



EA HOLDINGS BERHAD
(Registration No. 200901034925 (878041-A))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of EA Holdings Berhad (“EAH” or the “Company”), which will be held as a fully virtual meeting conducted through live streaming and remote voting using the remote participation and voting facilities at the online meeting platform of Vote2U Online provided by Agmo Digital Solutions Sdn Bhd (“AGMO”) in Malaysia via its website at <https://web.vote2u.my> on Thursday, 11 November 2021 at 11:00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification the resolutions as set out in this notice.

SPECIAL RESOLUTION

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF EAH PURSUANT TO SECTION 115(A) READ TOGETHER WITH SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED CAPITAL REDUCTION”)

“**THAT**, subject to all approvals being obtained from the relevant authorities and/ or parties, if applicable, including but not limited to the confirmation by the High Court of Malaya pursuant to Section 115(a) of the Act read together with Section 116 of the Act, approval be and is hereby given to the Company to implement the Proposed Capital Reduction and reduce the issued share capital of the Company via the cancellation of RM99.50 million of the issued share capital of the Company and that the credit arising from such share capital reduction shall be used to eliminate the accumulated losses of the Company;

THAT, the surplus credit that is in excess of what is required towards offsetting the accumulated losses of the Company after the elimination of the Company’s accumulated losses pursuant to the Proposed Capital Reduction, if any, shall be credited to the capital reserve account of the Company, which shall be applied towards setting off future losses and save for the mentioned purpose, the amount standing to the credit of the capital reserve account shall not be distributable without leave of the High Court of Malaya;

AND THAT, the board of directors of EAH (“**Board**”) be and is hereby authorised to with full powers to take all such steps as they may deem necessary to:-

- (i) assent to any conditions, modifications, variations as may be imposed or permitted by the relevant authorities and/or the High Court of Malaya;
- (ii) lodge the order of the High Court of Malaya referred to in this Special Resolution with the Companies Commission of Malaysia on such date the Board may determine; and
- (iii) approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Capital Reduction in the best interest of the Company with full power to assent to any conditions, variation, modifications and/or amendments in any manner as may be required by any relevant authorities and/or the High Court of Malaya, the relevant and applicable laws or deemed necessary or desirable by the Board.”

ORDINARY RESOLUTION

PROPOSED ISSUANCE OF 1,100,000,000 NEW ORDINARY SHARES OF EAH (“SUBSCRIPTION SHARE(S)”) (REPRESENTING APPROXIMATELY 21.7% EQUITY INTEREST IN EAH) TO VINVEST CAPITAL HOLDINGS BERHAD (FORMERLY KNOWN AS VIVOCOM INTL HOLDINGS BERHAD) (“VINVEST”) AT AN ISSUE PRICE OF RM0.0211 PER SUBSCRIPTION SHARE FOR A TOTAL CONSIDERATION OF RM23,210,000, TO BE FULLY SATISFIED VIA THE ISSUANCE OF 62,645,075 NEW ORDINARY SHARES OF VINVEST (“CONSIDERATION SHARE(S)”) AT AN ISSUE PRICE OF RM0.3705 PER CONSIDERATION SHARE (“PROPOSED SHARES ISSUANCE”)

“**THAT**, subject to all approvals being obtained from the relevant authorities and/ or parties being obtained in respect of the Proposed Shares Issuance, approval be and is hereby given for the Company to allot and issue 1,100,000,000 Subscription Shares, representing approximately 21.7% equity interest in EAH, at an issue price of RM0.0211 per Subscription Share to VinVest for a total subscription consideration of RM23,210,000.

THAT, the total subscription consideration of RM23,210,000 will be fully satisfied via the issuance of 62,645,075 Consideration Share at an issue price of RM0.3705 per Consideration Share, in accordance with the terms and conditions of the subscription agreement dated 5 May 2021, as amended by, the supplemental agreement dated 28 July 2021 entered into between EAH and VinVest.

THAT, the Board be and are hereby authorised to sign and execute all documents, do all things and act as may be required to give full effect to the aforesaid Proposed Shares Issuance with full power to assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required by the relevant authorities to deal with all matters relating thereto and take such steps and do all acts and things in any manner as the Board deem fit or expedient to implement, finalise and give full effect to the Proposed Shares Issuance.”

By Order of the Board,
EA HOLDINGS BERHAD

TAN KAH KOON SSM PC No. 201908001500 (MAICSA 7066666)
Company Secretary

Kuala Lumpur, Malaysia
18 October 2021

Notes:-

1. Following the Government’s directive and in accordance with the revised SC Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued on 16 July 2021, this meeting shall be conducted online and all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders shall participate in the meeting via the online platform. The online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act provided that the online platform is located in Malaysia.
2. Shareholders/ proxies **WILL NOT BE PHYSICALLY PRESENT** at the Broadcast Venue on the day of the meeting.
3. Shareholders of the Company are to attend, participate, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely at the meeting via the Remote Participation and Voting Facilities (“RPV”) provided by Agmo Digital Solutions Sdn Bhd (“AGMO”) via its Vote2U Online website at <https://web.vote2u.app>. Please follow the Procedures for RPV provided in the Administrative Details for the meeting and read the notes below in order to participate remotely via RPV.
4. A shareholder of the Company who is entitled to attend, participate, speak and vote at the meeting via RPV is entitled to appoint one (1) or more proxies to attend, participate, speak and vote in his/ her stead. Where a shareholder appoints more than one (1) proxy in relation to the meeting, the appointments shall be invalid unless he/ she specifies the proportions of his/ her holding to be represented by each proxy. The proxy may but need not be a shareholder of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting shall have the same rights as the shareholder to speak at the meeting.
5. Where a shareholder of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) 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.
6. A shareholder of the Company who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this meeting via RPV must request his/ her proxy to register himself/ herself for RPV at Vote2U Online website at <https://web.vote2u.app>. Please follow the Procedures for RPV in the Administrative Details for the meeting.
7. The appointment of a proxy may be made by electronic means or in a hard copy form in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote:
 - (i) By electronic form
The Form of Proxy can be submitted via fax at 03-2770 8166 or email to eah.meeting@gmail.com or by electronically lodged.
Online via Vote2U Online
Register via Vote2U Online website at <https://web.vote2u.app> (applicable to individual shareholders only). Kindly refer to the Administrative Details on the procedures for Electronic Lodgement of Form of Proxy via Vote2U Online.
 - (ii) In hard copy form
In the case of an appointment made in hard copy form, the Form of Proxy must be deposited with the Registered Office of the Company at 29-2, Level 29, Oval Damansara, 685, Jalan Damansara, Taman Tun Dr. Ismail, 60000 Kuala Lumpur.
8. Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.
9. Last date and time for lodging the Form of Proxy is Wednesday, 10 November 2021, at 11:00 a.m.
10. Any authority pursuant to which such an appointment is made by a power of attorney or appointment of corporate representative must be deposited with the Registered Office of the Company at 29-2, Level 29, Oval Damansara, 685, Jalan Damansara, Taman Tun Dr. Ismail, 60000 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notariarily and/ or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
11. For the purpose of determining a shareholder who shall be entitled to attend the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 89 of the Company’s Constitution and Section 34(1) of the SICDA to issue a General Meeting Record of Depositors as at Tuesday, 2 November 2021. Only a depositor whose name appears therein shall be entitled to participate the said meeting or appoint a proxy to attend, participate, speak and/ or vote on his/ her stead.