



# EMICO HOLDINGS BERHAD

(230326-D) (Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT the 27<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, 16 August 2019 at 11.00 a.m. for the following purposes:-

### AGENDA

- As Ordinary Business:**
- To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 8**
  - To re-elect Dato' Jimmy Ong Chin Keng, 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. **Resolution 1**
  - To re-elect Mr. Ng Chee Kong, 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. **Resolution 2**
  - To approve the increase and the payment of Directors' Fees of up to RM500,000.00 for the financial year ending 31 March 2020. **Resolution 3**
  - To approve the payment of Directors' Benefits up to an amount not exceeding RM100,000.00 for the period from 17 August 2019 until the conclusion of the next AGM of the Company. **Resolution 4**
  - To re-appoint Messrs. BDO PLT 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. **Please refer to Note 9**
- As Special Business:**
- To consider and if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions:
- Resolution 6**  
**AUTHORITY TO ALLOT AND ISSUE NEW SHARES**  
"THAT, subject to the approvals of the regulatory authorities, the Board of Directors of the Company be hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Board of Directors of the Company 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 any Executive Director and/or 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 necessary to give full effect to such transactions as authorised by this resolution.  
  
AND THAT, such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."
  - Resolution 7**  
**PROPOSED CONTINUATION OF MR. WONG THAI SUN IN OFFICE AS INDEPENDENT DIRECTOR**  
"THAT authority be and is hereby given to Mr. Wong Thai Sun who had served as an Independent Director of the Company for a cumulative term of more than nine 9 years to continue to act as an Independent Director of the Company and to hold office until the next AGM of the Company."
  - Resolution 8**  
**PROPOSED CONTINUATION OF MR. WONG SEW YUN IN OFFICE AS INDEPENDENT DIRECTOR**  
"THAT authority be and is hereby given to Mr. Wong Sew Yun who had served as an Independent Director of the Company for a cumulative term of more than 12 years to continue to act as an Independent Director of the Company and to hold office until the next AGM of the Company."
  - Resolution 9**  
**PROPOSED CONTINUATION OF MR. NG CHEE KONG IN OFFICE AS INDEPENDENT DIRECTOR**  
"THAT authority be and is hereby given to Mr. Ng Chee Kong who had served as an Independent Director of the Company for a cumulative term of more than 12 years to continue to act as an Independent Director of the Company and to hold office until the next AGM of the Company."
  - Resolution 10**  
**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**  
"THAT, subject to the Companies Act, 2016, ("Act") the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the authority be hereby given for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature ("Proposed Renewal of Shareholders' Mandate") as set out in the Circular to Shareholders in relation to the Proposed Renewal of 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 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 Renewal of 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 after the date it is required to be held pursuant to Section 340(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  
(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 hereby authorised to complete and do all such acts including executing any documents as may be required to give full effect to such transactions authorised by this resolution."
  - Special Resolution 1**  
**PROPOSED ALTERATION OR AMENDMENT OF THE CONSTITUTION OF THE COMPANY**  
"THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix II of the Circular to Shareholders dated 18 July 2019 with immediate effect.  
  
AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
  - Note 14**  
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.

By Order of the Board

**LEE PENG LOON (MACS 01258)**  
**P'NG CHIEW KEEM (MAICSA 7026443)**  
Secretaries  
Penang  
Date: 18 July 2019

### NOTES ON APPOINTMENT OF PROXY

- For the purpose of determining a member who shall be entitled to attend the AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 9 August 2019. Only Depositors whose name appears on the Record of Depositors as at 9 August 2019 shall be entitled to attend the AGM or appoint proxies to attend and/or vote on his behalf.
- A proxy may but need not be a member of the Company.
- For a proxy to be valid, the proxy form duly completed must be deposited at the registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time for holding the meeting or adjournment thereof, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll.
- 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 attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- 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.
- In the case of a corporate member, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by poll.

### NOTES ON ORDINARY BUSINESS

- The Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the shareholders' approval for the Audited Financial Statements. Hence, the Agenda 1 is not put forward for voting.
- The Resolution 4, if passed, will enable the Company to pay allowances and other benefits to directors of the Company in accordance with Section 230(1) of the Companies Act 2016. The total amount of directors' benefits payable is estimated based on number of directors and he scheduled meetings of the Board, Board Committees as well as Board of subsidiary companies.

### NOTES ON SPECIAL BUSINESS

- The Resolution 6, if passed, will enable the Directors to allot and issue 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 authority, 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, 9,592,600 ordinary shares were issued and allotted pursuant to the general mandate granted at the last AGM of the Company. The total proceeds of RM1,471,741.80 had been fully utilized for the working capital of the Company and its subsidiaries as well as to defray expenses relating to the placement of shares.

- The Resolution 7, if passed, will enable the Independent Director who had served more than 9 years to be retained and continued to act as Independent Director of the Company 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 practice 4.2 of the Malaysian Code of Corporate Governance. The details of justifications are set out in the Company's Annual Report for the financial year ended 31 March 2019.
- The Resolution 8 and 9 is to seek shareholders' approval through a two tier voting process and, if passed, will enable the Independent Directors who had served more than 12 years to be retained and continued to act as Independent Directors of the Company 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 practice 4.2 of the Malaysian Code of Corporate Governance. The details of justifications are set out in the Company's Annual Report for the financial year ended 31 March 2019.
- The Resolution 10, if passed, will enable the Company and its subsidiaries to enter into recurrent transactions involving the interests of the 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 Renewal of Shareholders' Mandate is set out in the Circular to Shareholders dated 18 July 2019 which has been dispatched together with the Company's Annual Report for the financial year ended 31 March 2019.
- The Special Resolution 1, if passed, will enable the Directors to amend the existing Constitution (Memorandum and Articles of Association) of the Company to be in line with the Companies Act, 2016, changes made to the Main Market Listing Requirements of Bursa Securities and to provide clarity to certain provisions therein.

In view of substantial amount of the proposed amendments to the Constitution, the Directors proposed that the existing Constitution be altered or amended by the Company in its entirety by the replacement thereof with a new Constitution which incorporated all the proposed amendments (New Constitution) as set out in Appendix II of the Circular to Shareholders dated 18 July 2019.

### ANNUAL REPORT

- The Annual Report for the financial year ended 31 March 2019 is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholder upon request within 4 market days from the date of receipt of the verbal or written request. A copy of the Annual Report can also be downloaded at [www.emico.com.my](http://www.emico.com.my).

Shareholders who wish to receive the printed Annual Report and who require assistance in viewing the CD-ROM, kindly contact Cik Ros Sakila Binti Bahari at telephone no. 03-27839299 or email your request to [Sakila@my.tricorglobal.com](mailto:Sakila@my.tricorglobal.com).

### STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING (PURSUANT TO PARAGRAPH 8.27(2) OF MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES)

- No individuals are standing for election as Directors at the forthcoming 27<sup>th</sup> Annual General Meeting of the Company.
- The profiles of the Directors who are standing for re-election as in Agenda 2 and 3 of the Notice of the 27<sup>th</sup> Annual General Meeting of the Company are set out in the Board of Directors' Profile section of this Annual Report.
- The details of the Directors' interests in the securities of the Company as at 18 June 2019 are set out in the Analysis of Shareholdings section of this Annual Report.
- The Resolution 6 tabled under Special Business as per the Notice of 27<sup>th</sup> Annual General Meeting of the Company dated 18 July 2019 is a renewal of general mandate granted by shareholders of the Company at the last Annual General Meeting held on 17 August 2018.

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, 9,592,600 ordinary shares were issued and allotted pursuant to the general mandate granted at the last Annual General Meeting of the Company.