



# Notice of Twenty-Eighth Annual General Meeting (28<sup>th</sup> AGM)

NOTICE IS HEREBY GIVEN THAT THE TWENTY-EIGHTH (28<sup>th</sup>) ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY WILL BE HELD AT

Auditorium, 1<sup>st</sup> Floor, Lot 8 & 9,  
IRIS Smart Technology Complex,  
Technology Park Malaysia,  
Bukit Jalil, 57000 Kuala Lumpur

on Tuesday, 27 September 2022  
at 11.00 a.m.

OR AT ANY ADJOURNMENT THEREOF, FOR THE PURPOSE OF CONSIDERING AND IF THOUGHT FIT, PASSING WITH OR WITHOUT MODIFICATION TO TRANSACT THE FOLLOWING BUSINESSES:

## Agenda

### Ordinary Business

- |    |   |  |
|----|---|--|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 March 2022 together with the Reports of the Directors and the Auditors thereon.   | <b>Please refer to Explanatory Note 1</b>  |
| 2. | To re-elect the following Directors who retire pursuant to Clause 97 of the Company's Constitution:<br>(a) Dato' Dr. Abu Talib Bin Bachik<br>(b) Dato' Mohamed Khadar Bin Merican<br>(c) Mr Ling Hee Keat | <b>Ordinary Resolution 1<br/>Ordinary Resolution 2<br/>Ordinary Resolution 3</b> |
| 3. | To re-elect Dato' Ng Wan Peng who retires pursuant to Clause 104 of the Company's Constitution.   | <b>Ordinary Resolution 4</b>   |
| 4. | To approve the Directors' Fees and allowances of up to RM720,000.00 from 28 <sup>th</sup> AGM until the next Annual General Meeting.  | <b>Ordinary Resolution 5</b>   |
| 5. | To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.   | <b>Ordinary Resolution 6</b>   |



# Notice of Twenty-Eighth Annual General Meeting (28<sup>th</sup> AGM) (Cont'd)

## Agenda (Cont'd)

### Special Business

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

6. **AUTHORITY TO ISSUE SHARES**

"**THAT** subject always to the Companies Act, 2016 ("Act"), Constitution of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental/regulatory bodies (if any), the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue new shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued in any one financial year of the Company pursuant to this resolution does not exceed ten percentage (10%) of the total issued and paid-up share capital of the Company at the time of issue 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 Securities and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**Ordinary Resolution 7**

**Please refer to Explanatory Note 2**

7. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 2016 and the Company's Constitution.

**BY ORDER OF THE BOARD,**

**MS WONG YOUN KIM (MAICSA 7018778)**

Company Secretary

Kuala Lumpur  
29 July 2022



## Notice of Twenty-Eighth Annual General Meeting (28<sup>th</sup> AGM) (Cont'd)

### NOTES:

1. A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
7. The duly completed Form of Proxy must be deposited at the registered office of the Company at Acclime Corporate Services Sdn Bhd, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof. Provided that in the event the Member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy.
8. **General Meeting Record of Depositors**

For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Clause 62 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 21 September 2022. Only a depositor whose name appears on the Record of Depositors as at 21 September 2022 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.



## Notice of Twenty-Eighth Annual General Meeting (28<sup>th</sup> AGM) (Cont'd)

### EXPLANATORY NOTES:

1. **Item 1 of the Agenda - Audited Financial Statement for the Financial Year Ended 31 March 2022**

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

2. **Ordinary Resolution 7 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 7 is intended to renew the authority granted to the Directors of the Company at the Twenty-Seventh Annual General Meeting of the Company held on 29 September 2021 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting.

The mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. This mandate is also meant for any possible fund-raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investment, working capital and/or acquisitions.



## Statement Accompanying Notice of Twenty-Eighth Annual General Meeting

1. The Directors who are standing for re-election at the Twenty-Eighth Annual General Meeting of the Company pursuant to the Constitution of the Company are:
  - (a) Dato' Dr. Abu Talib Bin Bachik (Clause 97)
  - (b) Dato' Mohamed Khadar Bin Merican (Clause 97)
  - (c) Mr Ling Hee Keat (Clause 97)
  - (d) Dato' Ng Wan Peng (Clause 104)

The Board of Directors, taking into the recommendation of Nomination Committee, supported the abovementioned Directors of their re-election as Director at the Twenty Eighth Annual General Meeting of the Company.

Based on the assessment and evaluation conducted by the Nomination Committee, the retiring Director met the performance criteria required of an effective and a high-performance Board.

The details of the above Directors seeking re-election are set out in the 'Board of Directors' section as disclosed on pages 14 to 18 of the Annual Report.