



NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting ("AGM") of ES Ceramics Technology Berhad ("Company") will be held on a fully virtual basis at a venue in Malaysia where the Chairman is present via the online meeting platform of TIIH Online provided by Tricor Investor & Issuing House Services Sdn. Bhd. at <https://tiih.online> on Tuesday, 28 September 2021 at 10.00 a.m. to transact the following businesses:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 May 2021 and the Reports of Directors and Auditors thereon. *Please refer Note 1*
- To approve the payment of Directors' fees of up to RM150,000 to the non-executive directors for their services from 29 September 2021 until the next AGM of the Company. *Ordinary Resolution 1*
- To re-elect the following Directors retiring in accordance with Article 107 of the Company's Constitution:-
 - Wong Fook Lin *Ordinary Resolution 2*
 - Tan Boon Sing *Ordinary Resolution 3*
- To re-appoint Messrs Crowe Malaysia PLT as auditors of the Company and authorise the Directors to determine their remuneration. *Ordinary Resolution 4*
- As special business, to consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications: -
 - PROPOSED RETENTION OF INDEPENDENT DIRECTOR - RITHAUDDIN HUSSEIN JAMALATIFF BIN JAMALUDDIN** *Ordinary Resolution 5*

"THAT Rithauddin Hussein Jamalattiff bin Jamaluddin who has served the Board as Independent Non-Executive Director for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Director of the Company."
 - PROPOSED RETENTION OF INDEPENDENT DIRECTOR - KHOO SIANG HSI @ KHOO CHEN NAN** *Ordinary Resolution 6*

"THAT Khoo Siang Hsi @ Khoo Chen Nan who has served the Board as Independent Non-Executive Director for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Director of the Company."
 - AUTHORITY TO ALLOT SHARES** *Ordinary Resolution 7*

"THAT subject always to the Companies Act 2016 ("Act") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Act, to allot shares in the Company at any time until the conclusion of the next AGM 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 to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."
- To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

SEOW FEI SAN (CCM Practising Certificate 201908002299)
LOH LAI LING (CCM Practising Certificate 201908002445)
Secretaries

Petaling Jaya
30 August 2021

Notes:

- The shareholders' approval on the Audited Financial Statements are not required pursuant to the provisions of Section 340(1) of the Act, hence, the matter will not be put for voting.
- Only depositors whose names appear on the Record of Depositors as at 20 September 2021 shall be regarded as members and entitled to attend, speak and vote at the AGM.
- 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 two (2) proxies to attend and vote at the AGM. Where a Member appoints two (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 appointing a proxy must be deposited physically at the Company's Share Registrar's office at Tricor Investor & Issuing House Services Sdn Bhd ("Tricor"), Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or by electronic means via TIIH Online website at <https://tiih.online>, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

Explanatory Notes:

Ordinary Resolution 1

Directors Fees

Pursuant to Section 230(1) of the Act, the fees of the directors payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

In view that Directors fees for the non-executive directors is subject to shareholders' approval at general meeting under the Act, accordingly, specific shareholders' approval will be sought at the Eighteenth AGM for the payment of directors' fees to non-executive directors of up to RM150,000, for their services from 29 September 2021 until the next AGM. This amount is estimated based on the basis that there is no increase in the number of non-executive directors and directors' fees.

The Board will seek shareholders' approval at the next AGM in the event the amount of directors' fees approved under Ordinary Resolution 1 is insufficient due to an increase in Board size and/or the number of meetings.

Details of the Directors' fees of the non-executive directors for the financial year ended 31 May 2021, are disclosed in the Overview Statement on Corporate Governance as contained in the 2021 Annual Report.

Ordinary Resolutions 5 & 6

Proposed Retention of Independent Directors

Proposed Ordinary Resolutions 5 & 6, if passed, will allow Rithauddin Hussein Jamalattiff bin Jamaluddin and Khoo Siang Hsi @ Khoo Chen Nan to be retained and continue to act as Independent Non-Executive Directors of the Company.

The Board has determined that both of them have vast and diverse range of experiences and bring the right mix of skills to the Board. As Independent Directors, they continue to bring independent and objective judgements to Board deliberations and decision-making process as a whole. The Board therefore would recommend that they continue to act as the Independent Directors of the Company.

The details of the Board's justifications for the retention of Rithauddin Hussein Jamalattiff bin Jamaluddin and Khoo Siang Hsi @ Khoo Chen Nan are set out in the Overview Statement on Corporate Governance in the Annual Report 2021.

As both Rithauddin Hussein Jamalattiff bin Jamaluddin and Khoo Siang Hsi @ Khoo Chen Nan have served the Board as an Independent Non-Executive Director for more than twelve (12) years, the resolution tabled to the shareholders would be via a two-tier voting.

Ordinary Resolution 7

Authority to Allot Shares

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to allot not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions, repayment of bank borrowings (if any), etc.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the Seventeenth AGM held on 1 October 2020 and which will lapse at the conclusion of the Eighteenth AGM.