



E.A. TECHNIQUE (M) BERHAD

Registration No. 199301001779 (256516-W)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Twenty-Ninth (29th) Annual General Meeting ("AGM") of E.A. Technique (M) Berhad ("EAT" or the "Company") is to be held at OMNIA 1 & 2, Opero Hotel, No. 2, Jalan Southkey 1/2, Kota Southkey, 80150 Johor Bahru, Johor, Malaysia on Tuesday, 20 June 2023 at 12:00 pm, for the transaction of the following purposes:-

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 and the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note A
- To re-elect the following Directors who retire in accordance with the Company's Constitution and who being eligible offer themselves for re-election:
 - Dato' Mohd Redza Shah Bin Abdul Wahid - Rule 27.1
Ordinary Resolution 1
 - Ir. Dr. Mohd Shahreen Zainooreen Bin Madros - Rule 27.1
Ordinary Resolution 2
- To approve the Proposed Directors' Fees amounting to RM80,000 per annum for the Non-Executive Chairman and RM66,000 per annum for each of the Non-Executive Directors in respect of the financial year ending 31 December 2023.
Please refer to Explanatory Note C
- To approve the payment of Remunerations (excluding Proposed Directors' Fees) to Non-Executive Chairman and Non-Executive Directors for the period from 21 June 2023 until the next AGM of the Company ("Relevant Period").
Please refer to Explanatory Note D
- To re-appoint Messrs. KPMG PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Board of Directors to determine their remuneration.
Please refer to Explanatory Note E

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions:

- Authority to Issue and Allot Shares Pursuant to Section 75 and 76 of the Companies Act, 2016
"THAT pursuant to Section 75 and 76 of the Companies Act, 2016 ("Act"), and approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, from time to time, 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 does not exceed 10 percent (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next AGM of the Company.
Please refer to Explanatory Note F
- Proposed Share Buy-Back Renewal
"THAT, subject to Section 127 of the Act, the provisions of the Main Market Listing Requirements of the Bursa Securities ("Listing Requirements") and all other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised, to make purchase(s) of ordinary shares in the Company on Bursa Securities subject to the following:-
 - The maximum aggregate number of shares which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time;
 - The maximum funding to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits of the Company;

AND THAT the Directors be and are hereby authorised to deal with the shares so bought-back at their absolute discretion in any of the following manner:-

- cancel the shares so purchased; or
- retain the shares so purchased as treasury shares; or
- retain part of the shares so purchased as treasury shares and cancel the remainder; or,
- distribute the treasury shares as share dividends to shareholders and/or resell on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
- transfer all or part of the treasury shares for purposes of an employees' share scheme, and/or as purchase consideration; or
- cancel the treasury shares or any of the said shares; or
- sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; or

in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act and the Listing Requirements and any other relevant authority for the time being in force;

AND THAT the authority conferred by this resolution shall continue to be in force until:-

- the conclusion of the next AGM of the Company; or
- the expiration of the period within which the next AGM is required by law to be held; or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the Listing Requirements or any other relevant authorities.

AND THAT the Directors of the Company be and are authorised to take all such steps to implement, finalise and give full effect to the purchase by the Company of its own shares with full power to assent to any conditions, modifications, resolutions and/or amendments as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter in accordance with the Act, the Listing Requirements and the guidelines issued by Bursa Securities and any other relevant authorities.
Please refer to Explanatory Note G

- Retention of Abdul Azmin Bin Abdul Halim as an Independent Director
"THAT, subject to the passing of Resolution no. 8, Abdul Azmin Bin Abdul Halim who has served the Board as an Independent Director of the Company for a cumulative term of more than nine (9) years since 15 April 2014, be and is hereby retained as an Independent Director of the Company."
Please refer to Explanatory Note H

BY ORDER OF THE BOARD

NURALIZA A. RAHMAN SSM PC No. 202008003364 (MA/CSA 7067934)
SABARUDIN HARUN SSM PC No. 202008000981 (MIA 30423)
Company Secretaries

Johor Bahru, Johor
28 April 2023

NOTES:

(A) IMPORTANT NOTICE

- For the purpose of determining who shall be entitled to participate in this AGM, the Company shall be regarded as Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 13 June 2023. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM.
- A member who is entitled to participate in this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate in attend of the member at the AGM.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing rules of the stock exchange.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A (1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meetings at which the person named in the following proposes to vote:
 - In hard copy form
The proxy form must be deposited at the office of the Poll Administrator, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor.
 - By electronic form
The proxy form must be received via facsimile at +603-7890 4670.
 - By electronic means via email
The proxy form must be received via email at bsr.helpdesk@boardroomlimited.com
 - By electronic means via Boardroom Smart Investor Portal Website online
The Proxy Form can be lodged electronically via Online website at <https://investor.boardroomlimited.com/>. Please refer to the Administrative Guide on the procedure for electronic lodgement of proxy form via Online.

For option (iii) and (iv), the Company will require the member to deposit the original executed proxy form to the office of Poll Administrator before or on the day of meeting for verification purpose.

- Please ensure ALL the particulars as required in the proxy form are completed, signed, and dated accordingly.
- Last date and time for lodging the proxy form is Sunday, 18 June 2023 at 12.00 pm.

- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the office of the Poll Administrator, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment with the Poll Administrator of the Company at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor. The certificate of appointment should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated which the corporate member is incorporated in.

Abstention from Voting

Any Director referred to in Resolution 1 and 2 who is a shareholder of the Company shall abstain from voting on the resolution in respect of his ordinary or re-appointment as Director of the Company at the 29th AGM.

(B) EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS

- The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 (the Act) for discussion only and does not require the Company to obtain shareholders' approval. Henceforth, this will not put forward for voting.
- Rule 27.1 of the Constitution provides that the whole of the Directors shall retire from office and at every succeeding AGM, one-third (1/3) of the Directors, or, if their number is not a multiple of three (3), the number nearest to, but not exceeding one-third (1/3), shall retire from office. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Out of the current Board size of six (6), two (2) Directors are to retire in accordance with Rule 27.1. Hence, Dato' Mohd Redza Shah Bin Abdul Wahid and Ir. Dr. Mohd Shahreen Zainooreen Bin Madros are standing for re-elections as Directors of the Company and being eligible, have offered themselves for re-elections.
- The proposed Ordinary Resolution 3, if passed, will facilitate payment of Proposed Directors' Fees of the Non-Executive Chairman ("NEC") and Non-Executive Directors ("NEDs") on current year basis pursuant to Section 230(1)(b) of the Act.
- The proposed Ordinary Resolution 4, if passed, will allow the payment of the Directors' Remuneration (excluding Directors' fees) to the NEDs of the Company on a monthly/quarterly basis and/or when incurred within the Relevant Period.
The Board is of the view that it is just and equitable for the NEDs to be paid the Directors' Remuneration on a monthly/quarterly basis and/or as when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.
The total amount of benefits payable to the NEDs is estimated to be up to RM376,000 for the Relevant Period, based on the current Board Remuneration Policy and taking into account various factors including the number of scheduled meetings for the Board, and Board Committees as well as the number of NEDs involved in these meetings.
Details of the estimated Directors' Remuneration for NEDs for the Relevant Period are as below:-

(a) Directors' Fees

ANNUAL FEES	2022	2023
Board of Directors		
Chairman	RM80,000 per annum	RM80,000 per annum
Other Members (per person)	RM66,000 per annum	RM66,000 per annum

NOTE:

The payment of the annual fees for nominee directors representing Johor Corporation Group of Companies will be paid to Johor Corporation Group of Companies as Corporate Fee.

(b) Directors' Remuneration (excluding Directors' fees)

(1) Committee Fees

ANNUAL FEES	CHAIRMAN	NEDs / MEMBER
Audit Committee	RM20,000 per annum	RM10,000 per annum
Risk Committee	RM20,000 per annum	RM10,000 per annum
Tender Committee	RM20,000 per annum	RM10,000 per annum
Investment Committee	RM20,000 per annum	RM10,000 per annum

NOTE:

- The payment of the annual fees for nominee directors representing Johor Corporation Group of Companies will be paid to Johor Corporation Group of Companies as Corporate Fee.
- The payment of the Committees' annual fees is extended to all Directors in the Committees except for the Managing Director and Executive Directors of the Company.
- The payment of Committee annual fees is not applicable to Nomination and Remuneration Committees.

(2) Meeting Allowance

ANNUAL FEES	CHAIRMAN	NEDs / MEMBER
Board of Directors	RM2,000	RM1,000
Audit Committee	RM2,000	RM1,000
Tender Board Committee	RM2,000	RM1,000
Nomination Committee	RM2,000	RM1,000
Remuneration Committee	RM2,000	RM1,000
Risk Committee	RM2,000	RM1,000

NOTE:

The payments of the Sitting Allowances are extended to all Directors except for the Managing Director and Executive Directors of the Company.

- The Audit Committee ("AC") and the Board of Directors at their Meetings have considered the re-appointment of Messrs. KPMG PLT ("KPMG") as Auditors of the Company and collectively agreed that KPMG met the relevant criteria as prescribed by Paragraph 15.21 of the Listing Requirements.

F. The Ordinary Resolution 6, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a General Meeting. The authorisation, unless revoked or varied by the Company at a General Meeting, will expire at the conclusion of the next AGM of the Company. The general mandate if granted 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 project(s), working capital and/or acquisition(s).

G. The proposed Ordinary Resolution 7, if passed will enable renew the authority granted by the shareholders at the last AGM. The renewed authority will enable the Company to purchase its own shares through Bursa Securities up to 10% of the total number of issued shares issued and paid-up capital of the Company at any point in time. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next AGM of the Company. Further information on the Proposed Share Buy-Back Authority are set out in the Circular Statement dated 28 April 2023 to Shareholders of the Company.

H. Abdul Azmin Bin Abdul Halim (En. Azmin) was appointed as an Independent Director of the Company on 15 April 2014 and has served the Board for a cumulative term of more than nine (9) years in this capacity. The Board of Directors of the Company through the Nomination Committee, after having assessed the independence of En. Azmin, regards him to be independent based amongst others, the following justifications, and recommends that En. Azmin be retained as an Independent Director of the Company subject to the approval from the shareholders of the Company through a two-tier voting process as described in the Guidance to Practice 5.3 of the Malaysian Code on Corporate Governance:-

- En. Azmin has fulfilled the definition of an Independent Director as set out under Paragraph 1.01 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements:-
 - is not an executive director of the Company or any related corporation of the Company (each corporation is referred to as "said Corporation");
 - has not been within the last 3 years and is not an officer (except as an independent director) of the said Corporation ("officer" includes a director, secretary, employee, receiver (with or without title) or a manager not appointed by the Court, and liquidator not appointed by the Court or creditors);
 - is not a major shareholder of the said Corporation;
 - is not a family member of any executive director, officer or major shareholder of the said Corporation;
 - is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;
 - has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by the Exchange or in any transaction with the said Corporation under such circumstances as prescribed by the Exchange; or
 - has not been engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange; or
 - has not been engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange or is not presently a subsidiary (or director of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange;
- En. Azmin has not been involved in any business or other relationship which could hinder the exercise of independent judgement, objectivity or his ability to act in the best interests of the Company;
- En. Azmin has no potential conflict of interest, whether business or non-business related with the Company;
- En. Azmin is not established or maintained any significant personal or social relationship, whether direct or indirect, with the Managing Director/Chief Executive Officer and Executive Directors, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level consistent with his duties and expected of him to carry out his duties as an independent director; and
- En. Azmin does not derive any remuneration and other benefits apart from Directors' fees that are approved by shareholders.