



## EMICO HOLDINGS BERHAD

(Company No. 230326-D)  
(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 25<sup>th</sup> 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, 18 August 2017 at 11.00 a.m. for the following purposes :-

#### AGENDA

##### ***As Ordinary Business:***

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 March 2017 together with the Reports of the Directors and Auditors thereon.                                | <b>Please refer to<br/>Note 6</b>                  |
| 2. | To approve the payment of Directors’ Fees for the financial year ended 31 March 2017.  | <b>Resolution 1</b>                                |
| 3. | To approve the payment of Directors’ Benefits up to an amount not exceeding RM30,000.00 for the period from 31 January 2017 until the conclusion of the next AGM of the Company.       | <b>Resolution 2</b>                                |
| 4. | To re-appoint Mr. Ng Chee Kong as a director of the Company.   | <b>Resolution 3<br/>Please refer to<br/>Note 7</b> |
| 5. | To re-elect Mr. Lim Teik Hian, a director who retires by rotation in accordance with Article 80 of the Company’s Constitution and who, being eligible, offers himself for re-election. | <b>Resolution 4</b>                                |
| 6. | To re-elect Mr. Wong Sew Yun, a director who retires by rotation in accordance with Article 80 of the Company’s Constitution and who, being eligible, offers himself for re-election.  | <b>Resolution 5</b>                                |
| 7. | To re-appoint Messrs. BDO as auditors of the Company to hold office until the conclusion of next AGM of the Company and to authorise the Directors to fix their remuneration.          | <b>Resolution 6</b>                                |

##### ***As Special Business :***

To consider and if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions :

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| 8. | <b>PROPOSED RENEWAL OF GENERAL MANDATE FOR DIRECTORS TO ALLOT ISSUE NEW SHARES IN THE COMPANY</b><br>“THAT, subject always to the Companies Act, 2016, the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the regulations, guidelines and practice notes issued from time to time by Bursa Securities or any other regulatory authorities, approval be and is hereby given for the Directors of the Company to allot and issue new shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company and that the approval conferred by this resolution shall take effect immediately upon the passing of this resolution and shall continue to be in force until: | <b>Resolution 7</b> |
|----|--|---------------------|

- (a) the conclusion of the AGM of the Company held next after the approval was given;
- (b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given,

whichever is earlier; or

- (c) revoked or varied at any time by an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier;

THAT, the Directors of the Company be hereby authorised to enter into such transactions, arrangements, agreements and documents as are necessary with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors, in their absolute discretion deem fit and in the best interest of the Company.

AND THAT, any Executive Director and/or the Secretary of the Company be hereby authorised to obtain the approval from Bursa Securities for the listing and quotation of the additional shares to be issued and to do all such acts and things as are necessary to give full effect to such transactions as authorised by this resolution.”

9. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE, COLLECTIVELY PROPOSED SHAREHOLDERS MANDATE**

**Resolution 8**

“THAT, subject always to the provisions of the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“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 as set out in the circular to shareholders in relation to the Proposed Shareholders’ Mandate provided that such transactions are 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 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 is required to be held after the approval was given,
- (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 authorised to complete and do all such acts and things (including executing any documents as may be required) to give full effect to such transactions authorised by this resolution.

10. **PROPOSED CONTINUATION OF MR. WONG SEW YUN IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Resolution 9**  
“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 conclusion of AGM of the Company.”
11. **PROPOSED CONTINUATION OF MR. NG CHEE KONG IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Resolution 10**  
“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 conclusion of AGM of the Company.”
12. **PROPOSED CONTINUATION OF MR. WONG THAI SUN IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Resolution 11**  
“THAT authority be and is hereby given to Mr. Wong Thai Sun 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 conclusion of AGM of the Company.”
13. To transact any other business of which due notice shall have been given in accordance with the Company’s Constitution and the Companies Act, 2016.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 25<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 14 August 2017. Only a depositor whose name appears on the Record of Depositors as at 14 August 2017 shall be entitled to attend the AGM 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)**  
Secretaries

Penang

Date : 27 July 2017

## **NOTES ON APPOINTMENT OF PROXY**

1. A proxy may but need not be a member of 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 Audited Financial Statements in Agenda 1 had been approved by the Board pursuant to Section 251(1) of the Companies Act 2016. Hence, this agenda does not require formal approval of shareholders of the Company and is meant for discussion pursuant to Section 248(2) of the Companies Act 2016.
7. There is no age limit to act as director in a public company pursuant to the Companies Act 2016 which came in force on 31 January 2017. In this respect, Mr. Ng Chee Kong aged above 70 who was re-appointed pursuant to Section 129 of the Companies Act, 1965 at the last AGM of the Company, his term in office will end at the conclusion of the forthcoming 25<sup>th</sup> AGM of the Company to be held on 18 August 2017.

The proposed Resolution 3, if passed, will enable Mr. Ng Chee Kong, who had offered himself for re-appointment to continue to act as a director of the Company and he shall be subject to retirement by rotation at a later date.

## **EXPLANATORY NOTES ON SPECIAL BUSINESS**

8. The proposed Resolution 7 is to seek a renewal of general mandate for the Directors of the Company to allot and issue new shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This mandate, 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 renewal of 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 this notice, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.

9. The proposed Resolution 8 is to seek 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. Further information of the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 27 July 2017 which has been dispatched together with the Company's Annual Report for the financial year ended 31 March 2017 ("AR 2017").
10. The proposed Resolution 9, 10 and 11 are to seek the shareholders approval for the existing Independent Non-Executive Directors who had served more than (9) years to be retained and continued to act as Independent Non-Executive Directors to fulfil 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 justification are set out in the Page 24-35 the Company's AR 2017.
11. **Annual Report**  
The AR 2017 is in CD-ROM format. Printed copy of the AR 2017 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 AR 2017 can also be downloaded from the Company's website at [www.emico.com.my](http://www.emico.com.my).

Shareholders who wish to receive the printed AR 2017, kindly contact Encik Rahimy Safary Bin Yahaya at telephone no. 03-27839299 or email your request to [Rahimy.Safary@my.tricorglobal.com](mailto:Rahimy.Safary@my.tricorglobal.com).

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

(PURSUANT TO PARAGRAPH 8.27(2) OF MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES)

- 1) No individuals are standing for election as Directors at the forthcoming 25<sup>th</sup> Annual General Meeting of the Company.
- 2) The profiles of the Directors who are standing for re-election as in Agenda 5 and 6 of the Notice of the 25<sup>th</sup> Annual General Meeting of the Company are set out in the Board of Directors' Profile section of this Annual Report.
- 3) The details of the Directors' interests in the securities of the Company as at 30 June 2017 are set out in the Analysis of Shareholdings section of this Annual Report.
- 4) The Resolution 7 tabled under Special Business as per the Notice of 25<sup>th</sup> Annual General Meeting of the Company dated 27 July 2017 is a renewal of general mandate granted by shareholders of the Company at the last Annual General Meeting held on 19 August 2016.

The proposed renewal of 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 meeting, the Directors have not issued any shares pursuant to the general mandate granted at the last Annual General Meeting of the Company.