



ESTHETICS INTERNATIONAL GROUP BERHAD (408061-P)
(Incorporated in Malaysia)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-First 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, 28 August 2018 at 2.30 p.m. to transact the following businesses:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Directors' and Auditors' Reports thereon. **(Please refer to Explanatory Note A)**
- 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 2018. **Resolution 1**
- To re-elect the following Directors who are retiring pursuant to Article 87 of the Company's Articles of Association:
a) Mr Roderick Chieng Ngee Kai **Resolution 2**
b) Mr Lee Cheow Fui **Resolution 3**
c) Dato' Dr Noor Zalmi Azizan Binti Mohd Ali Azizan **Resolution 4**
- To approve the payment of Directors' fees of RM185,000 for the financial year ended 31 March 2018. **Resolution 5**
- To approve the payment of Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 up to an amount of RM288,000 from 28 August 2018 until the next AGM of the Company. **Resolution 6**
- 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 7**
- 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 Ordinary Resolutions:-

- Authority under Section 75 and 76 of the Companies Act 2016 for the Directors to issue shares **Resolution 8**
"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)**
- Continuing in office as Independent Non-Executive Director **Resolution 9**
"THAT approval be and is hereby given to Dr. Chu Siew Mun, who has 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 until the conclusion of the next AGM of the Company." **(Please refer to Explanatory Notes to the Special Business)**

BY ORDER OF THE BOARD

LEE WAI NGAN (LS 00184)

Secretary
Shah Alam, Malaysia
30 July 2018

NOTES:

- 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.
- 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.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which holds ordinary shares 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. Where a member is an authorised nominee as defined under SICDA, it may appoint 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 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.
- 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.
- 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 21 August 2018 ("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

- 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.

8. Resolution 6 – Directors' Remuneration

Section 230(1) of the Act requires that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval will be sought at this AGM for the payment of benefits payable to Non-Executive Directors ("NEDs") for the period from 28 August 2018 up to the next AGM. The estimated amount of Directors' Remuneration for the period from 28 August 2018 up to the next AGM amounts to RM288,000. The remuneration comprise Directors' fees, meetings allowance and service vouchers. In the event that the proposed Directors' fees and benefits payable to NEDs are insufficient due to an enlarged size of the board of directors, approval will be sought at the next AGM for additional Directors' fees and benefits to meet the shortfall.

EXPLANATORY NOTES TO THE SPECIAL BUSINESS

9. Resolution 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 Twentieth Annual General Meeting held on 22 August 2017.

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.

10. Resolution 9 - Continuing in office as Independent Non-Executive Director

Ordinary Resolution 9 proposed under Item No. 9 of the Notice of AGM relates to the approval by shareholders for the named director to continue in office as an Independent Non-Executive Director. The Nominating Committee and the Board have assessed the independence of the director who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board is satisfied that the director has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements. The length of his service does not interfere with his ability and exercise of independent judgement as an Independent Director. Therefore, the Board has recommended that the approval of the shareholders be sought for the continuing in office of Dr Chu Siew Mun as an Independent Non-Executive Director of the Company.