



E.A. TECHNIQUE (M) BERHAD

(256516-W)

NOTICE IS HEREBY GIVEN that the Twenty Third (23rd) Annual General Meeting of E.A. Technique (M) Berhad (the "Company") will be held at Tanjung Puteri 302, Persada Johor International Convention Centre, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor, Malaysia on Wednesday, 17 May 2017 at 11:00 a.m., for the following purposes:-

ORDINARY BUSINESS

- To receive the Directors' and Auditors' Reports and Audited Financial Statements in respect of the financial year ended 31 December 2016.

Please refer to Note f.

- To re-elect the following Directors who retire in accordance with the Company's Articles of Association:

- | | |
|-------------------------------|---------------------|
| (i) Ahamad Mohamad | Resolution 1 |
| (ii) Datuk Mohd Nasir Ali | Resolution 2 |
| (iii) Abdul Azmin Abdul Halim | Resolution 3 |

- To approve the following payment to Directors:-

- Fees of RM360,000 paid in the financial year ended 31 December 2016 and proposed fees of RM360,000 for the financial year ending 31 December 2017.

Resolution 4

- Remuneration (excluding Directors' fees) of RM28,500 for the financial year ended 31 December 2016 and up to an amount of RM37,200 from January 2017 until the conclusion of the next AGM of the Company ("Relevant Period"). (See Note i)

Resolution 5

- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.

Resolution 6

SPECIAL BUSINESS

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

5. Ordinary Resolution

Authority to Issue and Allot Shares Pursuant To Section 75 of the Companies Act, 2016

Resolution 7

"**THAT** pursuant to Section 75 of the Companies Act, 2016 ("Act"), and approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, from time to time, 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 issued pursuant to this resolution does not exceed 10 percent (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities and that such authority shall continue in force until the conclusion of the next AGM of the Company. (See Note g)

6. Ordinary Resolution

Proposed Share Buy-Back Renewal

Resolution 8

"**THAT**, subject to Section 127 of the Act, the provisions of the Listing Requirements of Bursa Securities and all other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised, to make purchase(s) of ordinary shares in the Company on Bursa Securities subject to the following:-

- The maximum aggregate number of shares which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time;

- The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits of the Company;

AND THAT the Directors be and are hereby authorised to deal with the shares so bought-back at their absolute discretion in any of the following manner:-

- cancel the shares so purchased; or
- retain the shares so purchased as treasury shares; or
- retain part of the shares so purchased as treasury shares and cancel the remainder; or
- distribute the treasury shares as share dividends to shareholders and/or resell on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
- transfer all or part of the treasury shares for purposes of an employees' share scheme, and/or as purchase consideration; or
- cancel the treasury shares or any of the said shares; or

in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

AND THAT the authority conferred by this resolution shall continue to be in force until:-

- the conclusion of the next AGM of the Company; or
- the expiration of the period within which the next AGM is required by law to be held; or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the Listing Requirements of Bursa Securities or any other relevant authorities.

AND THAT the Directors of the Company be and are authorised to take all such steps to implement, finalise and give full effect to the purchase by the Company of its own shares with full power to assent to any conditions, modifications, revaluations and/or amendments as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter in accordance with the Act, the Listing Requirements and the guidelines issued by Bursa Securities and any other relevant authorities." (See Note h)

FURTHER NOTICE IS HEREBY GIVEN THAT

for the purpose of determining a member who shall be entitled to attend this 23rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors ("ROD") as at 10 May 2017. Depositors whose names appear on the ROD as at 10 May 2017 are entitled to attend, speak and vote at the said meeting.

BY ORDER OF THE BOARD

NURALIZA A. RAHMAN.ACIS (MAICSA 7067934)
SABARUDIN BIN HARUN (MIA 30423)

Company Secretaries

Johor Bahru, Johor
25 April 2017

NOTES:

Proxy

- A member entitled to attend and vote at this meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at this AGM.
- If a corporation is a member of the Company, the corporation may by resolution of its Board or other governing body authorize a person or persons to act as its representative or representatives at this AGM.
- A certificate of authorization by the corporation shall be prima facie evidence of the appointment or the revocation of the appointment, as the case may be, of a representative under Section 333(5) of the Act.
- Where a member of the Company is an Authorised Nominee as defined under the Central Depositories Act 1991, he may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 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, shall be deposited at the registered office of the Company at Level 11, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be taken as valid.

Abstention from Voting

Any Director referred to in Resolutions 1, 2 and 3 who is a shareholder of the Company shall abstain from voting on the resolution in respect his election or re-appointment as Director of the Company at the 23rd AGM.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require the Company to obtain shareholders' approval for its Audited Financial Statements. Henceforth, this Agenda is not put forward for voting.
- The Ordinary Resolution 7, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a General Meeting. The authorisation, unless revoked or varied by the Company at a General Meeting, will expire at the conclusion of the next AGM of the Company. The general mandate if granted 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 project(s), working capital and/or acquisition(s).
- The Proposed Ordinary Resolution 8, if passed, will enable the Company to renew the authority granted by the shareholders at the last AGM. The renewed authority will enable the Company to purchase its own shares through Bursa Securities of up to 10% of the total number of issued shares of the Company at any point in time. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next AGM of the Company. Further information on the Proposed Share Buy-Back Renewal are set out in the Statement dated 25 April 2017, which is despatched together with the Company's Annual Report for the year ended 2016.

- Pursuant to Section 230(1) of the Companies Act 2016 which came into force on 31 January 2017, the fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting.

In determining the estimated total amount of remuneration (excluding Directors' fees) for the Non-Executive Directors ("NEDs"), the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of NEDs involved in these meetings.

The actual Directors' fees for NEDs during the financial year 2016 was RM360,000. The Directors' fees proposed for the financial year ending 31 December 2017 are the same as 2016 and assuming that all the NEDs will hold office until the end of the financial year. The proposed Resolution 4, if passed, is to facilitate payment of Directors' fees on current financial year basis.

The proposed Resolution 5, if passed, will allow the payment of the Directors' Remuneration (excluding Directors' fees) to the NEDs of the Company on a monthly basis and/or as and when incurred within the Relevant Period.

The Board is of the view that it is just and equitable for the NEDs to be paid the Directors' Remuneration on a monthly/quarterly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

In the event that the Directors' Remuneration (excluding Directors' fees) proposed is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for the additional remuneration to meet the shortfall. The estimated amount of RM37,200 for the Relevant Period is derived from a total of RM24,800 for FY2017 and a total of RM12,400 for the period from 1 January 2018 until the next AGM in 2018.

Details of the estimated Directors' Remuneration for NEDs for the Relevant Period are as below :-

i) Directors' Fees

	2016	2017
Non-Executive Chairman	RM72,000 per annum	RM72,000 per annum
NEDs	RM148,000 per annum	RM148,000 per annum

ii) Directors' Remuneration (excluding Directors' fees)

Meeting Allowance (per meeting)	Chairman	NEDs
Board of EAT	RM700	RM600
Audit Committee	RM700	RM600