



ESTHETICS INTERNATIONAL GROUP BERHAD

(408061-P)(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of the Company will be held at the Auditorium, Lot 11, Jalan Astaka U8/88, Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 28 August 2012 at 9.30 a.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2012 together with the Directors' and Auditors' Reports thereon. (Please refer to Explanatory Note A)
2. To re-elect the following Directors who are retiring by rotation pursuant to Article 87 of the Company's Articles of Association:
 - a) Mr Chieng Ing Huong (Resolution 1)
 - b) Ms Lim Chang Ching (Resolution 2)
3. To re-elect the following Director who is retiring pursuant to Article 94 of the Company's Articles of Association:
 - a) Mr Brian Chieng Ngee Wen (Resolution 3)
4. To approve the payment of Directors' fees of RM95,000 for the financial year ended 31 March 2012. (Resolution 4)
5. To re-appoint Messrs Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 5)
6. To consider any other ordinary business of the Company of which due notice shall have been received.

As Special Business

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

Ordinary Resolution

7. **Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares** (Resolution 6)
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed ten per centum (10%) of the issued Share Capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue." (Please refer to Explanatory Notes to the Special Business)

Special Resolution

8. **Proposed amendments to the Articles of Association** (Special Resolution 1)
"THAT, the proposed deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in pages 49 to 51 of this Annual Report be and are hereby approved and adopted AND THAT the Board of Directors be and is hereby authorised to give effect to the said amendments to the Articles of Association accordingly." (Please refer to Explanatory Notes to the Special Resolution)

BY ORDER OF THE BOARD

LEE WAI NGAN (LS 00184)

Secretary

Shah Alam, Malaysia

3 August 2012

NOTES:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149 (1) (b) of the Companies Act, 1965 shall not apply.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. 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 the attorney.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Lot 11, Jalan Astaka U8/88, Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

EXPLANATORY NOTE A

5. This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the audited financial statements. As such, this item is not put forward for voting.

EXPLANATORY NOTES TO THE SPECIAL BUSINESS

6. **Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares**

Ordinary Resolution 6, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued Share Capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The mandate sought is a renewal of the mandate given by the Shareholders of the Company at the Fourteenth Annual General Meeting held on 10 August 2010. As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors and accordingly, no proceeds were raised.

The purpose for the renewal of the general mandate is to avoid any delay and additional costs in convening a general meeting to specifically approve such an issue of shares in the event of any possible fund raising activities for the purpose of funding future investments, expansion, additional working capital, etc. which may require the allotment and issuance of new shares.

EXPLANATORY NOTES TO THE SPECIAL RESOLUTION

7. **Proposed amendments to the Articles of Association of the Company**

The Articles of Association of the Company are proposed to be amended in the manner set out in pages 49 to 51 of this Annual Report to incorporate relevant provisions of the Main Market Listing Requirements (MMLR) arising from the amendments to the MMLR in relation to appointment of multiple proxies by an Exempt Authorised Nominee.

General Meeting Record of Depositors

For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 22 August 2012 ("General Meeting Record of Depositors") and only a Depositor whose name appears in the General Meeting Record of Depositors shall be entitled to attend this meeting.