



## ES Ceramics Technology Bhd

(COMPANY NO: 627117-P)

(Incorporated in Malaysia under the Companies Act, 1965)

# NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Eleventh 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 Tuesday, 18 November 2014 at 10.00 a.m. to transact the following businesses:

### AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 May 2014 and the Reports of Directors and Auditors thereon.
- To re-elect Dato' Kamal YP Tan who retires pursuant to Article 83 of the Company's Articles of Association. **Ordinary Resolution 1**
- To re-elect Mr. Khoo Siang Hsi @ Khoo Chen Nan who retires pursuant to Article 83 of the Company's Articles of Association. **Ordinary Resolution 2**
- To appoint Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 3**
- AUTHORITY TO ISSUE SHARES** **Ordinary Resolution 4**  
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."  
6. To transact any other business of which due notice shall have been received.

### BY ORDER OF THE BOARD

**SEOW FEI SAN**

**LOH LAI LING**

Secretaries

24 October 2014

Petaling Jaya

### Notes:

- Only depositors whose names appear on the Record of Depositors as at 12 November 2014 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.
- 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. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary share 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 Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
- 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 4

#### Authority to Issue Shares

At last year's Annual General Meeting, mandate was given to Directors to issue and allot at no more than 10% of the issued share capital of the Company. However, the mandate was not utilised and accordingly will lapse at the forthcoming Annual General Meeting. As such, the Board would like to seek for a renewal of the mandate.

The proposed Ordinary Resolution 4, if passed, will empower the Directors of the Company to issue and allot not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest 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.

This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.