

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Asia Bioenergy Technologies Berhad (“**ABT**” or the “**Company**”) will be held at Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 25 September 2017 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,163,208,800 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN ABT (“ICPS”) TOGETHER WITH UP TO 116,320,880 FREE DETACHABLE WARRANTS IN ABT (“WARRANTS B”) ON THE BASIS OF 10 ICPS TOGETHER WITH 1 FREE WARRANT B FOR EVERY 5 EXISTING ORDINARY SHARES IN ABT (“ABT SHARES” OR “SHARES”) HELD BY THE ENTITLED SHAREHOLDERS OF ABT ON AN ENTITLEMENT DATE TO BE DETERMINED (“PROPOSED RIGHTS ISSUE OF ICPS WITH WARRANTS”)

“THAT subject to the passing of the Special Resolution 1 and the approval of all relevant authorities or parties being obtained (if required), including but not limited to the approval-in-principle of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the ICPS and the Warrants B to be issued hereunder and the new Shares to be issued pursuant to the conversion of the Warrants B, the Board of Directors of the Company (“**Board**”) be and is hereby authorised:-

- (i) to provisionally allot and issue by way of a renounceable rights issue of up to 1,163,208,800 ICPS together with up to 116,320,880 Warrants B to the shareholders of the Company (“**Shareholders**”) whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board (“**Entitlement Date**”) and/or their renounee(s), on the basis of 10 ICPS together with 1 Warrant B for every 5 existing Shares held at a final issue price of ICPS to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;
- (ii) to allot and issue the Warrants B in registered form to the Shareholders (and/or their renounee(s), as the case may be) and Excess Applicants (defined below), if any, who subscribe for and are allotted ICPS, each Warrant B conferring the right to subscribe for 1 new Share at an exercise price to be determined by the Board at a later date, subject to any adjustment to the subscription rights attached to the Warrants B in accordance with the provisions of a deed poll to be executed by the Company constituting the Warrants B (“**Deed Poll B**”);
- (iii) to allot and issue such number of additional Warrants B pursuant to adjustments as provided under the Deed Poll B (“**Additional Warrants B**”) and to adjust from time to time the exercise price of the Warrants B as a consequence of the adjustments under the provisions of the Deed Poll B and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (if required);
- (iv) to allot and issue such number of new Shares to the holders of the ICPS upon their conversion of the relevant ICPS to subscribe for new Shares during the tenure of the ICPS; and
- (v) to allot and issue such number of new Shares to the holders of the Warrants B upon their exercise of the relevant Warrants B to subscribe for new Shares during the tenure of the Warrants B, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants B and such adjustments in accordance with the provisions of the Deed Poll B.

THAT any ICPS which are not validly taken up or which are not allotted for any reason whatsoever to the entitled shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons (“**Excess Applicants**”) as the Board shall determine at its absolute discretion;

THAT the ICPS, Warrants B and the new Shares to be issued pursuant to the conversion of the ICPS and/or the exercise of the Warrants B shall be listed on the ACE Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue of ICPS with Warrants be utilised for the purposes as set out in Section 3, Part A of the Circular to Shareholders dated 30 August 2017 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject (where required) to the approval of the relevant authorities;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue of ICPS with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue of ICPS with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue of ICPS with Warrants in order to implement and give full effect to the Proposed Rights Issue of ICPS with Warrants;

THAT the new Shares to be issued arising from the conversion of the ICPS and/or the exercise of the Warrants B shall, upon allotment, issuance and (where applicable) full payment, rank *pari passu* in all respects with the then existing Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares arising from the conversion of the ICPS and/or the exercise of the Warrants B;

THAT the new Shares to be issued pursuant to the exercise of the Warrants B (including the Additional Warrants B, if any) shall, upon allotment, issuance and full payment of the exercise price of the Warrants B (or the Additional Warrants B, if any), rank *pari passu* in all respects with the then existing Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment of such new Shares arising from the exercise of the Warrants B (including the Additional Warrants B, if any);

AND THAT this Ordinary Resolution 1 constitutes specific approval for the issuance of Shares and securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all ICPS, Warrants B (including Additional Warrants B, if any) and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue of ICPS with Warrants have been allotted and issued in accordance with the terms of the Proposed Rights Issue of ICPS with Warrants.”

ORDINARY RESOLUTION 2

PROPOSED AMENDMENTS TO THE BYLAWS OF THE COMPANY (“PROPOSED BYLAWS AMENDMENTS”)

“THAT approval be and is hereby given to the Company to authorise the Proposed Bylaws Amendments in the manner as set out in Appendix III of the Circular to Shareholders dated 30 August 2017.

AND THAT the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company’s common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Bylaws Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Bylaws Amendments.”

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (“PROPOSED CONSTITUTION AMENDMENTS”)

“THAT subject to the passing of the Ordinary Resolution 1, the Constitution of the Company (previously known as Memorandum and Articles of Association) shall be amended in the manner as set out in Appendix II of the Circular to Shareholders dated 30 August 2017.

AND THAT the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company’s common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Constitution Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Constitution Amendments.”

SPECIAL RESOLUTION 2

PROPOSED CHANGE OF NAME OF THE COMPANY FROM “ASIA BIOENERGY TECHNOLOGIES BERHAD” TO “FINTEC GLOBAL BERHAD” (“PROPOSED CHANGE OF NAME”)

“THAT the name of the Company be changed from “Asia Bioenergy Technologies Berhad” to “Fintec Global Berhad” effective from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company,

AND THAT the Board be and are hereby empowered and authorised to carry out all necessary steps to give full effect to the Proposed Change of Name.”

By Order of the Board

ASIA BIOENERGY TECHNOLOGIES BERHAD

LEUNG KOK KEONG (MIA 8109)

LIM LEE KUAN (MAICSA 7017753)

NG SALLY (MAICSA 7060343)

Company Secretaries

Kuala Lumpur

30 August 2017

Notes:-

1. 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 Constitution to issue a General Meeting Record of Depositors as at 14 September 2017. Only depositor whose name appears on the Record of Depositors as at 14 September 2017 shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her behalf.
2. Each member entitled to attend and vote in person may appoint up to 2 proxies or attorneys or authorised representatives to attend and vote in its stead.
3. 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. Where a member appoints 2 proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
4. 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 2 proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of such Securities Account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiples beneficial owners in 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.
6. 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.
7. 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 Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting, i.e. before Saturday, 23 September 2017 at 11.00 a.m., 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.