



ASIA BIOENERGY TECHNOLOGIES BERHAD
(Company No. 774628-U)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Asia Bioenergy Technologies Berhad ("ASIABIO" or the "Company") will be held at Dewan Seroja, Kelab Golf Perkhidmatan Awam, Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 28 February 2014 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 420,200,000 NEW ORDINARY SHARES OF RM0.10 EACH IN ASIABIO ("RIGHTS SHARES") TOGETHER WITH UP TO 420,200,000 NEW FREE DETACHABLE WARRANTS ("WARRANTS") AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE TOGETHER WITH ONE (1) WARRANT FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.10 HELD IN ASIABIO ("ASIABIO SHARES") ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

THAT subject to all the approvals from relevant authorities being obtained where necessary, approval be and is hereby given for ASIABIO to undertake the Proposed Rights Issue with Warrants as follows:

- To provisionally issue and allot by way of renounceable rights issue of up to 420,200,000 Rights Shares together with up to 420,200,000 free Warrants at an issue price of RM0.10 per Rights Share on the basis of one (1) Rights Share together with one (1) Warrant for every one (1) ASIABIO Share held to the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date;
- To issue the Warrants based on the principal terms of which are set out in Section 2.1 of Part A of the Circular to Shareholders dated 13 February 2014 and upon the terms and conditions of a deed poll to be executed by ASIABIO ("Deed Poll");
- To issue and allot such number of new ASIABIO Shares arising from the exercise of the Warrants during the tenure of the Warrants; and
- To allot and issue such other additional Warrants as maybe required or permitted to be issued as a result of any adjustment under the provisions of the Deed Poll;

THAT the issue price of the Rights Shares shall be fixed at RM0.10 for each Rights Share and the exercise price of the Warrants shall be fixed at RM0.10 for each Warrant;

THAT the Directors be and are hereby authorised to allocate the excess Rights Shares in a fair and equitable manner on a basis to be determined by the Directors in their absolute discretion;

THAT the Directors be and are hereby authorised to deal with all or any of the fractional entitlement of the Rights Shares and Warrants arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner as the Directors may in their absolute discretion deem fit and in the best interest of the Company;

THAT the Rights Shares and the new ASIABIO Shares to be issued pursuant to the exercise of the Warrants, shall upon allotment and issue, rank *pari passu* in all respects with the then existing ASIABIO Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is before the date of allotment of the Rights Shares and the new ASIABIO Shares to be issued pursuant to the exercise of the Warrants (as the case may be);

THAT the proceeds from the Proposed Rights Issue with Warrants will be utilised for such purposes as set out in Section 2.6 of Part A of the Circular to Shareholders dated 13 February 2014 and the Directors be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary or expedient, subject to (where applicable) the approval of the relevant authorities;

THAT the Directors be and are hereby authorised to enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit and expedient in order to implement, finalise and give effect to the Deed Poll;

AND THAT the Directors be and are hereby authorised with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority/authorities to give effect to the Proposed Rights Issue with Warrants, and to take all such steps as they may deem necessary or expedient in the best interest of the Company to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

ORDINARY RESOLUTION 2

PROPOSED SHAREHOLDERS' RATIFICATION FOR THE DISPOSAL OF 1,143,434 ORDINARY SHARES OF RM1.00 EACH IN PLATINUM NANO CHEM SDN BHD ("PNSB") (REPRESENTING 1.56% OF THE EQUITY INTEREST IN PNSB) BY ASIABIO, TO GRAPHENE NANO CHEM PLC (FORMERLY KNOWN AS BIOFUTURES INTERNATIONAL PLC) ("GN") FOR A TOTAL CONSIDERATION OF GBP1,471,310, SATISFIED BY THE ISSUANCE OF 21,018,714 ORDINARY SHARES OF GBP0.01 EACH IN GN ("GN SHARES") TO ASIABIO AT THE ISSUE PRICE OF GBP0.07 PER GN SHARE

THAT the disposal of 1,143,434 ordinary shares of RM1.00 each in PNSB (representing 1.56% of the equity interest in PNSB) by ASIABIO to GN for a total consideration of GBP1,471,310, satisfied by the issuance of 21,018,714 GN Shares to ASIABIO at the issue price of GBP0.07 per GN Share be and is hereby approved, confirmed and ratified ("Proposed Ratification");

AND THAT the authority given to the Directors with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority/authorities to give effect to the Proposed Ratification, and to take all such steps as they may deem necessary or expedient in the best interest of the Company to implement, finalise and give full effect to the Proposed Ratification be and is hereby approved, confirmed and ratified."

BY ORDER OF THE BOARD

Wong Wei Fong (MAICSA 7006751)
Loh Woan Fen (MIA 18335)
Company Secretaries

Kuala Lumpur
13 February 2014

Notes:

- For the purpose of determining a member who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 50(f) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 20 February 2014. Only depositor whose name appears on the Record of Depositors as at 20 February 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- Each member entitled to attend and vote in person may appoint up to two (2) proxies or attorneys or authorised representatives to attend and vote in its stead.
- A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- Where a member of the Company 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 such Securities Account.
- Where a member of the Company is an exempt authorised 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 the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Share Registrar of the Company situated at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.