

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 26<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held at The Conference Room of Emico Holdings Berhad, 18 Lebuhraya Kampung Jawa, 11900 Bayan Lepas, Penang on Friday, 17 August 2018 at 11.00 a.m. for the following purposes:-

## AGENDA

### As Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of the Directors and Auditors thereon. Please refer to Note 7
- To re-elect Mr. Lim Teck Chye, a Director who retires by rotation in accordance with Article 80 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 1**
- To re-elect Mr. Wong Thai Sun, a Director who retires by rotation in accordance with Article 80 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 2**
- To re-elect Mr. Ng Hong Kiat @ Ng Han Kiat, a Director who retires in accordance with Article 87 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 3**
- To approve the payment of Directors' Fees amounting to RM131,667.00 for the financial year ended 31 March 2018. **Resolution 4**
- To approve the payment of Directors' Benefits up to an amount not exceeding RM100,000.00 for the period from 18 August 2018 until the conclusion of the next AGM of the Company. **Resolution 5**
- To re-appoint Messrs. BDO as auditors of the Company to hold office until the conclusion of next AGM of the Company and to authorise the Directors to fix their remuneration. Please refer to Note 8 **Resolution 6**

### As Special Business:

To consider and if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions:

- AUTHORITY TO ISSUE SHARES** **Resolution 7**

"THAT, subject to the approvals of the regulatory authorities, the Board of Directors of the Company be hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company.

AND THAT any Executive Director and/or Secretary of the Company be hereby authorised to obtain the approval from Bursa Securities for the listing and quotation of the additional shares to be issued and to do all such acts and things necessary to give full effect to such transactions as authorised by this resolution.

AND THAT, such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."
- PROPOSED CONTINUATION OF MR. WONG THAI SUN IN OFFICE AS INDEPENDENT DIRECTOR** **Resolution 8**

"THAT authority be and is hereby given to Mr. Wong Thai Sun who had served as an Independent Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Director of the Company and to hold office until the next conclusion of AGM of the Company."
- PROPOSED CONTINUATION OF MR. WONG SEW YUN IN OFFICE AS INDEPENDENT DIRECTOR** **Resolution 9**

"THAT authority be and is hereby given to Mr. Wong Sew Yun who had served as an Independent Director of the Company for a cumulative term of more than twelve (12) years to continue to act as an Independent Director of the Company and to hold office until the next conclusion of AGM of the Company."
- PROPOSED CONTINUATION OF MR. NG CHEE KONG IN OFFICE AS INDEPENDENT DIRECTOR** **Resolution 10**

"THAT authority be and is hereby given to Mr. Ng Chee Kong who had served as an Independent Director of the Company for a cumulative term of more than twelve (12) years to continue to act as an Independent Director of the Company and to hold office until the next conclusion of AGM of the Company."
- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **Resolution 11**

"THAT, subject always to the provisions of the Companies Act, 2016 ("Act"), the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other regulatory authorities, the authority be and is hereby given for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature ("Proposed Renewal of Shareholders' Mandate") as set out in the Circular to Shareholders in relation to the Proposed Renewal of Shareholders' Mandate provided that such transactions are in the ordinary course of business which are necessary for the day-to-day operations on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders and that such authority shall continue to be in force until:

  - the conclusion of the next AGM of the Company following the AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at the AGM, the authority is renewed;
  - the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier;

AND THAT, the Executive Directors of the Company be and are hereby authorised to complete and do all such acts and things including executing any documents as may be required to give full effect to such transactions authorised by this resolution."
- To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 26<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 13 August 2018. Only a depositor whose name appears on the Record of Depositors as at 13 August 2018 shall be entitled to attend the AGM or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

**LEE PENG LOON (MACS 01258)**  
**P'NG CHIEW KEEM (MAICSA 7026443)**

Secretaries

Penang  
Date: 19 July 2018

### NOTES ON APPOINTMENT OF PROXY

- A proxy may but need not be a member of the Company.
- For a proxy to be valid, the proxy form duly completed must be deposited at the registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 24 hours before the time appointed for the taking of the poll or at any adjournment thereof.
- A member shall be entitled to appoint one (1) proxy to attend and vote instead of him at the same meeting and where a member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
- In the case of a corporate member, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by poll.

### NOTES ON ORDINARY BUSINESS

- The Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the shareholders' approval for the Audited Financial Statements. Hence, the Agenda 1 is not put forward for voting.
- The Resolution 5, if passed, will enable the Company to pay meeting allowance and other benefits to directors of the Company. The total amount of directors' benefits payable is estimated based number of scheduled meetings of the Board, Board of subsidiaries and Board Committees as well as the number of non-executive directors involved in these meetings.

### NOTES ON SPECIAL BUSINESS

- The Resolution 7, if passed, will enable the Directors to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting will expire at the conclusion of the next AGM.  
The proposed renewal of general mandate for issuance of shares 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, working capital and/or acquisition.  
As at the date of this notice, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.
- The Resolution 8, if passed, will enable the Independent Director who had served more than 9 years to be retained and continued to act as Independent Director of the Company to fulfil the requirements of paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the practice 4.2 of the Malaysian Code of Corporate Governance. The details of justifications are set out in the Company's Annual Report for the financial year ended 31 March 2018.
- The Resolution 9 and 10 is to seek shareholders' approval through a two tier voting process and, if passed, will enable the Independent Directors who had served more than 12 years to be retained and continued to act as Independent Directors of the Company to fulfil the requirements of paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the practice 4.2 of the Malaysian Code of Corporate Governance. The details of justifications are set out in the Company's Annual Report for the financial year ended 31 March 2018.
- The Resolution 11, if passed, will enable the Company and its subsidiaries to enter into recurrent transactions involving the interests of the related parties which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of minority shareholders of the Company. Further information of the Proposed Renewal of Shareholders' Mandate is set out in the Circular to Shareholders dated 19 July 2018 which has been dispatched together with the Company's Annual Report for the financial year ended 31 March 2018.

### ANNUAL REPORT

- The Annual Report for the financial year ended 31 March 2018 is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholder upon request within 4 market days from the date of receipt of the verbal or written request. A copy of the Annual Report can also be downloaded at [www.emico.com.my](http://www.emico.com.my).
- Shareholders who wish to receive the printed Annual Report and who require assistance in viewing the CD-ROM, kindly contact Cik Ros Sakila Binti Bahari at telephone no. 03-27839299 or email your request to [Sakila@my.tricorglobal.com](mailto:Sakila@my.tricorglobal.com).

### STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING (PURSUANT TO PARAGRAPH 8.27(2) OF MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES)

- No individuals are standing for election as Directors at the forthcoming 26<sup>th</sup> Annual General Meeting of the Company.
- The profiles of the Directors who are standing for re-election as in Agenda 2, 3 and 4 of the Notice of the 26<sup>th</sup> Annual General Meeting of the Company are set out in the Board of Directors' Profile section of this Annual Report.
- The details of the Directors' interests in the securities of the Company as at 18 June 2018 are set out in the Analysis of Shareholdings section of this Annual Report.
- The Resolution 7 tabled under Special Business as per the Notice of 26<sup>th</sup> Annual General Meeting of the Company dated 19 July 2018 is a renewal of general mandate granted by shareholders of the Company at the last Annual General Meeting held on 18 August 2017.  
The proposed renewal of general mandate for issuance of shares 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, working capital and/or acquisition.  
As at the date of notice of meeting, the Directors have not issued any shares pursuant to the general mandate granted at the last Annual General Meeting of the Company.