



EKA NOODLES BERHAD

Registration No. 200201015902 (583565-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 17th Annual General Meeting ("AGM") of EKA Noodles Berhad will be held at Lot 208, Phase II, Kuala Ketil Industrial Estate, 09300 Kuala Ketil, Kedah Darul Aman on Friday, 21 August 2020 at 11.00 a.m. for the following purposes:-

A G E N D A

Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of Directors and Auditors thereon. | Please refer to Note 8 |
| 2. To re-elect Mr. Ang Eng Hooi, a Director who retires in accordance with Article 125 of the Company's Constitution and who, being eligible, offers himself for re-election. | Resolution 1 |
| 3. To re-elect Mr. Lim Kuang Hee, a Director who retires in accordance with Article 125 of the Company's Constitution and who, being eligible, offers himself for re-election. | Resolution 2 |
| 4. To re-elect Encik Saffie Bin Bakar, a Director who retires in accordance with Article 125 of the Company's Constitution and who, being eligible, offers himself for re-election. | Resolution 3 |
| 5. To approve the payment of Directors' fees for the financial year ending 31 December 2019. | Resolution 4 |
| 6. To approve the payment of Directors' benefits up to an amount not exceeding RM30,000 from 22 August 2020 until the conclusion of the next AGM of the Company. | Resolution 5 |
| 7. To re-appoint Messrs. STYL Associates PLT as auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. | Please refer to Note 10
Resolution 6 |

Special Business

To consider and if thought fit, to pass with or without any modifications the following ordinary resolutions:-

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| 8) AUTHORITY TO ISSUE SHARES
"THAT, subject to the approvals of the regulatory authorities, the Board of Directors of the Company be hereby authorised pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued does not exceed 20% of the total number of issued shares of the Company.
AND THAT any Executive Director and/or Secretary of the Company be hereby authorised to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the additional shares to be issued and to do all such acts and things necessary to give full effect to such transactions as authorised by this resolution.
AND THAT, such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company." | Resolution 7
Please refer to Note 11 |
| 9) To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016. | |

By Order of the Board,

P'NG CHIEW KEEM (MAICSA 7026443)

TAN TONG LANG (MAICSA 7045482)

Company Secretaries

Penang

Date: 30 June 2020

NOTES ON APPOINTMENT OF PROXY

- For the purpose of determining a member who shall be entitled to attend the AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 14 August 2020. Only Depositors whose name appears on the Record of Depositors as at 14 August 2020 shall be entitled to attend the AGM or appoint proxies to attend and/or vote on his behalf.
- A proxy may but need not be a member of the Company.
- For a proxy to be valid, the proxy form 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 48 hours before the time for holding the meeting or adjournment thereof, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll. The proxy form transmitted by facsimile or electronic mail will not be accepted.
- A member shall be entitled to appoint up to a maximum of 2 proxies to attend and vote instead of him at the same meeting and where a member appoints 2 proxies to vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("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.
- Where a member is an Exempt Authorised Nominee, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of 2 proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- In the case of a corporate member, the proxy form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

NOTES ON ORDINARY BUSINESS

- The Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the shareholders' approval for the Audited Financial Statements. Hence, the Agenda 1 is not put forward for voting.
- Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai is retiring by rotation in accordance with Article 118 of the Company's Constitution as a Director of the Company at the forthcoming 17th AGM and he had indicated to the Board that he is not seeking for re-election as a Director of the Company. Upon his retirement at the conclusion of the 17th AGM, Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai shall cease as the Non-Independent Non-Executive Chairman of the Company.
The Board would like to thank Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai for his support, commitment and invaluable contributions to the Group.
- The Resolution 5, if passed, will enable the Company to pay meeting allowances and other benefits to non-executive directors of the Company in accordance with Section 230(1) of the Companies Act 2016.

NOTES ON SPECIAL BUSINESS

- The Resolution 7, if passed, will enable the Directors to allot and issue shares in the Company up to an amount not exceeding 20% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting will expire at the conclusion of the next AGM ("20% General Mandate").
The Directors are of the view that the 20% General Mandate is in the best interest of the Company and the shareholders as it will provide additional flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares to meet the funding requirements such as working capital and/or operational expenditure of the Company, expeditiously and efficiently during this challenging time to ensure long-term sustainability and interest of the Company and its shareholders.
As at the date of this notice, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES)

- No individuals are standing for election as directors at the forthcoming 17th Annual General Meeting of the Company.
- The profiles of the Directors who are standing for re-election in Agenda 2, 3 and 4 of the Notice of the 17th Annual General Meeting of the Company are set out in the Directors' Profile section of this Annual Report.
- The details of the Directors' interests in the securities of the Company as at 19 June 2020 are set out in the Statistic of Shareholdings section of this Annual Report.
- The Resolution 7 tabled under Special Business as per the Notice of 17th Annual General Meeting of the Company dated 30 June 2020 is a renewal of general mandate granted by shareholders of the Company at the last Annual General Meeting held on 30 May 2019.
The Directors, decided to seek a higher general mandate under paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) of the Company for issuance of new securities ("20% General Mandate").
The Directors are of the view that the 20% General Mandate is in the best interest of the Company and the shareholders as it will provide additional flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares to meet the funding requirements such as working capital and/or operational expenditure of the Company, expeditiously and efficiently during this challenging time to ensure long-term sustainability and interest of the Company and its shareholders.
As at the date of notice of meeting, the Directors have not issued any shares pursuant to the general mandate granted at the last Annual General Meeting of the Company.