



ENG KAH CORPORATION BERHAD

(Registration No. 199701020152 (435649-H))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Eng Kah Corporation Berhad ("Eng Kah" or the "Company") will be held at Fullerton Suite, Level 5, Victory Annexe Wing, Eastern & Oriental Hotel, 10, Lebuh Farquhar, 10200 Penang on Tuesday, 23 March 2021 at 11.00 a.m. for the purpose of considering and if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 52,759,618 NEW ORDINARY SHARES IN ENG KAH ("ENG KAH SHARES") ("BONUS SHARES") ON THE BASIS OF TWO (2) BONUS SHARES FOR EVERY THREE (3) EXISTING ENG KAH SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF SHARES")

"THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to issue and allot up to 52,759,618 Bonus Shares to the shareholders of the Company who are registered as a member and whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on the Entitlement Date to be determined by the Board and announced by the Company at a later date, on the basis of two (2) Bonus Shares for every three (3) existing Eng Kah Share held;

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

THAT the Bonus Shares shall, upon issuance and allotment, rank equally in all respects with the then existing Eng Kah Shares, save and except that they will not be entitled to any dividend, right, allotment and/or any other distribution that may be declared, made or paid prior to the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Bonus Issue of Shares with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company.

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF UP TO 39,569,713 FREE WARRANTS IN ENG KAH ("WARRANTS B") ON THE BASIS OF ONE (1) WARRANT B FOR EVERY TWO (2) EXISTING ENG KAH SHARES HELD ON THE ENTITLEMENT DATE ("PROPOSED FREE WARRANTS ISSUE")

THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to issue and allot up to 39,569,713 Warrants B (with an exercise price to be determined at a later date) to the shareholders of the Company who are registered as a member and whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on the Entitlement Date to be determined by the Board and announced by the Company at a later date, on the basis of one (1) Warrant B for every two (2) existing Eng Kah Shares held, in accordance with the provisions of the Deed Poll B constituting the Warrants B to be executed by the Company ("**Deed Poll B**");

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll B with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company subject to the provisions contained in the Deed Poll B, and with full powers for the Board to implement, finalise and give full effect to the Deed Poll B;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of Warrants B in accordance with the provisions of the Deed Poll B and where required, to adjust the exercise price and/or the number of the Warrants B to be issued (including, without limitation, any additional Warrants B as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll B;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new Eng Kah Shares pursuant to the exercise of the Warrants B or additional Warrants B issued pursuant to adjustments as provided for under the Deed Poll B by the Warrants B holders in accordance with the provisions of the Deed Poll B;

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

THAT the new Eng Kah Shares to be issued and allotted arising from the exercise of the Warrants B shall, upon issuance and allotment, rank equally in all respects with the then existing Eng Kah Shares, save and except that they will not be entitled to any dividend, right, allotment and/or any other distribution that may be declared, made or paid prior to the date of allotment of such new Eng Kah Shares to be issued arising from the exercise of the Warrants B;

THAT the Board be and is hereby authorised to utilise the proceeds to be raised from the exercise of the Warrants B for such purposes and in such manner as set out in Section 2.2.5 of the Circular to shareholders of the Company dated 2 March 2021, and the Board be authorised with full powers to vary the manner and/or purpose of the utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Free Warrants Issue with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company."

By Order of the Board

CH'NG LAY HOON (MAICSA 0818580) (SSM PC. No.: 201908000494)

Company Secretary

Penang

2 March 2021

Notes:

1. A member entitled to attend, participate, speak and vote at the EGM of the Company shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote for him. A proxy may but need not be a member of the Company.
2. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 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.
3. Where a member, an authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy in the Form of Proxy.
4. The duly completed Form of Proxy must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the EGM of the Company PROVIDED that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, Provided Always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
5. If the appointor is a corporation, 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. In respect of deposited securities, only members whose names appear on the Record of Depositors on 16 March 2021 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the EGM of the Company or appoint proxy(ies) to attend, participate, speak and vote on his behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will be put to vote by way of poll.



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(Registration No. 199701020152 (435649-H))
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FORM OF PROXY

No. of shares held	
CDS account no.	

I/ We _____ *NRIC/ Passport / Company No. _____
(FULL NAME IN BLOCK CAPITAL)

of _____
(FULL ADDRESS)

and telephone no./ email address _____ being *a member/ members

of **Eng Kah Corporation Berhad (199701020152 (435649-H))** hereby appoint _____

_____ *NRIC/ Passport No. _____
(FULL NAME IN BLOCK CAPITAL)

of _____
(FULL ADDRESS)

or failing *him/ her _____ *NRIC/ Passport No. _____
(FULL NAME IN BLOCK CAPITAL)

of _____
(FULL ADDRESS)

or failing *him/ her the Chairman of the Meeting as *my/ our proxy/ proxies to attend, participate, speak and vote for *me/ us on *my/ our behalf at the Extraordinary General Meeting of Eng Kah Corporation Berhad ("**Company**") which will be held at Fullerton Suite, Level 5, Victory Annexe Wing, Eastern & Oriental Hotel, 10, Lebuhr Farquhar, 10200 Penang on Tuesday, 23 March 2021 at 11.00 a.m.

*My/ our proxy is to vote as indicated below:-

RESOLUTIONS	FOR	AGAINST
ORDINARY RESOLUTION 1 – PROPOSED BONUS ISSUE OF SHARES		
ORDINARY RESOLUTION 2 – PROPOSED FREE WARRANTS ISSUE		

Please mark with "X" in either box if you wish to direct the proxy how to vote. If no mark is made the proxy may vote on the resolutions or abstain from voting as the proxy thinks fit.

* *Strike out whichever is not desired*

Signature of Member(s)/ Common Seal

Date: _____

The proportion of *my/our shareholdings to be represented by the proxies are as follows:	
First proxy	%
Second proxy	%
Total	100%

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1. A member entitled to attend, participate, speak and vote at the EGM of the Company shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote for him. A proxy may but need not be a member of the Company.
2. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 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.
3. Where a member, an authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy in the Form of Proxy.
4. The duly completed Form of Proxy must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the EGM of the Company PROVIDED that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided Always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
5. If the appointor is a corporation, 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. In respect of deposited securities, only members whose names appear on the Record of Depositors on 16 March 2021 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the EGM of the Company or appoint proxy(ies) to attend, participate, speak and vote on his behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will be put to vote by way of poll.