



NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting ("AGM") of ES Ceramics Technology Berhad ("Company") will be held on a virtual basis at a venue in Malaysia where the Chairman is present via the online meeting platform at <https://esceram-agm.digerati.com.my> on Friday, 25 October 2024 at 10.00 a.m. to transact the following businesses:

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 May 2024 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 26 October 2024 until the next AGM of the Company. *Ordinary Resolution 1*
- To re-elect Mr. Kong Sau Kian who is retiring in accordance with Article 107 of the Company's Constitution. *Ordinary Resolution 2*
- To appoint Auditors of the Company and authorise the Directors to determine their remuneration. *Ordinary Resolution 3*
- To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications: -

AUTHORITY TO ALLOT SHARES

"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 and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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. *Ordinary Resolution 4*

AND THAT authority be and is hereby given for the Directors to offer and issue new shares of the Company ranking equally to the existing shares of the Company pursuant to the aforesaid authority, to such persons for such consideration as the Directors deem fit and in the best interest of the Company."

- 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)
Secretary

Petaling Jaya
26 September 2024

Notes:

- The shareholders' approval on the Audited Financial Statements are not required pursuant to the provisions of Section 340(1) of the Companies Act 2016 ("Act"), hence, the matter will not be put for voting.
- Only depositors whose names appear on the Record of Depositors as at 18 October 2024 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 appointor or his attorney duly authorised in writing, or if the appointor 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 or by electronic means in the following manner, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof:

(a) In hard copy form

The proxy form must be deposited at the Company's Poll Administrator's office at 69-B, Jalan Kenari 20, Bandar Puchong Jaya, 47170 Puchong, Selangor.

(b) By electronic means

The proxy form can be electronically lodged with the Company at support@digerati.com.my.

(c) Through online meeting platform

E-proxy form can be submitted at <https://esceram-agm.digerati.com.my> provided by Digerati Technologies Sdn. Bhd. in Malaysia (Domain Registration No. D1A119533).

7. 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.

Accordingly, specific shareholders' approval will be sought at the 21st AGM for the payment of directors' fees to non-executive directors of up to RM150,000, for their services from 26 October 2024 until the next AGM. This amount is estimated 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 non-executive directors for the financial year ended 31 May 2024, are disclosed in the Overview Statement on Corporate Governance as contained in the 2024 Annual Report.

Ordinary Resolution 2 Re-election of Director

At the forthcoming 21st AGM, Mr. Kong Sau Kian ("Mr. Kong") will be retiring in accordance with Article 107 of the Company's Constitution. Mr. Kong, being eligible for re-election has given his consent for re-election at the 21st AGM.

Ordinary Resolution 4 Authority to Allot Shares

The proposed Ordinary Resolution 4, if passed, will empower the Directors of the Company to allot and issue not more than 10% of the total number of issued shares of the Company subject to the approvals of the relevant governmental and/or regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. This authorisation will, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

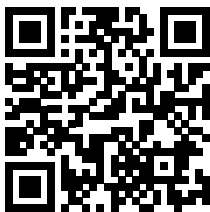
The authority, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding of future investment project(s), working capital, repayment of bank borrowings and/or acquisitions, etc.

As at the date of this Notice, no new share was issued by the Company pursuant to the authority granted to the Directors at the 20th AGM held on 23 October 2023 and which will lapse at the conclusion of the 21st AGM.

ADMINISTRATIVE GUIDE

REMOTE PARTICIPATION AND E-VOTING (“RPV”)

Members/proxies/corporate representatives who wish to participate in the 21st AGM remotely using RPV, must follow the following procedures:

| Step | Action | Procedure |
|------|---|---|
| A | To register as a user at website: https://esceram-agm.digerati.com.my  | <ul style="list-style-type: none"> Click ‘Register’ to sign up as new user. Upload your identity documents. Complete & submit your registration. Verify your email at your mailbox to complete the registration. You will be notified upon successful or rejected registration. You may pose your question, if any, to the Chairman/Board using the website. Within 3 days before the AGM, you will be notified with login credentials to join the meeting upon approval. <p>*Note: ✓ Please check your spam mailbox if you do not receive emails from us. ✓ Registered user and proxy may skip this step. ✓ Identity documents will be deleted after registration.</p> |
| B1 | To personally attend the AGM | <ul style="list-style-type: none"> Within three (3) days before the AGM, you will be notified upon the approval or rejection of RPV. |
| B2 | To appoint proxy or corporate representative at website (optional) | <ul style="list-style-type: none"> Login your registered account at website. Select “ES Ceramics 21st AGM”. Fill up the information to appoint proxy(s). Closing time for appointment is 48 hours prior to the meeting. No request will be entertained after closing time. Within three (3) days before the AGM, you and your proxy(s) will be notified upon the approval or rejection of RPV. |
| C | On the day of AGM | <ul style="list-style-type: none"> Access the meeting through the link on the website or received in the email. If you have any questions for the Chairman/Board, utilize the Q&A section to submit your questions. Submit your vote within a specified period once the Chairman announces that the voting is open. Voting will close upon the expiry of the voting period. The broadcast will terminate upon the Chairman's announcement of the poll results. |

RPV for Authorised Nominee and Exempt Authorised Nominee

Write in to support@digerati.com.my by providing the name of Member, CDS Account Number accompanied with the Proxy Form to submit the request.

No door gifts/vouchers

There will be no distribution of door gifts/vouchers to members/proxies/corporate representatives who participate in the 21st AGM.

No recording or photography

Please note that recording or photography of the 21st AGM proceedings is strictly prohibited.

Enquiry

If you have any enquiry in relation to registration, logging in and system related, please contact the Technical Support:

Technical Support : **Digerati Technologies Sdn. Bhd.**

Tel No. : +6011-6338 8316

Email : support@digerati.com.my