

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Eden Inc. Berhad (“Eden” or “Company”) will be held at Banquet Hall, Persatuan Alumni Universiti Malaya (PAUM) Clubhouse, Lot 10476, Jalan Susur Damansara (Jalan Damansara Lama), 50480 Kuala Lumpur, Wilayah Persekutuan on Thursday, 26 July 2018 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ISSUANCE OF UP TO 155,681,135 WARRANTS IN EDEN (“FREE WARRANTS”) ON THE BASIS OF ONE (1) FREE WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES IN EDEN (“EDEN SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED FREE WARRANTS ISSUE”)

“THAT, subject to the approval of all relevant authorities, approval be and is hereby given to the Company to issue up to 155,681,135 Free Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on the Entitlement Date (“Entitled Shareholders”), on the basis of one (1) Free Warrant for every two (2) existing Eden Shares held in the Company on the Entitlement Date;

THAT approval be and is hereby given to the Board of Directors of the Company (“Board”) to allot and issue new Eden Shares pursuant to the exercise of the Free Warrants;

THAT the Board be and is hereby authorised to enter into and execute the deed poll constituting the Free Warrants (“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 Free Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects 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 terms and conditions of the Deed Poll;

THAT the Board be and is hereby authorised to allot and issue such appropriate number of Free Warrants in accordance with the provisions of the Deed Poll, including any additional Free Warrants as may be required or permitted to be issued as consequences of any adjustments in accordance with the provisions in the Deed Poll (“Additional Free Warrants”);

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new Eden Shares arising from the exercise of the Free Warrants by the holders of the Free Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new Eden Shares arising from the exercise of subscription rights represented by the Additional Free Warrants;

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

THAT the new Eden Shares to be issued upon exercise of the Free Warrants and/or the Additional Free Warrants shall, upon allotment and issuance rank *pari passu* in all respects with the existing Eden Shares, save and except that the new Eden Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid which the entitlement date precedes the date of allotment and issuance of the new Eden Shares to be allotted and issued pursuant to the exercise of the Free Warrants;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Free Warrants Issue with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and to take all steps and do all acts and things in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Free Warrants Issue.”

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF REDEEMABLE CONVERTIBLE NOTES WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO RM60.0 MILLION CONVERTIBLE INTO A MAXIMUM OF 500,000,000 CONVERSION SHARES AT THE MINIMUM CONVERSION PRICE OF RM0.12 PER SHARE (“PROPOSED NOTES ISSUE”)

“THAT, subject to the approval of all relevant authorities, approval be and is hereby given to the Company to:

- (i) issue up to RM60.0 million nominal value of Notes, convertible into new Eden Shares at a conversion price to be determined in accordance with the terms and conditions of the Notes; and
- (ii) allot and issue such number of new Eden Shares pursuant to the conversion of the Notes, from time to time during the tenure of the Notes, credited as fully paid-up, to or to the order of the Notes in accordance with the terms and conditions of the Notes;

THAT such new Eden Shares to be issued arising from the conversion of the Notes, shall, upon allotment and issue, be listed on the Main Market of Bursa Malaysia Securities Berhad and rank *pari passu* in all respects with the then existing Eden Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the relevant date of allotment of the new Eden Shares;

AND THAT the Board be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to do all acts and things, as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Notes Issue with full powers to sign and execute all documents, make applications to authorities and regulatory bodies for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by the relevant authorities and to do all such acts and things in any manner as they may deem necessary or expedient and/or appropriate to implement, finalise and give full effect to the Proposed Notes Issue.”

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)
YEOW SZE MIN (MAICSA 7065735)

Joint Company Secretaries
Kuala Lumpur
29 June 2018

NOTES:

- i. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 July 2018 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the Meeting.
- ii. A member entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies at the Meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- iii. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- iv. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- v. 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.
- vi. The instrument appointing a proxy must be deposited at the office of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
- vii. Pursuant to Paragraph 8.29A of the Bursa Malaysia Securities Berhad’s Main Market Listing Requirements, all resolutions set out in this Notice will be put to vote by way of poll.