



E.A. TECHNIQUE (M) BERHAD

(256516-W)

NOTICE IS HEREBY GIVEN that the Twenty Fourth (24th) Annual General Meeting ("AGM") of E.A. Technique (M) Berhad ("EAT" or the "Company") will be held at Permata Ballroom, Level B2, The Puteri Pacific Johor Bahru, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor, Malaysia on Monday, 14 May 2018 at 12:00 noon, for the following purposes:-

ORDINARY BUSINESS

- To receive the Directors' and Auditors' Reports and Audited Financial Statements in respect of the financial year ended 31 December 2017.
Please refer to Note (a)
- To re-elect the following Directors who retire in accordance with the Company's Articles of Association:
 - Dato' Ir. Abdul Hak bin Md Amin - Article 113
Resolution 1
 - Datuk Anuar bin Ahmad - Article 113
Resolution 2
 - Dato' Kamaruzzaman bin Abu Kassim - Article 120
Resolution 3
 - Aziah binti Ahmad - Article 120
Resolution 4
- To approve the payment of Proposed Directors' fees of RM360,000 ("Proposed Directors' Fees") for the financial year ending 31 December 2018 (2017 : RM360,000). (See Note (d))
Resolution 5
- To approve the payment of Remunerations (excluding Proposed Directors' Fees) to Non-Executive Directors ("NED") for the period from 15 May 2018 until the conclusion of the next AGM of the Company ("Relevant Period"). (See Note (d))
Resolution 6
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.
Resolution 7

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions:

- Ordinary Resolution**
Authority to Issue and Allot Shares Pursuant To Section 75 of the Companies Act, 2016
Resolution 8
"THAT pursuant to Section 75 of the Companies Act, 2016 ("Act"), and approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, from time to time, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10 percent (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next AGM of the Company. (See Note (b))
- Ordinary Resolution**
Proposed Share Buy-Back Renewal
Resolution 9
"THAT, subject to Section 127 of the Act, the provisions of the Main Market Listing Requirements of the Bursa Securities ("Listing Requirements") and all other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised, to

make purchase(s) of ordinary shares in the Company on Bursa Securities subject to the following:-

- The maximum aggregate number of shares which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time;
 - The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits of the Company;
- AND THAT** the Directors be and are hereby authorised to deal with the shares so bought-back at their absolute discretion in any of the following manner:-
- cancel the shares so purchased; or
 - retain the shares so purchased as treasury shares; or
 - retain part of the shares so purchased as treasury shares and cancel the remainder; or,
 - distribute the treasury shares as share dividends to shareholders and/or resell on Bursa Malaysia in accordance with the relevant rules of Bursa Malaysia; or
 - transfer all or part of the treasury shares for purposes of an employees' share scheme, and/or as purchase consideration; or
 - cancel the treasury shares or any of the said shares; or

in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act and the Listing Requirements and any other relevant authority for the time being in force;

AND THAT the authority conferred by this resolution shall continue to be in force until:-

- the conclusion of the next AGM of the Company; or
- the expiration of the period within which the next AGM is required by law to be held; or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the Listing Requirements or any other relevant authorities.

AND THAT the Directors of the Company be and are authorised to take all such steps to implement, finalise and give full effect to the purchase by the Company of its own shares with full power to assent to any conditions, modifications, revaluations and/or amendments as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter in accordance with the Act, the Listing Requirements and the guidelines issued by Bursa Securities and any other relevant authorities." (See Note (c))

BY ORDER OF THE BOARD

NURALIZA A. RAHMAN.ACIS (MAICSA 7067934)
SABARUDIN BIN HARUN (MIA 30423)
Company Secretaries

Johor Bahru, Johor
13 April 2018

NOTES:

Proxy

- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 7 May 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 24th Annual General Meeting (AGM).
- A Member entitled to attend, speak and vote at this 24th AGM may appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a Member of the Company.
- A Member shall not be entitled to appoint more than 2 proxies to attend and vote at this 24th AGM provided that where a Member is an authorised nominee as defined in accordance with the provisions of the Securities Industry (Central Depositories) Act, 1991, it may appoint up to 2 proxies in respect of each Securities Account it holds with ordinary shares in the Company standing to the credit of the said Securities Account.
Where a Member appoints 2 proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominees may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with the provisions of subsection 25A(1) of the said Act.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of 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 of the corporation duly authorised.
- The instrument appointing a proxy must be deposited at the registered office of the Company, E.A. Technique (M) Berhad, Level 16, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor, Malaysia not less than 24 hours before the time set for this 24th AGM.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Abstention from Voting

Any Director referred to in Resolution 1, 2, 3 and 4 who is a shareholder of the Company shall abstain from voting on the resolution in respect of his election or re-appointment as Director of the Company at the 24th AGM.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS

- Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require the Company to obtain shareholders' approval for its Audited Financial Statements. Henceforth, this Agenda is not put forward for voting.
- The Ordinary Resolution 8, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a General Meeting. The authorisation, unless revoked or varied by the Company

at a General Meeting, will expire at the conclusion of the next AGM of the Company. The general mandate if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

- The proposed Ordinary Resolution 9, if passed will enable renew the authority granted by the shareholders at the last AGM. The renewed authority will enable the Company to purchase its own shares through Bursa Securities of up to 10% of the total number of issued shares of the Company at any point in time. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next AGM of the Company. Further information on the Proposed Share Buy-Back Renewal are set out in the Statement dated 13 April 2018 which is despatched together with the Company's Annual Report for the year ended 2017.
- Pursuant to Section 230(1) of the Companies Act 2016 which came into force on 31 January 2017, the fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. In this respect, the Board of Directors of the Company hereby agree that the shareholders' approval shall be sought at the 24th AGM, from 15 May 2018 until the conclusion of the next AGM of the Company in 2019.

The proposed Resolution 6, if passed, will allow the payment of the Directors' Remuneration (excluding Directors' fees) to the NEDs of the Company on a monthly basis and/or as and when incurred within the Relevant Period.

The Board is of the view that it is just and equitable for the NEDs to be paid the Directors' Remuneration on a monthly/quarterly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

In the event that the Directors' Remuneration (excluding Proposed Directors' fees) proposed is insufficient (e.g. due to more meetings or enlarged Board size), approval of the shareholders of the Company will be sought at the next AGM for the additional remuneration to meet the shortfall. The estimated amount of RM54,000 for the Relevant Period is derived from a total of RM41,600 for FY2018 and a total of RM12,400 for the period from 1 January 2019 until the next AGM in 2019.

Details of the estimated Directors' Remuneration for NEDs for the Relevant Period are as follows:-

i) Directors' Fees

	2017	2018
Non-Executive Chairman	RM72,000 per annum	RM72,000 per annum
NEDs	RM48,000 per annum	RM48,000 per annum

ii) Directors' Remuneration (excluding Directors' fees)

Meeting Allowance (per meeting)	Chairman	NEDs
Board of EAT	RM700	RM600
Audit Committee	RM700	RM600