

General Announcement

Reference No EH-090603-60500

Company Name : EMICO HOLDINGS BERHAD

Stock Name : EMICO

Date Announced : 04/06/2009

Type : Announcement

Subject : EMICO HOLDINGS BERHAD - SEVENTEENTH ANNUAL
GENERAL MEETING

Contents : The Board of Directors of Emico wish to announce that the Seventeenth Annual General Meeting ("AGM") will be held at The Conference Room of Emico, 18 Lebuhraya Kampung Jawa, 1900 Bayan Lepas, Penang on 29th June 2009 at 11.00am.

Attachments : [17th AGM NOTICE - 5 JUNE 2009.pdf](#)



EMICO HOLDINGS BERHAD
(Company No. 230326-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held at The Conference Room of Emico Holdings Berhad, 18 Lebuhraya Kampung Jawa, 11900 Bayan Lepas, Penang on Monday, 29 June 2009 at 11.00 a.m. for the following purposes :-

AGENDA

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2008 together with the Reports of Directors and Auditors thereon.
2. To approve the payment of Directors' Fees for the financial year ended 31 December 2008. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to Article 80 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
 - i. Mr. Wong Sew Yun **Ordinary Resolution 2**
 - ii. Encik Nik Azalan Bin Nik A. Kadir **Ordinary Resolution 3**
4. To re-elect Mr. Wong Thai Sun, a Director who retires pursuant to Article 87 of the Company's Articles of Association and who, being eligible, offer himself for re-election. **Ordinary Resolution 4**
5. To re-appoint Messrs. UHY Diong as Auditors of the Company until the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

As Special Business :

To consider and if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions :

6. **AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ISSUE SHARES**
"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued." **Ordinary Resolution 6**
7. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING MADAM CHAN LAY LI**
"THAT, approval be given to the Company and/or its subsidiary companies to enter into recurrent transactions of a revenue or trading nature as stated in Section 2.1A of the Circular to Shareholders dated 5 June 2009 ("Circular") involving Madam Chan Lay Li with related parties which are necessary for the day-to-day operations and on normal commercial terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders as set out in the Circular ("the Mandate")."

NOTICE OF ANNUAL GENERAL MEETING

THAT the Directors be empowered to do all such acts and things (including executing all such documents as may be required) as they may be considered expedient or necessary to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities AND THAT such Mandate shall commence upon passing of this ordinary resolution and will expire at the conclusion of the next AGM of the Company following the passing of this ordinary resolution or the expiry of the period within which the next AGM is required by law to be held but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965 (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, whichever is earlier);

THAT disclosure will be made in the Annual Report of the Company of the aggregate value of Recurrent Related Party Transactions conducted pursuant to the Mandate during the financial year based on the following information :-

- (i) the type of Recurrent Related Party Transactions made; and
- (ii) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company.”

Ordinary Resolution 7

8. **PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING MR. LIM TECK CHYE, MADAM LIM POH LENG AND MADAM CHAN LAY LI**

“THAT, approval be given to the Company and/or its subsidiary companies to enter into recurrent transactions of a revenue or trading nature as stated in Section 2.1B of the Circular to Shareholders dated 5 June 2009 (“Circular”) involving Mr. Lim Teck Chye, Madam Lim Poh Leng and Madam Chan Lay Li with related parties which are necessary for the day-to-day operations and on normal commercial terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders as set out in the Circular (“the Mandate”).

THAT the Directors be empowered to do all such acts and things (including executing all such documents as may be required) as they may be considered expedient or necessary to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities AND THAT such Mandate shall commence upon passing of this ordinary resolution and will expire at the conclusion of the next AGM of the Company following the passing of this ordinary resolution or the expiry of the period within which the next AGM is required by law to be held but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965 (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, whichever is earlier);

THAT disclosure will be made in the Annual Report of the Company of the aggregate value of Recurrent Related Party Transactions conducted pursuant to the Mandate during the financial year based on the following information :-

- (ii) the type of Recurrent Related Party Transactions made; and
- (ii) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company.”

Ordinary Resolution 8

9. To transact any other business of which due notice shall have been given in accordance with the Company’s Articles of Association and the Companies Act, 1965.

By Order of the Board

LEE PENG LOON (MACS 01258)
P’NG CHIEW KEEM (MAICSA 7026443)
Joint Secretaries

Penang
5 June 2009

- Notes:
1. A proxy may but need not be a member of the Company and the provisions of the Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company.
 2. For a proxy to be valid, the proxy form duly completed and must be deposited at the Registered Office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
 3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
 4. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless the member specified the proportion of his shareholdings to be represented by each proxy.
 5. If the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.

6. Explanatory Notes on Special Business:-
Agenda 6

The Ordinary Resolution 6 proposed under agenda 6, if passed, will give the Directors of the Company authority to issue shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next Annual General Meeting.

Agenda 7 and 8

The Ordinary Resolutions 7 and 8 proposed under agenda 7 and 8 respectively, if passed, will enable the Company and its subsidiaries to enter into recurrent transactions involving the interests of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of minority shareholders of the Company, particulars of which have been disclosed in the Circular to Shareholders dated 5 June 2009 which have been dispatched together with the Company's 2008 Annual Report.