 3 as well as the approvals of all relevant authorities or persons, 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, Treasurer of Solid Corporation 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 her, holds 20 per centum or more of the total number of issued shares of the Company;

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 HONG, A PERSON CONNECTED TO KER MIN CHOO

"**THAT**, subject to the passing of Ordinary Resolution 3 as well as the approvals of all relevant authorities or persons, 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, Head – Procurement and Quality Assurance of Solid Corporation 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 total number of issued shares of the Company;

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 YUN, A PERSON CONNECTED TO KER MIN CHOO

"**THAT**, subject to the passing of Ordinary Resolution 3 as well as the approvals of all relevant authorities or persons, 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, International Sales Executive of Solid Corporation 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 total number of issued shares of the Company;

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

"**THAT**, subject to the passing of Ordinary Resolution 3 as well as the approvals of all relevant authorities or persons, 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, Executive Director / General Manager of Auto Empire Impex Pte Ltd (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 total number of issued shares of the Company;

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 12

PROPOSED ALLOCATION OF ESOS OPTIONS TO KER KEDDY, A PERSON CONNECTED TO KER BOON KEE (A SUBSTANTIAL SHAREHOLDER OF SOLID AND SIBLING OF KER MIN CHOO, KER MONG KENG AND KER MENG OI)

"**THAT**, subject to the passing of Ordinary Resolution 3 as well as the approvals of all relevant authorities or persons, 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 Keddy, Executive Director of Twincor 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 total number of issued shares of the Company;

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 13

PROPOSED ALLOCATION OF ESOS OPTIONS TO KER KAI XIANG, A PERSON CONNECTED TO KER BOON KEE (A SUBSTANTIAL SHAREHOLDER OF SOLID AND SIBLING OF KER MIN CHOO, KER MONG KENG AND KER MENG OI)

"**THAT**, subject to the passing of Ordinary Resolution 3 as well as the approvals of all relevant authorities or persons, 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 Kai Xiang, Sales and Marketing Director (Domestic) of Solid Corporation 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 total number of issued shares of the Company;

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 14

PROPOSED ALLOCATION OF ESOS OPTIONS TO KER VERENA, A PERSON CONNECTED TO KER BOON KEE (A SUBSTANTIAL SHAREHOLDER OF SOLID AND SIBLING OF KER MIN CHOO, KER MONG KENG AND KER MENG OI)

"**THAT**, subject to the passing of Ordinary Resolution 3 as well as the approvals of all relevant authorities or persons, 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 Verena, International Sales Administration Manager of Solid Corporation 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 her, holds 20 per centum or more of the total number of issued shares of the Company;

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."

By Order of the Board

ANG MUJ KIW (LS0001886)
CHEN YEW TING (MAICSA 0869733)
Company Secretaries

Johor Bahru
9 October 2017

Notes:-

1. A member of the Company entitled to attend, participate, speak and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. 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 Seal or under the hand of an officer or attorney duly authorised. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
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 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. Where a Member or authorised nominee appoints two (2) proxies, or where an Exempt Authorised Nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
6. All forms of proxy must be deposited at the Registered Office of the Company situated at Suite 7E, Level 7, Menara Ansar, 65, Jalan Trus, 80000 Johor Bahru, Johor, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 13 October 2017 shall be eligible to attend the meeting or appoint a proxy to attend, participate, speak and vote on his behalf.