



ESTHETICS INTERNATIONAL GROUP BERHAD

Company No. 199601035708 (408061-P)

(Incorporated in Malaysia)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Third Annual General Meeting ("23rd AGM") of the Company will be conducted entirely through live streaming from the broadcast venue at Tricor Leadership Room, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia ("Broadcast Venue") on Wednesday, 30 September 2020 at 2.30 p.m. via Remote Participation and Voting facilities ("RPV") which are available at Tricor Investor & Issuing House Services Sdn. Bhd ("Tricor")'s online website at <https://tiih.online>, to transact the following businesses:-

AGENDA

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Directors' and Auditors' Reports thereon. | Please refer to Explanatory Note A |
| 2. | To approve the payment of a final single-tier dividend of 0.5 sen per ordinary share in respect of the financial year ended 31 March 2020. | Resolution 1 |
| 3. | To re-elect the following Directors who are retiring pursuant to Article 103 of the Company's Constitution: | |
| | a) Mr Roderick Chieng Ngee Kai | Resolution 2 |
| | b) Ms Janet Chieng Ling Min | Resolution 3 |
| 4. | To re-elect Dato' Chan Choun Sien who is retiring pursuant to Article 112 of the Company's Constitution. | Resolution 4 |
| 5. | To approve the payment of Directors' fees of RM156,000 for the financial year ended 31 March 2020. | Resolution 5 |
| 6. | To approve the payment of Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 up to an amount of RM304,000 from 30 September 2020 until the next AGM of the Company. | Resolution 6 |
| 7. | To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the company for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 7 |
| 8. | To consider any other business that can be transacted in an annual general meeting of which due notice shall have been received. | |

As Special Business

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

9. **ORDINARY RESOLUTION**
Authority to Issue and Allot Shares Resolution 8

THAT subject always to the Companies Act 2016 ("Act"), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") ("MMLR") and the approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75(1) and 76(1) of the Act, to issue and allot shares in the Company to such persons, at any time, 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 to be issued does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.

Please refer to Explanatory Notes to the Special Business

BY ORDER OF THE BOARD

LEE WAI NGAN (LS 00184)

Secretary

Shah Alam, Malaysia

28 August 2020

NOTES:

1. *A member who is entitled to attend and vote at the meeting via RPV is entitled to appoint a proxy or proxies to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
2. *Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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. Where a member is an authorised nominee as defined under SICDA, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*
3. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of the attorney.*
4. *For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 23 September 2020 ("General Meeting Record of Depositors") and only a Depositor whose name appears in the General Meeting Record of Depositors shall be entitled to attend this meeting.*

EXPLANATORY NOTE A

5. This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the audited financial statements. As such, this item is not put forward for voting.

EXPLANATORY NOTE ON RESOLUTION 6**6. Resolution 6 – Directors' Remuneration**

Section 230(1) of the Act requires that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval will be sought at this AGM for the payment of benefits payable to Non-Executive Directors ("NEDs") for the period from 30 September 2020 up to the next AGM. The estimated amount of Directors' Remuneration for the period from 30 September 2020 up to the next AGM amounts to RM304,000. The remuneration comprises Directors' fees, meetings allowance and service vouchers. In the event that the proposed Directors' fees and benefits payable to NEDs are insufficient due to an enlarged size of the board of directors, approval will be sought at the next AGM for additional Directors' fees and benefits to meet the shortfall.

EXPLANATORY NOTES TO THE SPECIAL BUSINESS**7. Resolution 8 - Authority to Issue and Allot Shares**

Ordinary Resolution 8, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued Share Capital of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The mandate sought is a renewal of the mandate given by the Shareholders of the Company at the Twenty-Second Annual General Meeting held on 29 August 2019.

The purpose for the renewal of the general mandate is to avoid any delay and additional costs in convening a general meeting to specifically approve such an issue of shares in the event of any possible fund raising activities for the purpose of funding future investments, expansion, additional working capital, etc. which may require the allotment and issuance of new shares.

IMPORTANT NOTICE:

1. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (including any amendment that may be made from time to time) which require the Chairman of the meeting to be present at the main venue of the meeting.

2. Members/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend the 23rd AGM in person at the Broadcast Venue on the day of the meeting.
3. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 23rd AGM via the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>. Please follow the Procedures for RPV provided in the Administrative Details of the 23rd AGM and read the notes below in order to participate remotely via RPV.
4. Members may submit questions to the Board of Directors prior to the 23rd AGM via Tricor’s **TIIH Online** website at <https://tiih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than **28 September 2020 at 2.30 p.m.** or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.
5. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 23rd AGM via RPV must request his/her proxy to register himself/herself for RPV at **TIIH Online** website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details of the 23rd AGM.
6. The appointment of a proxy may be made by electronic means or in a hard copy form 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 23rd AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - (i) By electronic form
The proxy form can be electronically lodged via **TIIH Online** website at <https://tiih.online> (applicable to individual members only). Kindly refer to the Administrative Details of the 23rd AGM on the procedures for electronic lodgement of proxy form via TIIH Online.
 - (ii) In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Registered Office of the Company at Lot 11, Jalan Astaka U8/88, Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia.
7. Please ensure ALL the particulars as required in the form of proxy are completed, signed and dated accordingly.
8. Last date and time for lodging the proxy form is **Monday, 28 September 2020 at 2.30 p.m.**
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Registered Office of the Company at Lot 11, Jalan Astaka U8/88, Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 23rd 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.
10. A corporate member who has appointed a representative must deposit the **ORIGINAL/DULY CERTIFIED** certificate of appointment with the Registered Office of the Company at Lot 11, Jalan Astaka U8/88, Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan, 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 to the Section 66(2) of the Companies Act, 2016.
 - (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.