



ES Ceramics Technology Bhd
COMPANY NO: 627117-P

Notice of the Ninth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 9th Annual General Meeting of the Company will be held at Greens II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Off Jalan Tropicana Utama, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 26 November 2012 at 10.30 a.m. to transact the following businesses:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 May 2012 and the Reports of Directors and Auditors thereon. **Ordinary Resolution 1**
- To re-elect Mr. Khoo Siang Hsi @ Khoo Chen Nan who retire pursuant to Article 83 of the Company's Articles of Association. **Ordinary Resolution 2**
- To re-elect Mr. Tan Boon Sing who retire pursuant to Article 83 of the Company's Articles of Association. **Ordinary Resolution 3**
- To re-appoint Messrs Crowe Horwath as Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 4**
- AUTHORITY TO ISSUE SHARES** **Ordinary Resolution 5**

As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorized pursuant to Section 132D of the Companies Act, 1965 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 pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being."

- To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

SEOW FEI SAN
MICHELE NG PEK YIN
Secretaries

Petaling Jaya
2 November 2012

Notes:

- For the purpose of determining a member who shall be entitled to attend the Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 59 of the Company's Articles of Association and Section 34(1) of the Securities Industry Central Depositories Act 1991, to issue a General Meeting Record of Depositors as at 19 November 2012. Only a depositor whose name appears on the Record of Depositors as at 19 November 2012 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member of the Company and a Member may appoint any persons to be his proxy. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A Member shall be entitled to appoint up to two (2) proxies to attend and vote at the Annual General Meeting. Where a Member appoints two (2) proxies, the appointment shall be invalid unless the Member specifies the proportions of his holding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorized.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time for holding the Annual General Meeting or any adjournment thereof.
- Explanatory Notes on Special Business:

Ordinary Resolution 5 **Authority to Issue Shares**

As at the date of this notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the 8th Annual General Meeting held on 11 November 2011 and the mandate will lapse at the conclusion of the forthcoming 9th Annual General Meeting. As such, the Board would like to seek for a renewal of the mandate.

The proposed Resolution 5, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to allot and issue shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding future investment project(s), working capital and/or acquisitions.