



## 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 ("ABT" or "Company") will be held at Dewan Seroja, Kelab Golf Perkhidmatan Awam, Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 5 June 2015 at 11.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolutions:

#### ORDINARY RESOLUTION 1

**PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME OF UP TO THIRTY PERCENT (30%) OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE SHARE ISSUANCE SCHEME ("PROPOSED SIS")**

"THAT subject to the passing of Ordinary Resolution 2 and approvals of all relevant authorities being obtained, approval be and is hereby given for the Company and the Directors of the Company to:

- establish and administer the Proposed SIS which involves the granting of options to all eligible persons of the Company and its subsidiaries (excluding dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed SIS ("Eligible Persons") as set out in the Bylaws, a draft of which is set out in Appendix I of the circular to shareholders dated 21 May 2015 ("Bylaws");
- allot and issue from time to time such number of new ordinary shares of RM0.10 each in ABT ("ABT Shares" or "Shares") as may be required to be issued pursuant to the exercise of the options under the Proposed SIS provided that the aggregate number of ABT Shares to be allotted and issued shall not exceed thirty percent (30%) of the total issued and paid-up share capital of the Company (excluding treasury shares, if any) at any one time during the duration of the Proposed SIS;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new ABT Shares which may from time to time be allotted and issued pursuant to the Proposed SIS and such new ABT Shares will, upon allotment, issuance and full payment, rank *pari passu* in all respects with the then existing issued and paid-up shares of the Company save and except that the new ABT Shares will not be entitled to any dividends, rights, allotments or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of such new ABT Shares; and
- modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the Bylaws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the Bylaws from time to time as may be required or deemed necessary in accordance with the provisions of the Bylaws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

#### ORDINARY RESOLUTION 2:

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM150,000,000 COMPRISING 1,500,000,000 ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY ("ABT SHARES") TO RM500,000,000 COMPRISING 5,000,000,000 ABT SHARES ("PROPOSED IASC")**

"THAT the authorised share capital of the Company be increased from RM150,000,000 comprising 1,500,000,000 ordinary shares of RM0.10 each of the Company to RM500,000,000 comprising 5,000,000,000 ordinary shares of RM0.10 each of the Company by the creation of an additional 3,500,000,000 ordinary shares of RM0.10 each AND THAT in consequence thereof, the Memorandum of Association of the Company and all other documents be amended accordingly. AND THAT the Board of Directors of the Company ("Board") be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities, and to take all such steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed IASC"

**BY ORDER OF THE BOARD  
ASIA BIOENERGY TECHNOLOGIES BERHAD**

**LIM LEE KUAN (MAICSA 7017753)  
LEUNG KOK KEONG (MIA 8109)  
NG SALLY (MAICSA 7060343)**  
Company Secretaries

Kuala Lumpur  
21 May 2015

#### 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 28 May 2015. Only depositor whose name appears on the Record of Depositors as at 28 May 2015 shall be entitled to attend the said meeting or appoint proxies 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 to 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 multiples 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 his attorney duly authorised in writing or, if such 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 notorially 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.