



**ELSOFT RESEARCH BERHAD**  
(Company No. 617504-K)  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of Elsoft Research Berhad ("**Elsoft**" or "**Company**") will be held at Conference Room of our Company, Plot 85B, Lintang Bayan Lepas 9, Bayan Lepas Industrial Park, Phase 4, 11900 Penang on Friday, 26 October 2018 at 10.00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:-

### ORDINARY RESOLUTION 1

**PROPOSED BONUS ISSUE OF UP TO 56,405,699 NEW ORDINARY SHARES ("**SHARES**") ("**BONUS SHARES**") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FIVE (5) EXISTING SHARES HELD ON THE ENTITLEMENT DATE TO BE DETERMINED LATER ("**PROPOSED BONUS ISSUE**")**

**"THAT**, subject to the passing of Ordinary Resolution 2 below and subject to the approval of all relevant authorities or parties, including but not limited to the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for up to 56,405,699 Bonus Shares on the Main Market of Bursa Securities, the Board of Directors of Elsoft ("**Board**") be and is hereby authorised to issue up to 56,405,699 Bonus Shares to be credited as fully paid-up to all shareholders of the Company whose name appear in the Record of Depositors of the Company as at the close of business on a date to be determined and announced later by the Board, on which the entitled shareholders are entitled to the Proposed Bonus Issue of up to 56,405,699 Bonus Shares ("**Entitlement Date**") , on the basis of one (1) Bonus Share for every five (5) existing Shares held in the Company on the Entitlement Date;

**THAT**, the Board be and is hereby authorised to capitalise the sum of up to RM5,640,570 from the share premium account of the Company for the purpose of the Proposed Bonus Issue;

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

**THAT** the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with each other, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid where the entitlement date precedes the date of allotment of the Bonus Shares; and

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all 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 Proposed Bonus Issue."

### ORDINARY RESOLUTION 2

**PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) ORDINARY SHARE ("**SHARE**") HELD AFTER THE PROPOSED BONUS ISSUE INTO TWO (2) SHARES ("**SUBDIVIDED SHARES**") ("**PROPOSED SHARE SPLIT**")**

**"THAT**, subject to the passing of Ordinary Resolution 1 above and subject to the approval of all relevant authorities or parties being obtained including but not limited to the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the Subdivided Shares on the Main Market of Bursa Securities, the Board of Directors of Elsoft ("**Board**") be and is hereby authorised to subdivide every one (1) Share held after the Proposed Bonus Issue into two (2) Subdivided Shares held by shareholders of Elsoft whose name appear in the Record of Depositors of the Company as at the close of business on a date to be determined and announced later by the Board;

**THAT** the fractional entitlements of the Subdivided Shares, if any, be dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and in the best interest of the Company;

**THAT** the Subdivided Shares shall upon allotment and issue, rank equally in all respects with the existing Elsoft Shares; and

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Share Split with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit, necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Share Split."

By Order of the Board

**Datuk Tan Leh Kiah (MAICSA 0719692)**  
**Ooi Yoong Yoong (MAICSA 7020753)**  
Company Secretaries

Penang  
27 September 2018

#### Notes:-

- (i) A member may appoint any person to be his proxy. There is no restriction as to the qualification of the proxy.
- (ii) A member of the Company entitled to attend and vote at the meeting is entitled to appoint two (2) or more proxies to attend and vote at the same meeting. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
- (iii) Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (iv) 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 the corporation's seal or under the hand of an officer or attorney duly authorised.
- (v) Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 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.
- (vi) Where a Member of the Company is an exempt authorised nominee as defined under the Central Depositories Act, 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.
- (vii) To be valid, the proxy form duly completed must be deposited at the Registered Office, 39, Salween Road 10050 Penang not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting.
- (viii) Only a depositor whose name appears on the Record of Depositors of the Company, as at 18 October 2018 shall be entitled to attend this Extraordinary General Meeting or appoint proxies to attend, speak and/or vote on his/ her behalf.
- (ix) Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of EGM will be put to vote on a poll.