

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 30<sup>th</sup> Annual General Meeting (“**AGM**”) of E.A. Technique (M) Berhad (“**EAT**” or the “**Company**”) will be held at Key 2, Level 7, St. Giles Southkey Johor Bahru Hotel, Mid Valley Southkey, 1, Persiaran Southkey 1, Kota Southkey, 80150 Johor Bahru, Johor, Malaysia on Monday, 24 June 2024 at 12:00 pm, for the transaction of the following purposes:-

## ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 and the Reports of the Directors and Auditors thereon.  
**Please refer to Explanatory Note A**
2. To re-elect Puan Aziah Binti Ahmad, who retires in accordance with Rule 271 of the Company's Constitution and being eligible, has offered herself for re-election.  
**Please refer to Explanatory Note B** **Ordinary Resolution 1**
3. To ratify the payment of Fees of up to RM180,000 for the Non-Executive Directors (“**NEDs**”) from 1 January 2024 until the conclusion of the 30<sup>th</sup> AGM of the Company.  
**Please refer to Explanatory Note C** **Ordinary Resolution 2**
4. To approve the payment of Fees of up to RM480,000 for the **NEDs** from the conclusion of the 30<sup>th</sup> AGM until the conclusion of the next AGM of the Company.  
**Please refer to Explanatory Note C** **Ordinary Resolution 3**
5. To approve the payment of Other Remunerations comprising Committee Fees, Committee Allowances and Meeting Allowances to the **NEDs** from the conclusion of the 30<sup>th</sup> AGM until the conclusion of the next AGM of the Company.  
**Please refer to Explanatory Note C** **Ordinary Resolution 4**
6. To approve the Benefits payable to the **NEDs** from the conclusion of the 30<sup>th</sup> AGM until the conclusion of the next AGM of the Company.  
**Please refer to Explanatory Note C** **Ordinary Resolution 5**
7. To re-appoint Messrs. KPMG PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration.  
**Please refer to Explanatory Note D** **Ordinary Resolution 6**

## SPECIAL BUSINESS

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

8. Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016  
**“THAT** subject to the Companies Act 2016 (the “**Act**”), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company's Constitution and approval of the relevant governmental and/or regulatory authorities, if required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time to such persons 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 does not exceed ten percent (10%) of the total number of issued shares (excluding treasury 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 Bursa Malaysia Securities Berhad **AND FURTHER THAT** such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next AGM of the Company.  
  
**THAT** pursuant to Section 85 of the Act to be read together with Rule 8.6 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act.”  
**Please refer to Explanatory Note E** **Ordinary Resolution 7**

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## 9. Retention of Datuk Mohd Nasir Bin Ali as an Independent Director

“**THAT**, subject to the passing of Resolution no. 8, Datuk Mohd Nasir Bin Ali who has served the Board as an Independent Director of the Company for a cumulative term of more than nine (9) years since 17 October 2014 be and is hereby retained as an Independent Director of the Company.”

**Please refer to Explanatory Note F**

**Ordinary Resolution 8**

## BY ORDER OF THE BOARD

**NURALIZA A. RAHMAN** SSM PC No. 202008003364 (MAICSA 7067934)

**SABARUDIN HARUN** SSM PC No. 202008000981 (MIA 30423)

Company Secretaries

Johor Bahru, Johor

30 April 2024

## NOTES:

### Record of Depositors

1. For the purpose of determining who shall be entitled to participate in this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 14 June 2024**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM.

### Appointment of Proxy

2. 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.
3. 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 instead of the member at the AGM.
4. 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 requirements of the stock exchange.
5. 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.
6. 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.

7. 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.

8. 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 appointment proposes to vote:

(i) In hard copy form

The proxy form must be deposited at the office of the Poll Administrator, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia 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, Malaysia.

(ii) By electronic form

The proxy form can be electronically lodged with the Poll Administrator of the Company via TIIH Online at <https://tiih.online> (applicable to individual shareholders only). Kindly refer to the Annexure to the proxy form – Electronic Submission of Proxy Form via TIIH Online for General Meeting.

9. Please ensure ALL the particulars as required in the proxy form are completed, signed, and dated accordingly.
10. Last date and time for lodging the proxy form is **Saturday, 22 June 2024 at 12.00 p.m.**

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11. 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, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia, 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 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.
12. For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Poll Administrator of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia. The certificate of appointment should be executed in the following manner:
  - (i) 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.
  - (ii) 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:
    - (a) at least two (2) authorised officers, of whom one shall be a director; or
    - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

## Abstention from Voting

The Director referred to in Ordinary Resolution 1, if she is a Shareholder of the Company, will abstain from voting on the resolution regarding her re-election at the 30<sup>th</sup> AGM.

All Directors who are Shareholders of the Company will abstain from voting on Ordinary Resolutions 2, 3, 4 and 5 concerning Directors' remuneration at the 30<sup>th</sup> AGM.

## EXPLANATORY NOTES:

### A. Agenda 1 – Audited Financial Statements

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.

### B. Agenda 2 – Re-election of Directors who retire in accordance with Rules 27.1 of the Company's Constitution

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 five (5), one (1) Director is to retire in accordance with Rule 27.1. Hence, Puan Aziah Binti Ahmad is standing for re-elections as Director of the Company and being eligible, has offered herself for re-election.

### C. Agenda 3 to 6

Pursuant to Section 230(1) of the Companies Act 2016, the fees and benefits payable to the Directors of the Company shall be approved at a general meeting.

#### Ordinary Resolution 2: Fees for NEDs from 1 January 2024 until the conclusion of the 30<sup>th</sup> AGM

#### Ordinary Resolution 3: Fees for NEDs from the conclusion of the 30<sup>th</sup> AGM until the conclusion of the next AGM of the Company to be held in 2025 (the "Relevant Period")

#### Ordinary Resolution 4: Other Remuneration comprising Committee Fees, Committee Allowances and Meeting Allowances for NEDs for the Relevant Period

At the previous year's AGM, shareholders' mandate was for the payment of Directors' Fees for the financial year ended 31 December 2023, while the payment of Other Directors' Remuneration comprising Committee Fees and Meeting Allowances, was mandated for the period 21 June 2023 until the conclusion of the next AGM of the Company for the year 2024.

To streamline the period covered under the shareholders' mandates for the payment of Directors' Fees and Other Directors' Remuneration, the shareholders' mandates sought at the forthcoming 30<sup>th</sup> AGM for the payment of Directors' Fees are broken down to cover the period 1 January 2024 until the conclusion of the 30<sup>th</sup> AGM (as per proposed Ordinary Resolution 2), and the Relevant Period (as per the proposed Ordinary Resolution 3).

The shareholders' mandate sought for the payment of Directors' Fees for the Relevant Period will allow the payment of Directors' Fees for the months of January 2025 until the next AGM in 2025 on a monthly/quarterly basis, without needing a shareholders' ratification, or without holding payment until after obtaining the shareholders' mandate at the next AGM in 2025.

The Board is of the view that it is just and equitable for the NEDs to be paid the Directors' Fees and Other Directors'

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Remuneration, or be given/allowed the Benefits on a monthly/quarterly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

In the event the Directors' Fees, Other Directors' Remuneration and Benefits proposed are insufficient (e.g. due to more meetings or enlarged Board/Committee size), shareholders' mandate will be sought at the next AGM for additional remuneration to meet the shortfall.

Details of the estimated Directors' Fees, as well as the Other Directors' Remuneration comprising Committee Fees, Committee Allowances and Meeting Allowances for NEDs for the Relevant Period are as below:-

### (a) Directors' Fees

Directors' Fees	Chairman of the Board	Member of the Board
Non-Executive Directors	RM80,000	RM66,000

#### NOTE:

- (i) *The payment of the Directors' Fees for nominee Directors representing and are employees of Johor Corporation Group of Companies will be paid to Johor Corporation Group of Companies as a Corporate Fees.*
- (ii) *The Managing Director/Executive Director(s) does not receive any Directors' Fees.*

### (b) Committee Fees

Committee Fees	Chairman of the Committee	Member of the Committee
Audit Committee	RM20,000	RM10,000
Tender Committee	RM20,000	RM10,000
Risk Committee	RM20,000	RM10,000
Nomination Committee	RM20,000	RM10,000
Remuneration Committee	RM20,000	RM10,000

#### NOTE:

*The payment of Committee Fees will be paid to all Directors in the Board Committees except for the Managing Director/Executive Director(s) of the Company.*

### (c) Meeting Allowances

Meeting Allowances (Per Meeting)	Chairman of the Board and Committee	Member of the Board and Committee
Board of Directors	RM4,000	RM3,000
Audit Committee	RM4,000	RM3,000
Risk Committee	RM3,000	RM2,000
Tender Committee	RM3,000	RM2,000
Nomination Committee	RM2,000	RM1,000
Remuneration Committee	RM2,000	RM1,000

#### NOTE:

*The payment of Meeting Allowances will be paid to all Directors in the Board and Board Committees except for the Managing Director/Executive Director(s) of the Company.*

### Ordinary Resolution 5: Benefits payable to NEDs for the Relevant Period

Benefits	Chairman of the Board	Member of the Board
Non-Executive Directors	Company driver, technology devices and other claimable benefits	Technology devices and other claimable benefits

### D. Agenda 7 – Re-appoint Messrs. KPMG PLT as Auditors 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.

### E. Agenda 8 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to issue and allot up to ten percent (10%) of the total number of issued shares in the Company speedily without having to convene a general meeting. This authority will, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The general mandate sought under the proposed Ordinary Resolution 7 is to renew the existing general mandate granted to the Directors at the 29<sup>th</sup> AGM held on 20 June 2023 to issue shares pursuant to Sections 75 and 76 of the

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Companies Act 2016. As at the date of this notice, no new shares in the Company were issued under the existing general mandate, which will lapse at the conclusion of the 30<sup>th</sup> AGM and hence, no proceeds were raised.

The authority will provide flexibility for the Company to raise funds under the general mandate sought, through issuance and allotment of new shares, grant of rights to subscribe for shares, conversion of any security into shares or allotment of shares under an agreement or option or offer for purposes of funding for future investment project(s) and/or acquisitions of assets and/or working capital.

The Company is also seeking shareholders' approval to waive their statutory pre-emptive rights under Section 85 of the Act and to allow Company Directors to allot new shares without first offering them to existing shareholders in proportion to their holdings pursuant to the general mandate.

### **F. Agenda 9 – Retention of Datuk Mohd Nasir Bin Ali as an Independent Director**

Datuk Mohd Nasir Bin Ali (Datuk Nasir) was appointed as an Independent Director of the Company on 17 October 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 Datuk Nasir, regards him to be independent based amongst others, the following justifications, and recommends that Datuk Nasir 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:-

- (a) Datuk Nasir 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 who is also 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 is not presently a partner, director (except as an independent 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 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 (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange;
- (b) Datuk Nasir 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;
- (c) Datuk Nasir has no potential conflict of interest, whether business or non-business related with the Company;
- (d) Datuk Nasir has 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
- (e) Datuk Nasir does not derive any remuneration and other benefits apart from Directors' fees that are approved by shareholders.