



ES CERAMICS TECHNOLOGY BERHAD

(Company No.: 627117-P)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of ES Ceramics Technology Berhad will be held at Arcadia III, Level 3, Armada Hotel Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 16 May 2018 at 10.30 a.m., for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF ES CERAMICS TECHNOLOGY BERHAD (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME ("PROPOSED LTIP")

"THAT, subject to the approvals of the relevant authorities for the proposed long term incentive plan comprising the employees' share option scheme ("ESOS") and share grant plan ("Proposed LTIP") having been obtained and to the extent permitted by law and the Constitution of the Company, the Directors be and are hereby authorised:-

- to establish, implement and administer the Proposed LTIP in accordance with the Bylaws of the Proposed LTIP ("Bylaws"), a draft of which is set out in Appendix I of the circular to shareholders of the Company dated 30 April 2018 ("Circular"), and for such purpose, the basis of determining the subscription price of the ordinary shares in ESCERAM ("ES CERAM Shares") comprised in the ESOS, the utilisation of proceeds as well as the rationale and justifications for the Proposed LTIP as disclosed in the Circular and to approve and adopt the Bylaws;
- to appoint a trustee ("Trustee"), if required, to facilitate the implementation of the Proposed LTIP and authorise the Trustee to (amongst others) purchase ESCERAM Shares for the purpose of the Proposed LTIP;
- to provide money or other assistance (financial or otherwise), and/ or to authorise and/ or procure any one or more of the subsidiary companies of the Company, to provide money or other assistance (financial or otherwise) from time to time if required to enable the Trustee to purchase ESCERAM Shares;
- to issue new ESCERAM Shares pursuant to the Proposed LTIP from time to time as may be required for the purpose of the Proposed LTIP, provided always that the total number of ESCERAM Shares which may be made available under the Proposed LTIP and any other employee share issuance scheme to be implemented by the Company, if any, shall not in aggregate exceed 30% of the issued shares of the Company (excluding treasury shares, if any) at any time during the existence of the Proposed LTIP;
- to modify and/ or amend the Proposed LTIP and/ or the Bylaws from time to time provided that such modifications and/ or amendments are permitted and effected in accordance with the provisions of the Bylaws relating to modifications and/ or amendments; and
- to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings (including but not limited to the trust deeds with the Trustee) and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed LTIP and terms of the Bylaws (with full power to consent to and to adopt such conditions, modifications, variations and/ or amendments as they may deem fit and/ or as may be required by the relevant authorities)."

ORDINARY RESOLUTION 2

PROPOSED GRANT OF EMPLOYEES' SHARE OPTION SCHEME OPTIONS AND/ OR ORDINARY SHARES IN ES CERAMICS TECHNOLOGY BERHAD TO RITHAUDDIN HUSSEIN JAMALATIFF BIN JAMALUDDIN

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the Long Term Incentive Plan Committee, from time to time throughout the duration of the proposed long term incentive plan comprising the employees' share option scheme ("ESOS") and share grant plan ("Proposed LTIP"), to offer and grant Rithauddin Hussien Jamalattiff bin Jamaluddin, the Independent Non-Executive Chairman of the Company, ESOS options and/ or ordinary shares in the Company ("ES CERAM Shares") under the Proposed LTIP, in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Bylaws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new ESCERAM Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of ESCERAM; and
- not more than 60% of the new ESCERAM Shares available under the Proposed LTIP shall be allocated in aggregate to the Directors and senior management of ESCERAM and its subsidiary companies, which are not dormant."

ORDINARY RESOLUTION 3

PROPOSED GRANT OF EMPLOYEES' SHARE OPTION SCHEME OPTIONS AND/ OR ORDINARY SHARES IN ES CERAMICS TECHNOLOGY BERHAD TO WONG FOOK LIN

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the Long Term Incentive Plan Committee, from time to time throughout the duration of the proposed long term incentive plan comprising the employees' share option scheme ("ESOS") and share grant plan ("Proposed LTIP"), to offer and grant Wong Fook Lin, the Executive Director of the Company, ESOS options and/ or ordinary shares in the Company ("ES CERAM Shares") under the Proposed LTIP, in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Bylaws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new ESCERAM Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of ESCERAM; and
- not more than 60% of the new ESCERAM Shares available under the Proposed LTIP shall be allocated in aggregate to the Directors and senior management of ESCERAM and its subsidiary companies, which are not dormant."

ORDINARY RESOLUTION 4

PROPOSED GRANT OF EMPLOYEES' SHARE OPTION SCHEME OPTIONS AND/ OR ORDINARY SHARES IN ES CERAMICS TECHNOLOGY BERHAD TO DATO' KAMAL YP TAN

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the Long Term Incentive Plan Committee, from time to time throughout the duration of the proposed long term incentive plan comprising the employees' share option scheme ("ESOS") and share grant plan ("Proposed LTIP"), to offer and grant Dato' Kamal YP Tan, the Non-Independent Non-Executive Director of the Company, ESOS options and/ or ordinary shares in the Company ("ES CERAM Shares") under the Proposed LTIP, in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Bylaws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new ESCERAM Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of ESCERAM; and
- not more than 60% of the new ESCERAM Shares available under the Proposed LTIP shall be allocated in aggregate to the Directors and senior management of ESCERAM and its subsidiary companies, which are not dormant."

ORDINARY RESOLUTION 5

PROPOSED GRANT OF EMPLOYEES' SHARE OPTION SCHEME OPTIONS AND/ OR ORDINARY SHARES IN ES CERAMICS TECHNOLOGY BERHAD TO TAN BOON SING

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the Long Term Incentive Plan Committee, from time to time throughout the duration of the proposed long term incentive plan comprising the employees' share option scheme ("ESOS") and share grant plan ("Proposed LTIP"), to offer and grant Tan Boon Sing, the Non-Independent Non-Executive Director of the Company, ESOS options and/ or ordinary shares in the Company ("ES CERAM Shares") under the Proposed LTIP, in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Bylaws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new ESCERAM Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of ESCERAM; and
- not more than 60% of the new ESCERAM Shares available under the Proposed LTIP shall be allocated in aggregate to the Directors and senior management of ESCERAM and its subsidiary companies, which are not dormant."

ORDINARY RESOLUTION 6

PROPOSED GRANT OF EMPLOYEES' SHARE OPTION SCHEME OPTIONS AND/ OR ORDINARY SHARES IN ES CERAMICS TECHNOLOGY BERHAD TO KHOO SIANG HSI @ KHOO CHEN NAN

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the Long Term Incentive Plan Committee, from time to time throughout the duration of the proposed long term incentive plan comprising the employees' share option scheme ("ESOS") and share grant plan ("Proposed LTIP"), to offer and grant Khoo Siang Hsi @ Khoo Chen Nan, the Independent Non-Executive Director of the Company, ESOS options and/ or ordinary shares in the Company ("ES CERAM Shares") under the Proposed LTIP, in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (where applicable), or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Bylaws.

PROVIDED ALWAYS THAT:-

- he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new ESCERAM Shares available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of ESCERAM; and
- not more than 60% of the new ESCERAM Shares available under the Proposed LTIP shall be allocated in aggregate to the Directors and senior management of ESCERAM and its subsidiary companies, which are not dormant."

By Order of the Board

SEOW FEI SAN
LOH LAI LING
Secretaries

Petaling Jaya
30 April 2018

Notes:-

- Only depositors whose names appear on the Record of Depositors as at 10 May 2018 shall be regarded as member and entitled to attend, speak and vote at the Extraordinary 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.
- A Member shall be entitled to appoint up to 2 proxies to attend and vote at the Extraordinary General Meeting. Where a Member appoints 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 appoint 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, Keliana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.