



EKA Noodles Berhad

(Company No. 583565-U)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of EKA Noodles Berhad ("EKA" or the "Company") will be held at Lot 208, Phase II, Kuala Keti Industrial Estate, 09300 Kuala Keti, Kedah Darul Aman on Monday, 14 January 2019 at 11:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT OF THE CONSTITUTION OF THE COMPANY ("PROPOSED CONSTITUTION AMENDMENTS")

"THAT approval be and is hereby given to amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix A of Part B of the Circular to Shareholders dated 21 December 2018 with immediate effect.

AND THAT the Board of Directors of the Company ("Board") be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

SPECIAL RESOLUTION 2

PROPOSED RECONSTRUCTION OF THE COMPANY'S FINANCIAL POSITION INVOLVING THE REDUCTION OF THE COMPANY'S SHARE CAPITAL; CANCELLATION OF THE COMPANY'S ENTIRE SHARE PREMIUM ACCOUNT AND SET-OFF OF THE COMPANY'S ENTIRE CAPITAL RESERVE PURSUANT TO SECTION 116 OF THE COMPANIES ACT, 2016 ("ACT") COLLECTIVELY, THE "PROPOSED CAPITAL RECONSTRUCTION";

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 as well as the confirmation by the High Court of Malaysia pursuant to Section 116 of the Act, the Board be and is hereby given the authority and approval to reduce the ordinary share capital of the Company via the cancellation of 90% of the issued share capital, the cancellation of the entire share premium of the Company of RM3,600,000 and the set-off of the entire capital reserve account of the Company of RM4,837,366 (or in such event that any amount standing to the credit of the Company's share premium account and capital redemption reserve shall become part of the Company's share capital pursuant to the Act, to reduce such share capital of the Company to RM4,680,000). The credit arising from the share capital reduction, share premium cancellation and the capital reserve account set-off is to be utilised to set off the accumulated losses of the Company and the remaining balance (if any) will be credited to the capital reserve of the Company which shall then be utilised in a manner to be determined by the Board at a later date and in the best interest of the Company as permitted by the relevant and applicable laws;

AND THAT the Board be and is hereby authorised to take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effect to the Proposed Capital Reconstruction with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or permitted by the High Court of Malaysia and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company."

ORDINARY RESOLUTION 1

PROPOSED SCHEME OF ARRANGEMENT AND COMPROMISE PURSUANT TO SECTION 366 OF THE ACT IN RESPECT OF THE AMOUNTS OWING TO THE SCHEME CREDITORS AGGREGATING RM78,083,654 AS AT 30 SEPTEMBER 2017 TO BE SATISFIED BY CASH PROCEEDS OF RM38,153,512 AND THE ISSUANCE OF UP TO 139,755,494 NEW ORDINARY SHARES IN EKA ("SETTLEMENT SHARES") AT AN ISSUE PRICE OF RM0.05 PER SETTLEMENT SHARE AMOUNTING TO RM6,987,775 ("PROPOSED DEBT RESTRUCTURING SCHEME");

"THAT, subject to the passing of the Special Resolution 2, Ordinary Resolution 2 and Ordinary Resolution 3, the sanction of the High Court of Malaysia as well as the approval of all relevant regulatory authorities or parties being obtained (if required), including but not limited to the approval-in-principle of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the Settlement Shares to be issued, the Board be and is hereby authorised to:-

- (i) undertake the Proposed Debt Restructuring Scheme which will be implemented through a scheme of arrangement with the scheme creditors (subject to proof of debts) made pursuant to Section 366 of the Act; and
- (ii) allot and issue up to 139,755,494 Settlement Shares in EKA at an issue price of RM0.05 per Settlement Share upon the terms and conditions as set out in the scheme of arrangement with the scheme creditors;

THAT the Settlement Shares shall, upon allotment, issuance and (where applicable) full payment, rank pari passu in all respects with the then existing issued ordinary shares in EKA ("EKA Shares" or "Shares"), save and except that the holders of such Settlement Shares shall not be entitled to any dividends, rights, allotment and/or other distributions which may be declared, made or paid to shareholders of the Company, the entitlement date of which is prior to the date of allotment of the Settlement Shares;

AND THAT the Board be and is hereby authorised to take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effect to the Proposed Debt Restructuring Scheme with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or permitted by the High Court of Malaysia and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,160,000,000 NEW ORDINARY SHARES IN EKA ("RIGHTS SHARES") TOGETHER WITH UP TO 1,296,000,000 FREE DETACHABLE WARRANTS IN EKA ("WARRANTS B") ON THE BASIS OF 5 RIGHTS SHARES TOGETHER WITH 3 WARRANTS B FOR EVERY 1 EXISTING ORDINARY SHARE IN EKA ("EKA SHARES") SUBSCRIBED BY THE ENTITLED SHAREHOLDERS OF EKA AT AN ISSUE PRICE OF RM0.05 PER EKA SHARE AND AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT subject to the passing of the Special Resolution 2, Ordinary Resolution 1 and Ordinary Resolution 3 as well as the approval of all relevant regulatory authorities or parties being obtained (if required), including but not limited to the approval-in-principle of Bursa Securities for the listing and quotation of the Right Shares, Warrants B and the new Shares to be issued pursuant to the conversion of Warrants B, the Board be and is hereby authorised to:-

- (i) Provisionally allot and issue by way of a renounceable rights issue of up to 2,160,000,000 Rights Shares at an issue price of RM0.05 per Rights Share together with up to 1,296,000,000 free Warrants B at an exercise price of RM0.05 per Warrant B to the Shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board ("Entitlement Date") ("Entitlement Shareholders"), and/or their renouncee(s), on the basis of 5 Rights Shares with 3 free Warrants B for every 1 existing Share;
- (ii) Enter into and execute the deed poll ("Deed Poll") and to do all acts, deeds and things as they deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll wherein each of the Warrant B will carry the rights to subscribe, subject to any adjustment in accordance with Deed Poll to be executed, at any time during the "Exercise Period" as defined in the Deed Poll, for 1 new Share at the exercise price RM0.05 per Warrant B;
- (iii) Allot and issue such number of additional Warrants pursuant to adjustments as provided under the Deed Poll ("Additional Warrants") and to adjust from time to time the exercise price of the Warrants B as a consequence of the adjustments under the provisions of the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (if required); and
- (iv) Allot and issue such number of new Shares to the holders of the Warrants B upon the exercise of the relevant Warrants B to subscribe for new Shares during the tenure of Warrants B, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants and such adjustments in accordance with the provisions of the Deed Poll.

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renouncee(s) shall be made available for excess applications in such manner and to such persons ("Excess Applicants") as the Board shall determine at its absolute discretion;

THAT the Rights Shares, Warrants B and the new Shares to be issued pursuant to the exercise of Warrants B shall be listed on the Main Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in Section 3 of Part A of the Circular to Shareholders dated 21 December 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 may deem fit, necessary and/or expedient in the best interests of the Company, subject (where required) to the approval of the relevant authorities;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause delivered for an on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interest of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants in order to implement and give full effect to the Proposed Rights Issue with Warrants;

THAT the Rights Shares shall, upon allotment, issuance and (where applicable) full payment, rank pari passu in all respects with the then existing issued Shares, save and except that the holders of such Right Shares shall not be entitled to any dividends, rights, allotment and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment of the Right Shares;

THAT the new Shares to be issued pursuant to the exercise of Warrants B (including the Additional Warrants, if any) shall, upon allotment, issuance and full payment of the exercise price of Warrants B (or the Additional Warrants, if any), rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment of such new Shares arising from the exercise of Warrants B (including the Additional Warrants, if any);

AND THAT this Ordinary Resolution constitutes specific approval for the issuance of Shares and securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants B (including Additional Warrants, if any) and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been allotted and issued in accordance with the term of the Proposed Rights Issue with Warrants."

ORDINARY RESOLUTION 3

PROPOSED ACQUISITION OF 5,500,002 ORDINARY SHARES IN KEPALA BATAS BIHUN SDN BHD ("KBB"), REPRESENTING THE ENTIRE ISSUED SHARE CAPITAL IN KBB FOR A PURCHASE CONSIDERATION OF RM55,000,000 TO BE SATISFIED BY CASH OF RM33,000,000 AND THE ISSUANCE OF 440,000,000 NEW EKA SHARES ("CONSIDERATION SHARES") AT AN ISSUE PRICE OF RM0.05 PER EKA SHARE AMOUNTING TO RM22,000,000 ("PROPOSED ACQUISITION")

THAT, subject to the passing of the Special Resolution 2, Ordinary Resolution 1 and Ordinary Resolution 2, approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Company to acquire the entire equity interest in KBB comprising 5,500,002 ordinary shares from Leo Seng Pang, Tai Poh Yak, Ang Eng Hooi, Phtuah Farm Farm, Ang Jin Mao and Dato' Seri Mr Sern Juthamongkhon ("collectively, referred as "Vendors") for a total purchase consideration of RM55,000,000 to be satisfied by RM33,000,000 in cash and RM22,000,000 via the issuance of 440,000,000 new EKA Shares at an issue price of RM0.05 per Consideration Share, upon such terms and conditions set out in the Conditional Share Purchase Agreement dated 27 February 2018 entered into between the Vendors and EKA and as varied by the supplemental agreements dated 31 May 2018 and 11 October 2018 respectively ("SPA").

THAT authority be and is hereby given to the Board to assent to any modification to the SPA and to sign and execute any other ancillary agreements and documents in relation thereto (as may be amended from time to time by further agreement between the parties) in connection with the Proposed Acquisition, for and on behalf of the Company **AND THAT** in order to implement, complete and give full effect to the Proposed Acquisition, authority be and his hereby given to the Board to give full effect to the Proposed Acquisition with full powers to do or procure to be done all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and take all such decisions as they may in their absolute discretion deem fit, necessary, expedient or appropriate in the best interest of the Company and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party of parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement finalise and give full effect to and complete the Proposed Acquisition with full powers to assent to any arrangements, conditions, modifications, variations and/or amendments thereto as the Board may deem fit and/or as may be imposed by any relevant authorities in connection with the Proposed Acquisition."

By order of the Board

P'NG CHIEW KEEM (MAICSA 7026443)

TAN TONG LANG (MAICSA 7045482)

Secretaries

Penang

Date: 21 December 2018

Notes on appointment of proxy:-

- (1) A proxy may but need not be a member of the Company.
- (2) For a proxy to be valid, the Form of Proxy duly completed must be deposited at the registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 24 hours before the time appointed for the taking of the poll or at any adjournment thereof.
- (3) A member shall be entitled to appoint one (1) or more proxies to attend and vote instead of him at the same meeting and where a member appoints more than one (1) proxy to vote at the same meeting, such appointment shall be invalid unless he specify the proportion of his shareholding to be represented by each proxy.
- (4) Where a member is an exempt authorised nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
- (5) In the case of a corporate member, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- (6) For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 31 December 2018. Only depositors whose name appears on the Record of Depositors as at 31 December 2018 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- (7) Pursuant to Paragraph 8.29A of the Listing Requirements of Bursa Securities, all the resolutions set out in the Notice of EGM will be put to vote by poll.