



E.A. TECHNIQUE (M) BERHAD
(Registration No: 199301001779 [256516-W])
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of E.A. Technique (M) Berhad ("EATECH" or the "Company") will be held at Key 2, Level 7, St. Giles Southkey Johor Bahru Hotel, Mid Valley Southkey, 1, Persiaran Southkey 1, Kota Southkey, 80150 Johor Bahru, Johor, Malaysia, on Monday, 24 June 2024 at 1:00 p.m., or immediately after the conclusion of the Company's 30th Annual General Meeting scheduled to be held at the same venue on the same day at 12:00 p.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED SHARES ISSUANCE OF UP TO 795,750,000 NEW ORDINARY SHARES IN EATECH ("EATECH SHARES" OR "SHARES") ("SUBSCRIPTION SHARES"), REPRESENTING APPROXIMATELY 60.0% OF THE ENLARGED SHARE CAPITAL OF EATECH ("PROPOSED SHARES ISSUANCE")

THAT subject to the passing of Ordinary Resolution 2 and Ordinary Resolution 3 and the approvals of all the relevant authorities and/or parties being obtained (where applicable), approval be and is hereby given to the Board of Directors of the Company ("Board") to:

- (i) allot and issue up to 795,750,000 Subscription Shares at a subscription price of RM0.10 per Subscription Share to the subscribers ("Subscribers") as set out in Section 2.1.2 of Part A of the circular to shareholders of the Company dated 7 June 2024 in relation to the Proposed Shares Issuance ("Circular") based on the terms and conditions of the subscription agreements dated 7 November 2023 entered into between the Company and the Subscribers and any supplementals thereto (if any); and
- (ii) utilise the proceeds to be derived from the Proposed Shares Issuance for the purposes as set out in Section 3 of Part A of the Circular and to vary the manner and/or purposes of such proceeds as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the approval of the relevant authorities (where required);

THAT such Subscription Shares shall, upon allotment and issuance, carry the same rights and rank equally in all respects with the existing EATECH Shares, save and except that the Subscription Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment of the Subscription Shares;

THAT pursuant to subsection 85(1) of the Companies Act 2016 ("Act") read together with Article 8.6 of the Company's Constitution, approval be and is hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be offered new EATECH Shares ranking equally to the existing issued EATECH Shares arising from the allotment and issuance of the Subscription Shares pursuant to the Proposed Shares Issuance;

AND that the Board, be and is hereby empowered and authorised to do all acts, deeds and such things and to execute, enter into, sign and deliver on behalf of the Company, all such documents and/or agreements as the Board may deem necessary and/or expedient and/or appropriate to implement and give full effect to complete the Proposed Shares Issuance including without limitation, with full power to assent to any conditions, modifications, variations and/or amendments as the Board in their absolute discretion may deem fit or expedient or appropriate by the Board in order to carry out, finalise and give full effect to the Proposed Shares Issuance.

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER SUBPARAGRAPH 4.08(1)(b) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ("RULES") FOR DATUK WIRA MUBARAK BIN AKHTAR HUSIN ("DATUK WIRA MUBARAK"), VOLLTIER SDN BHD ("VSB") AND PERSON ACTING IN CONCERT WITH THEM FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE THE REMAINING EATECH SHARES NOT ALREADY OWNED BY DATUK WIRA MUBARAK, VSB AND PERSON ACTING IN CONCERT WITH THEM PURSUANT TO THE PROPOSED SHARES ISSUANCE ("PROPOSED EXEMPTION")

THAT, subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 3, and subject to the approval from the Securities Commission Malaysia ("SC") being obtained and/or any other relevant authorities or parties (where required) including the satisfaction of any conditions as may be imposed by the SC, approval be and is hereby given for Datuk Wira Mubarak, VSB and person acting in concert with them to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining EATECH Shares not already owned by Datuk Wira Mubarak, VSB and person acting in concert with them upon the completion of the Proposed Shares Issuance in accordance with subparagraph 4.08(1)(b) of the Rules;

AND that the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Exemption with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds, things and matters for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Exemption.

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARES SCHEME OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED EATECH SHARES (EXCLUDING ANY TREASURY SHARES) AT ANY POINT IN TIME DURING THE TENURE OF THE SCHEME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF EATECH AND ITS SUBSIDIARIES ("EATECH GROUP") (EXCLUDING DORMANT SUBSIDIARIES, IF ANY) ("PROPOSED ESS")

THAT subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2 and the approvals of all the relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board to:

- (i) establish, implement and administer the Proposed ESS for the benefit of the eligible directors (including non-executive directors) and employees of the EATECH Group (excluding subsidiaries which are dormant) who meet the criteria of eligibility for participation in the Proposed ESS and to implement and administer the same in accordance with the by-laws governing the terms, rules and conditions of the Proposed ESS ("By-Laws") a draft of which is set out in Appendix VI of the Circular;
- (ii) allot and issue and/or procure the transfer of such number of new and/or existing EATECH Shares (as adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of EATECH Shares be allotted and issued and/or transferred pursuant to the granting of EATECH Shares ("Shares Grant") and/or options to subscribe for EATECH Shares ("ESS Options") (collectively "Awards") to eligible Director(s) (including non-executive Directors) and eligible employees of the EATECH Group in relation to the Proposed ESS shall not exceed 10% in aggregate of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESS and such new EATECH Shares shall upon allotment and issuance, carry the same rights as the existing EATECH Shares, save and except that the new EATECH Shares would not be entitled to dividends, rights, allotments and/or other forms of distributions which may be declared, made or paid to shareholders of EATECH, the entitlement date of which is prior to the date of allotment or transfer of the EATECH Shares pursuant to the Awards;
- (iii) appoint and authorise a committee ("ESS Committee") by which the Proposed ESS will be implemented and administered by the ESS Committee in accordance with the By-Laws. The members of the ESS Committee shall comprise such number of directors and/or senior management personnel of the EATECH Group to be identified from time to time;
- (iv) make the necessary application to Bursa Malaysia Securities Berhad ("Bursa Securities") for permission to deal in and for the listing and quotation of the new EATECH Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- (v) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws;

THAT pursuant to subsection 85(1) of the Act read together with Article 8.6 of the Company's Constitution, approval be and is hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be offered new EATECH Shares ranking equally to the existing EATECH Shares arising from the allotment and issuance of new EATECH Shares pursuant to the Proposed ESS;

AND that the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted and the Board be and are hereby authorised to give effect to the Proposed ESS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESS.

ORDINARY RESOLUTION 4

PROPOSED ISSUANCE OF 33,152,250 SUBSCRIPTION SHARES TO ENCIK NASRUL ASNI MUHAMMAD DAIN ("ENCIK NASRUL") PURSUANT TO THE PROPOSED SHARES ISSUANCE ("PROPOSED SUBSCRIPTION BY ENCIK NASRUL")

THAT subject to the passing of Ordinary Resolution 1, the approvals of all the relevant authorities and the conditions precedent in the subscription agreement dated 7 November 2023 and supplemental agreement dated 1 December 2023 entered into between Encik Nasrul and our Company, being fulfilled or waived (as the case may be), approval be and is hereby given to the Board to allot and issue 33,152,250 Subscription Shares at a subscription price of RM0.10 per Subscription Share to Encik Nasrul, being the Chief Executive Officer of the Company, pursuant to the Proposed Shares Issuance.

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF UP TO 13,262,500 ESS OPTIONS TO ENCIK NASRUL PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION TO ENCIK NASRUL")

THAT subject to the passing of Ordinary Resolution 3 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board to administer the Proposed ESS, at any time and from time to time to offer and grant up to 13,262,500 ESS Options to Encik Nasrul, being the Chief Executive Officer of the Company, pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

By Order of the Board,
E.A. TECHNIQUE (M) BERHAD

NURALIZA A. RAHMAN SSM PC No. 202008003364 (MAICSA 7067934)
SABARUDIN HARUN SSM PC No. 202008000981 (MIA 30423)
Company Secretaries

Johor Bahru, Johor
7 June 2024

Explanatory Note:-

Ordinary Resolution 1

Pursuant to subsection 85(1) of the Act read together with Article 8.6 of the Company's Constitution, the shareholders of EATECH have a statutory pre-emptive right to be offered any new Shares which rank equally to existing Shares issued by the Company. By your voting in favour of the proposed Ordinary Resolution 1 and Ordinary Resolution 3, you as shareholders of the Company will be waiving your statutory pre-emptive right and the proposed Ordinary Resolution 1 and Ordinary Resolution 3 if passed, will exclude your statutory pre-emptive right as shareholders of the Company to be offered any new Shares to be issued by the Company pursuant to the Proposed Shares Issuance and Proposed ESS.

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him save for a member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
2. Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which such member may appoint in respect of each omnibus account it holds. There shall be no restriction as to the qualification of the proxy and a proxy duly appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
5. The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.
6. Pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out above will be put to vote by way of poll.
7. For the purpose of determining who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the Record of Depositors as of 14 June 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this EGM or appoint proxy(ies) to attend, speak, and vote on his/her behalf.
8. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
9. 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, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A (1) of the Central Depositories Act.
10. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meetings at which the person named in the appointment proposes to vote:
 - (i) In hard copy form: In the case of an appointment made in hard copy form, the proxy form must be deposited at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general 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 notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
 - (ii) By electronic form: The proxy form can be electronically lodged with the Company's share registrar via TIH Online at <https://tih.online> (applicable to individual shareholders only). Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form via TIH Online.
11. Please ensure ALL the particulars as required in the proxy form are completed, signed, and dated accordingly.
12. Last date and time for lodging the proxy form is Saturday, 22 June 2024 at 1:00 p.m.
13. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general 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 notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.