



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth 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, 19 August 2016 at 11.00 a.m. for the following purposes :-

AGENDA

- As Ordinary Business:**
1. To receive the Audited Financial Statements for the financial year ended 31 March 2016 together with the Reports of Directors and Auditors thereon. **Please refer to Note 6**
 2. To approve the increase and the payment of Directors’ Fees for the financial year ended 31 March 2016. **Resolution 1**
 3. To consider and if thought fit, to pass with or without modifications, the following special resolution pursuant to Section 129(6) of the Companies Act, 1965:

“THAT Mr. Ng Chee Kong, who retires pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a director of the Company to hold office until the next AGM of the Company.”

Resolution 2
 4. To re-elect the following Directors who retire by rotation in accordance with Article 80 of the Company’s Articles of Association and who, being eligible, offer themselves for re-election:
 - i. Mr. Jimmy Ong Chin Keng **Resolution 3**
 - ii. Mr. Lim Teck Chye **Resolution 4**
 5. To re-appoint Messrs. BDO as Auditors of the Company to hold office until the next AGM of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**
- As Special Business :**
- To consider and if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions :
6. **PROPOSED RENEWAL OF GENERAL MANDATE FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**
 “THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued.” **Resolution 6**

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7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND TRADING NATURE

"THAT, subject always to the Companies Act, 1965 (Act), the Articles of Association of the Company, the Main Market Listing Requirements of 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 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 of the Company and that such authority shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the AGM at which the Proposed Renewal of Shareholders' Mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at the AGM, the authority is renewed;
- (b) 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 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) 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 authorized to complete and do all such acts including executing any documents as may be required to give full effect to such transactions authorized by this resolution.

Resolution 7

8. PROPOSED CONTINUATION OF MR. WONG SEW YUN IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT authority be and is hereby given to Mr. Wong Sew Yun who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company and to hold office until the next AGM of the Company."

Resolution 8

9. PROPOSED CONTINUATION OF MR. NG CHEE KONG IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT authority be and is hereby given to Mr. Ng Chee Kong who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company and to hold office until the next AGM of the Company."

Resolution 9

10. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the Twenty-Fourth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 12 August 2016. Only a depositor whose name appears on the Record of Depositors as at 12 August 2016 shall be entitled to attend the said meeting 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)
 Joint Secretaries

Penang
 Date : 28 July 2016

NOTES ON APPOINTMENT OF PROXY

1. A proxy may but need not be a member of the Company and the provisions of the Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company.
2. For a proxy to be valid, the Proxy Form duly completed must be deposited at the Registered Office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. 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 vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
4. 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.
5. In the case of a corporate members, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

EXPLANATORY NOTE ON ORDINARY BUSINESS

6. The Agenda 1 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 of the Company. Hence, the Agenda 1 is not put forward for voting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

7. The proposed Resolution 6 is to seek a renewal of general mandate for the Directors of the Company for allot and issue shares in the Company up to an amount not exceeding 10% of the total issued capital 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 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 the meeting, no shares has been issued pursuant to the general mandate granted at the last AGM of the Company.

8. The proposed Resolution 7 is to seek a renewal of shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent transactions involving the interests of 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, particulars of which are set out in the Circular to Shareholders dated 28 July 2016 which has been dispatched together with the Company's 2016 Annual Report for the financial year ended 31 March 2016.
9. The proposed Resolutions 8 and 9 are to seek the shareholders' approval for the existing independent non-executive directors who had served more than (9) years to be retained and continue to act as independent directors to fulfill the requirements of paragraph 15.02 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the recommendation 3.3 of the Malaysian Code of Corporate Governance 2012. The details of justifications are set out in Page 24-36 of the Company's 2016 Annual Report.
10. **2016 Annual Report**
The 2016 Annual Report is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholder upon request within four (4) market days from the date of receipt of the verbal or written request. The Annual Report can also be downloaded from the Company's website at www.emico.com.my.

Shareholders who wish to receive the printed Annual Report, kindly contact Encik Rahimy Safary bin Yahaya at telephone no. 03-27839299 or email your request to Rahimy.Safary@my.tricorglobal.com