



esthetics international group

ESTHETICS INTERNATIONAL GROUP BERHAD

(Incorporated in Malaysia)

(408061-P)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting of the Company will be held at the Auditorium, Lot 11, Jalan Astaka U8/88, Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 22 August 2017 at 2.30 p.m. to transact the following businesses:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 March 2017 together with the Directors' and Auditors' Reports thereon. **(Please refer to Explanatory Note A)**
2. To approve the payment of a final single-tier dividend of 1.75 sen per ordinary share in respect of the financial year ended 31 March 2017. **Resolution 1**
3. To re-elect the following Directors who are retiring pursuant to Article 87 of the Company's Articles of Association:
 - a) Mr Chieng Ing Huong **Resolution 2**
 - b) Mr Brian Chieng Ngee Wen **Resolution 3**
4. To re-elect the following Director who is retiring pursuant to Article 94 of the Company's Articles of Association:
 - a) Ms. Janet Chieng Ling Min **Resolution 4**
5. To re-appoint the following Directors of the Company:-
 - a) Tan Sri Dato' Mohd Ismail Bin Che Rus **Resolution 5**
 - b) Dr. Chu Siew Mun **Resolution 6**
6. To approve the payment of Directors' fees of RM166,753 for the financial year ended 31 March 2017. **Resolution 7**
7. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 8**
8. To consider any other business that can be transacted in an annual general meeting of which due notice shall have been received.

As Special Business

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

Ordinary Resolution

9. Authority under Section 75 and 76 of the Companies Act 2016 for the Directors to issue shares **Resolution 9**
"THAT pursuant to Section 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to issue shares in the Company, at any time and 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 in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance to the provisions of the Companies Act 2016, whichever is the earlier." **(Please refer to Explanatory Notes to the Special Business)**

BY ORDER OF THE BOARD

LEE WAI NGAN (LS 00184)

Secretary

Shah Alam, Malaysia

28 July 2017

NOTES:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of the attorney.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Lot 11, Jalan Astaka U8/88, Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
5. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 16 August 2017 ("General Meeting Record of Depositors") and only a Depositor whose name appears in the General Meeting Record of Depositors shall be entitled to attend this meeting.

EXPLANATORY NOTE A

6. This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the audited financial statements. As such, this item is not put forward for voting.

7. Resolutions 5 and 6 – Re-appointment of Directors

With the coming into force of the Companies Act 2016 on 31 January 2017, there is no age limit for directors.

At the Nineteenth Annual General Meeting of the Company held on 25 August 2016, Tan Sri Dato' Mohd Ismail Bin Che Rus and Dr Chu Siew Mun, who are both above the age of 70, were re-appointed pursuant to Section 129 of the Companies Act 1965 to hold office until the conclusion of the Twentieth Annual General Meeting. Their term of office will end at the conclusion of the Twentieth Annual General Meeting and they have offered themselves for re-appointment.

With the passing of Resolutions 5 and 6, Tan Sri Dato' Mohd Ismail Bin Che Rus and Dr Chu Siew Mun will continue to act as Directors of the Company and they shall be subject to retirement by rotation at a later date.

EXPLANATORY NOTES TO THE SPECIAL BUSINESS

8. Authority under Section 75 and 76 of the Companies Act 2016 for the Directors to issue shares

Ordinary Resolution 9, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued Share Capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The mandate sought is a renewal of the mandate given by the Shareholders of the Company at the Nineteenth Annual General Meeting held on 25 August 2016.

The purpose for the renewal of the general mandate is to avoid any delay and additional costs in convening a general meeting to specifically approve such an issue of shares in the event of any possible fund raising activities for the purpose of funding future investments, expansion, additional working capital, etc. which may require the allotment and issuance of new shares.