

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of Ewein Berhad (“Ewein” or the “Company”) will be conducted on a fully virtual basis via the online meeting platform at Meeting Room, Suite 1-01-02, Menara IJM Land, No. 1, Lebuhr Tunku Kudin 3, 11700 Gelugor, Pulau Pinang on Friday, 28 June 2024 at 11.00 a.m. or immediately following the conclusion or adjournment of the 18th Annual General Meeting of our Company which will be conducted through the same online meeting platform and on the same date at 10.00 a.m., whichever is later, 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 BY DELIGHT ISLAND SDN BHD (“DISB”), A WHOLLY-OWNED INDIRECT SUBSIDIARY OF EWEIN, OF A PARCEL OF VACANT INDUSTRIAL LAND FORMED BY 14 CONTIGUOUS LOTS LOCATED IN SEBERANG PERAI UTARA, PULAU PINANG FROM MAGNUM HERITAGE SDN BHD (“MHSB”), A RELATED PARTY, FOR A TOTAL CASH CONSIDERATION OF APPROXIMATELY RM25.84 MILLION (“PROPOSED LAND ACQUISITION”)

“THAT subject to the fulfilment of conditions precedent as stipulated in the conditional sale and purchase agreement dated 26 March 2024 entered into between DISB and MHSB for the Proposed Land Acquisition and the approvals of the relevant authorities being obtained, where required, approval is hereby given for Ewein to undertake the Proposed Land Acquisition.

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to act, for and on behalf of the Company, and to take all such steps and do all such acts, matters and things as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Land Acquisition and all agreements entered into pursuant to the Proposed Land Acquisition with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Land Acquisition, and to assent to any condition, modification, variation and/or amendment relating to the Proposed Land Acquisition as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit.”

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY EWEIN OF THE ENTIRE EQUITY INTEREST OF VS SOLUTION SERVICES SDN BHD (“VSS”) FROM OOI ENG LEONG, GOH KIANG TENG, GOH YIN ZE AND CHEW TIEN KEE (COLLECTIVELY REFERRED TO AS THE “VSS VENDORS”) FOR A TOTAL PURCHASE CONSIDERATION OF RM32,000,000, TO BE SATISFIED VIA A COMBINATION OF CASH CONSIDERATION OF RM15,999,580 AND THE ALLOTMENT AND ISSUANCE OF 17,978,000 NEW ORDINARY SHARES IN EWEIN (“CONSIDERATION SHARE(S)”) AT AN ISSUANCE PRICE OF RM0.89 PER CONSIDERATION SHARE, AMOUNTING TO RM16,000,420 (“PROPOSED VSS ACQUISITION”)

“THAT subject to approvals of all relevant authorities in respect of the listing and quotation for 17,978,000 Consideration Shares on the Main Market of Bursa Malaysia Securities Berhad, and/ or parties being obtained, approval be and is hereby given to the Company to acquire 500,000 ordinary shares of VSS, representing 100% of the entire equity interest in VSS from the VSS Vendors for a total purchase consideration of RM32,000,000 to be satisfied via a combination of RM15,999,580 in cash and RM16,000,420 via the allotment and issuance of the Consideration Shares to the VSS Vendors, in accordance with the terms and conditions of the share sale agreement dated 15 May 2024 entered into between Ewein and the VSS Vendors pursuant to the Proposed VSS Acquisition.

THAT such Consideration Shares shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that the Consideration Shares will not be entitled to any dividends, rights, allotment and/ or other forms of distributions where the entitlement date of such dividends, rights, allotments and/ or any other forms of distribution precedes the date of allotment and issuance of the Consideration Shares.

AND THAT the Board be and is hereby authorised to act, for and on behalf of the Company, and to take all such steps and do all such acts, matters and things as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed VSS Acquisition with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed VSS Acquisition, and to assent to any condition, modification, variation and/ or amendment relating to the Proposed VSS Acquisition as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit.”

ORDINARY RESOLUTION 3

PROPOSED DIVERSIFICATION INTO THE PROVISION OF WORKERS’ DORMITORY ACCOMMODATION AND MANPOWER MANAGEMENT RELATED SERVICES (“PROPOSED DIVERSIFICATION”)

“THAT subject always to the relevant approvals being obtained, approval be and is hereby given to the Board to diversify the Group’s existing business operations to include the provision of workers’ dormitory accommodation and manpower management related services;

AND THAT the Board be and is hereby authorised to act, for and on behalf of the Company, and to take all such steps and do all such acts, matters and things as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Diversification, with full powers to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Diversification, and to assent to any condition, modification, variation and/or amendment relating to the Proposed Diversification as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit.”

By Order of the Board,
EWEIN BERHAD

WONG YEE LIN (MIA15898)
SSM Practicing No: 201908001793
HING POE PYNG (MAICSA 7053526)
SSM Practicing No: 202008001322
Joint Company Secretaries

13 June 2024

Notes:

- (i) A member entitled to attend and vote is entitled to appoint at least one (1) proxy but not more than two (2) proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (ii) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting. A member shall not appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two proxies, to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- (iii) Where a member of the Company is an exempt authorised as defined under the Central Depositories Act which hold ordinary shares in the Company for multiple beneficial owner in one securities account (“Omnibus Account”), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- (iv) The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- (v) The instrument appointing a proxy must be deposited at the Registered Office, 51-8-A, Menara BHL, Jalan Sultan Ahmad Shah, 10050 Georgetown, Pulau Pinang not less than 24 hours before the time for holding the Meeting or any adjournments thereof 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).
- (vi) For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to the Article 69(2) of the Company’s Constitution and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors (“ROD”) as at 19 June 2024 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
- (vii) All resolutions as set out in this Notice of EGM are to be voted by poll.

PERSONAL DATA POLICY

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the EGM, and any adjournment thereof.

Proxy Form



EWEIN BERHAD (200601023136 (742890-W))
(Incorporated in Malaysia)

No. of Shares held	CDS Account No.

	Shareholder	Proxy 1	Proxy 2
Name			
NRIC/Passport/Company No.			
Phone No.			
Email Address			
Address			
Proportion of shareholdings (%)			

Or failing him, the Chairman of the Meeting as * my / our proxy(ies) to vote for * me / us on * my / our behalf at the Extraordinary General Meeting of the Company to be held on a fully virtual basis via the online meeting platform at Meeting Room, Suite 1-01-02, Menara IJM Land, No. 1, Lebu Tunku Kudin 3, 11700 Gelugor, Pulau Pinang, on Friday, 28 June 2024 at 11.00 a.m. or immediately following the conclusion or adjournment of the 18th Annual General Meeting of our Company which will be conducted through the same online meeting platform and on the same date at 10.00 a.m. and any adjournment thereof.

NO.	RESOLUTIONS	For	Against
Ordinary Resolution 1	Proposed Land Acquisition		
Ordinary Resolution 2	Proposed VSS Acquisition		
Ordinary Resolution 3	Proposed Diversification		

Please indicate with an "x" in the appropriate spaces provided above on how you wish your vote to be cast. If no specific direction for voting is given, the proxy may vote as he thinks fit.

Signed this day of, 2024.

.....
Signature of Member(s)/Common Seal

Notes:

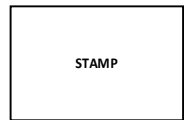
1. A member entitled to attend and vote is entitled to appoint at least one (1) proxy but not more than two (2) proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting. A member shall not appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two proxies, to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
4. The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
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7. All resolutions as set out in this notice of Extraordinary General Meeting are to be voted by poll.

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The Company Secretaries
EWEIN BERHAD (200601023136 (742890-W))
Registered Office
51-8-A Menara BHL
Jalan Sultan Ahmad Shah
10050 George Town
Pulau Pinang
Malaysia



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