

ASIA BRANDS

ASIA BRANDS BERHAD

(Company No. 22414-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Asia Brands Berhad (“**ABB**” or the “**Company**”) will be held at the Main Hall, Lot 10449, Jalan Nenas, Batu 4½, Kampung Jawa, 41000 Klang, Selangor Darul Ehsan on 1 March 2018 at 9.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolution, with or without any modifications:

ORDINARY RESOLUTION

PROPOSED ISSUANCE AND ALLOTMENT OF 37,206,586 NEW ORDINARY SHARES IN ASIA BRANDS BERHAD (“ABB”) (“ABB SHARE(S)”) REPRESENTING APPROXIMATELY 31.99% OF THE ENLARGED ISSUED SHARE CAPITAL OF ABB TO TRACKLAND SDN BHD AT AN ISSUE PRICE OF RM0.741 PER ABB SHARE (“SUBSCRIPTION SHARES”) IN ACCORDANCE WITH THE CONDITIONAL SHARE SUBSCRIPTION AGREEMENT DATED 12 DECEMBER 2017 (“SUBSCRIPTION AGREEMENT”) (“PROPOSED SHARE ISSUANCE”)

“**THAT** subject to the approval of the relevant authority and/or parties being obtained (where required) approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to issue and allot the Subscription Shares representing approximately 31.99% of the enlarged issued share capital of ABB at the issue price of RM0.741 per Subscription Share to Trackland Sdn Bhd in accordance with the Subscription Agreement;

THAT approval be and is hereby given for the Company to utilise the proceeds from the Proposed Share Issuance for the purposes set out in the circular dated 12 February 2018, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit, necessary, expedient and/or appropriate and in the best interests of the Company;

THAT the Subscription Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the existing ABB Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or distributions that may be declared, made or paid for which the entitlement date is before the date of allotment of such Subscription Shares;

AND THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary and expedient, and to take all such necessary steps to give effect to the Proposed Share Issuance with full powers to consent to and to adopt such conditions, variations, modifications, and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Share Issuance or as the Board may deem necessary or expedient, and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Issuance in the best interests of the Company.”

BY ORDER OF THE BOARD ASIA BRANDS BERHAD

CHUA SIEW CHUAN (MAICSA 0777689)

MAK CHOOI PENG (MAICSA 7017931)

Company Secretaries

Kuala Lumpur

Malaysia

12 February 2018

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 February 2018 (“**General Meeting Record of Depositors**”) shall be entitled to attend, speak and vote at this Meeting.
2. A member entitled to attend and vote at this Meeting is entitled to appoint any person as his proxy to attend and to vote instead of him. A proxy appointed to attend and vote at this Meeting shall have the same rights as the member to speak at the Meeting.
3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
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 with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member is an authorised nominee as defined in the Securities Industry (Central Depository) Act, 1991, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. If a corporation is a member of the Company, it may vote by any person authorised by resolution of its directors or other governing body to act as its representative at any meeting in accordance with Article 75 of the Company’s Articles of Association.
7. 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 such appointor be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorised and shall be deposited with the power of attorney or other authority (if any) at the registered office of the Company at Lot 10449, Jalan Nenas, Batu 4½, Kampung Jawa, 41000 Klang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding this Meeting or adjourned meeting at which the person named in such proxy proposes to vote and in default the proxy shall not be treated as valid. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.