



SOLUTION GROUP BERHAD

(formerly known as Solution Engineering Holdings Berhad)

Registration No. 200401016072 (654575-P)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Solution Group Berhad (formerly known as Solution Engineering Holdings Berhad) ("SGB" or the "Company") will be convened and held at PT 13796 Jalan Tekno Usahawan 2, Technology Park Malaysia, 57000 Kuala Lumpur, Wilayah Persekutuan on Saturday, 21 December 2019 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF A PIECE OF FREEHOLD LAND MEASURING APPROXIMATELY 6.82 ACRES WHICH FORMS PART OF THE LAND HELD UNDER GRN 582919, LOT 165091, MUKIM PULAI, DAERAH JOHOR BAHRU, JOHOR DARUL TAKZIM UPON WHICH IS ERECTED WITH A PARTIALLY COMPLETED BIO-CHEMICAL PROCESSING PLANT FOR A CASH CONSIDERATION OF RM18.00 MILLION ("PROPOSED LAND ACQUISITION")

"**THAT** subject to the passing of Ordinary Resolution 2 & 3 and subject to the fulfilment of all conditions precedent for the Proposed Land Acquisition, approval be and is given to the wholly owned subsidiary of SGB, Solviron Sdn Bhd (formerly known as Solution E & E Technology Sdn Bhd) ("Solviron") to acquire the Land for a total cash consideration of RM18,000,000, subject to the terms and conditions as stipulated in the SPA dated 21 August 2019 entered between Solviron and Malaysia Bio-Xcell Sdn Bhd;

AND THAT the Board of SGB and/or Solviron be and are hereby authorised to sign and execute all documents to give effect to the Proposed Land Acquisition 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 to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Land Acquisition."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION OF MACHINERY AND EQUIPMENT FOR A CASH CONSIDERATION OF RM7.00 MILLION ("PROPOSED MACHINERY ACQUISITION")

"**THAT** subject to the passing of Ordinary Resolution 1 & 3 and subject to the fulfilment of all conditions precedent for the Proposed Machinery Acquisition, approval be and is given to the wholly owned subsidiary of SGB, Solviron to acquire the machinery and equipment located and installed on the Land for a total cash consideration of RM7,000,000, subject to the terms and conditions as stipulated in the SPA dated 21 August 2019 entered between Solviron and Malaysia Bio-Xcell Sdn Bhd;

AND THAT the Board of SGB and/or Solviron be and are hereby authorised to sign and execute all documents to give effect to the Proposed Machinery Acquisition 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 to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Machinery Acquisition."

ORDINARY RESOLUTION 3

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESSES OF SGB AND ITS SUBSIDIARIES ("SGB GROUP" or "GROUP") TO INCLUDE THE PRODUCTION OF LACTIC ACID ("PROPOSED DIVERSIFICATION")

"THAT subject to the passing of Ordinary Resolution 1 & 2, approval be and is hereby given for the proposed diversification of the existing businesses of the Group to include the production of lactic acid, which might reasonably be expected to result in either:-

- (a) the diversion of 25.0% or more of the net assets of the SGB Group to an operation which differs widely from those operations previously carried on; or
- (b) the contribution from such an operation of 25.0% or more of the net profits of the SGB Group, pursuant to Rule 10.13 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Diversification."

BY ORDER OF THE BOARD

SIEW SUET WEI (MAICSA 7011254)

LIM YEN TENG (LS 0010182)

Joint Secretaries

Kuala Lumpur

6 December 2019

Notes:

- (1) Depositors whose names appear in the Record of Depositors as at 16 December 2019 shall be regarded as members of the Company entitled to attend, speak and vote at the EGM.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint two (2) proxies, each representing a minimum of 100 shares held by the member to vote on his behalf. A proxy may but need not be a member of the Company. Where a member appoints two (2) proxies to attend and vote at the meeting, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (3) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, ("SICDA") it may appoint at least one (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.
- (4) Where a member of the Company is an exempt authorised nominee as defined under the SICDA which is exempted from compliance with the provisions of Subsection 25(A)(1) of the SICDA, of 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) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an attorney duly authorised.
- (6) The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or notarially certified copy thereof, shall be deposited at the Share Registrar's office of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the timeset for holding the EGM or any adjournment thereof.
- (7) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice shall be put to vote by poll.