



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting ("6th AGM") of Greatech Technology Berhad ("GTB" or the "Company") will be conducted virtually for the purpose of considering and if thought fit, passing with or without modifications, the resolutions set out in this notice:

Day and Date	: Friday, 24 May 2024
Time	: 9.00 am
Broadcast Venue	: The Auditorium, Plot 287(A), Lengkok Kampung Jawa Satu, Bayan Lepas Free Industrial Zone Phase 3, 11900 Bayan Lepas, Pulau Pinang
Online Meeting Platform	: Securities Services ePortal at https://sshsb.net.my/
Modes of Communication	: 1. Typed text in the Online Meeting Platform 2. Email your questions to enquiry@greatech-group.com prior to the 6 th AGM

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To re-elect Dato' Seri Tan Eng Kee who retires pursuant to Clause 170 of the Company's Constitution and being eligible, has offered himself for re-election. Resolution 1
Mariamah binti Daud who is subject to retirement pursuant to Clause 170 of the Company's Constitution has expressed her intention not to seek re-election and hence, she will retire as Director at the conclusion of the 6th AGM of the Company.
- To re-elect the following Directors who retire pursuant to Clause 161 of the Company's Constitution and being eligible, have offered themselves for re-election: Resolution 2
 - Dato' Ooi Boon Chye; and
 - Dr. Kong Siew MuiResolution 3
- To approve the payment of Directors' fees of RM8,000.00 per month to the following Directors: Resolution 4
 - Dato' Ooi Boon Chye for the period from 15 May 2023 to 24 May 2024; and
 - Dr. Kong Siew Mui for the period from 23 February 2024 to 24 May 2024.Resolution 5
- To approve the payment of Directors' fees of RM8,000.00 per month for each of the Directors of the Company for the period from 25 May 2024 until the next Annual General Meeting of the Company to be held in the year 2025. Resolution 6
- To approve the payment of Directors' benefits (excluding Directors' fees) to the Directors up to an amount of RM100,000.00 for the period from 25 May 2024 until the next Annual General Meeting of the Company to be held in the year 2025. Resolution 7
- To re-appoint Messrs. BDO PTL as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. Resolution 8
- To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act 2016 ("Act") and the Company's Constitution.

AS SPECIAL BUSINESS

To consider and, if thought fit, with or without any modification, to pass the following resolutions which will be proposed as Ordinary Resolutions:

9. ORDINARY RESOLUTION NO. 1

AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any relevant governmental/regulatory authority, the Directors of the Company be and are hereby empowered, pursuant to the Act, to issue and allot shares in the Company, at any 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 per centum (10%) of the total number of issued shares of the Company for the time being;
THAT pursuant to Section 85 of the Act to be read together with Clause 32 of the Constitution of the Company, that approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to this mandate.
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 FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 9

10. ORDINARY RESOLUTION NO. 2

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("Proposed Share Buy-Back") as may be determined by the Board of Directors ("Board") from time to time through Bursa Securities upon such terms and conditions as the Board may deem fit and expedient in the best interest of the Company provided that:

Resolution 10

- the aggregate number of ordinary shares to be purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company; and
 - the maximum amount of funds to be utilised for the purpose of the Proposed Share Buy-Back shall not exceed the aggregate retained profits of the Company based on its Audited Financial Statements for the financial year ended 31 December 2023 of RM13,455,586;
- THAT at the discretion of the Board, the shares of the Company to be purchased are proposed to be cancelled and/or retained as treasury shares and/or distributed as dividends and/or resold on Bursa Securities and/or transferred the shares for the purposes of or under an employees' share scheme in the manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and Bursa Securities MMLR and any other relevant authorities for the time being in force;
- THAT such authority shall commence immediately upon the passing of this resolution until:
- the conclusion of the next Annual General Meeting ("AGM") of the Company following this general meeting at which such resolution was passed at which time it will lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
 - the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting; whichever occurs first.
- AND THAT the Board be and is hereby authorised to take such steps to give full effect to the Proposed Share Buy-Back with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

By Order of the Board,
YEOH SZE MIN, SSM PC NO. 201908003120 (MAICSA 7065735)
LOW SEOW WEI, SSM PC NO. 202008000437 (MAICSA 7053500)
Company Secretaries
Penang
25 April 2024

(A) NOTES:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 May 2024 (General Meeting Record of Depositors) shall be eligible to participate in the 6th AGM.
- The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 ("Act") which stipulates that the Chairman of the Meeting shall be present at the main venue of the Meeting. Members/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to attend the 6th AGM in person at the Broadcast Venue on the day of the Meeting.
- Every member including authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA) is entitled to appoint another person as his proxy to exercise all or any of his rights to participate, speak and vote in his stead at the 6th AGM, and that such proxy need not be a Member. There shall be no restriction as to the qualification of the proxy. A proxy appointed by the member shall have the same rights as the member to participate, speak and vote at the 6th AGM.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy or representative and the duly registered power of attorney or other authority, if any, shall be in writing under the hand of the appointer or his/her attorney duly appointed under a Power of Attorney or, if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a Power of Attorney.
- Pursuant to Paragraph 8.29A of Bursa Securities MMLR, all resolutions set out in the Notice of the 6th AGM will be put to vote on a poll.
- The instrument appointing proxy(ies) may be made in hardcopy 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 6th AGM or any adjournments thereof:
 - In Hardcopy Form**
The proxy form shall be deposited at the Company's Registered Office at Suite 18.05, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 George Town, Pulau Pinang, Malaysia.
 - By Electronic Means**
The proxy form may also be electronically lodged via Securities Services ePortal's platform at <https://sshsb.net.my/> or by email to eservices@sshsb.com.my.
- The members or their proxies or their corporate representatives may submit questions to the Company at enquiry@greatech-group.com prior to the 6th AGM not later than **15 May 2024 at 5.00 p.m.** The questions and/or remarks submitted by the members or their proxies or their corporate representatives will be presented and responded by the Chairman/Board/Management during the Meeting.

(B) EXPLANATORY NOTES:-

1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2023 ("FY2023")

The audited financial statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

2. Resolutions 1, 2 and 3: Re-election of Directors who are retire

Clause 170 of the Company's Constitution states that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. All the Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election.
Clause 161 of the Constitution states that a person who appointed as an additional Director automatically retires at the first annual general meeting after their appointment and shall be eligible for re-election.
Dato' Seri Tan Eng Kee who retires in accordance with Clause 170 of the Company's Constitution and being eligible, has offered himself for re-election. Mariamah binti Daud who are also due to retire by rotation in accordance with Clause 170 of the Company's Constitution has notified the Board that she does not wish to seek for re-election as Director of the Company. Hence, she shall retire as Director of the Company at the conclusion of the 6th AGM of the Company.
Dato' Ooi Boon Chye and Dr. Kong Siew Mui were appointed as an Independent Non-Executive Director ("INED") of the Company with effective from 15 May 2023 and 23 February 2024 respectively is subject to the retirement in accordance with Clause 161 of the Company's Constitution and being eligible, have offered themselves for re-election.
The profiles of the Directors who are standing for re-election are stated on pages 8, 9 and 15 of the Company's Annual Report 2023.
For the purpose of determining the eligibility of the Directors to stand for re-election at the 6th AGM, the Nominating Committee ("NC") has reviewed and assessed each of the Retiring Directors from the annual assessment and evaluation of the Board for the FY2023.

The NC had recommended the re-election of retiring Directors based on the following consideration:

- satisfactory performance and meeting the Board's expectations in discharging their duties and responsibilities;
- met the criteria of character, experience, integrity, competence, and time commitment in discharging their roles as directors of the Company;
- the level of independence demonstrated by the INED; and
- their ability to act in the best interest of the Company in decision-making.

The Board endorsed the NC's recommendation for the retiring Directors pursuant to Clause 170 and Clause 161 of the Constitution of the Company.

All the retiring Directors have consented to their re-election and have abstained from deliberations and decisions on their eligibility to stand for re-election at the relevant NC and Board meetings.

The retiring Directors who are also shareholders of the Company will abstain from voting on the resolution of his/her re-election at the 6th AGM.

3. Resolutions 4, 5, 6 and 7: Directors' fees and benefits

Clause 186 of the Company's Constitution, any fees and benefits payable to Directors shall be subject to annual shareholders' approval at a General Meeting. Pursuant thereto, shareholders' approval is sought for the payment of fees to Directors (Resolutions 4 to 6) and benefits payable to Directors (Resolution 7).

The proposed payment of the Directors' fees of RM8,000.00 per month to Dato' Ooi Boon Chye and Dr. Kong Siew Mui is payable for their tenure in office from 15 May 2023 to 24 May 2024 and from 23 February 2024 to 24 May 2024 respectively.

The shareholders' approval shall be sought at this 6th AGM for the payment of Directors' fees of RM8,000 per month to each of the Directors of the Company from 25 May 2024 until the next AGM of the Company to be held in the year 2025 ("Mandated Period"), to be payable on monthly basis in arrears. The Ordinary Resolution 6, if passed, shall also facilitate the payment of Directors' fees to the new Director(s) appointed during the Mandated Period.

The Remuneration Committee and the Board opined that it is just and equitable for the Directors to be paid such payment upon them discharging their responsibilities and rendering their services to the Company.

The payment of Directors' fees and benefits to the Directors has been reviewed by the Remuneration Committee and the Board of the Company, which recognises that the benefits payable is in the best interest of the Company for the applicable period from 25 May 2024 up to the conclusion of the next AGM. The benefits comprise Directors and Officers Liabilities Insurance and the meeting allowance, which will only be accorded based on actual attendance of meetings by the Directors.

The Directors who are also shareholders of the Company and persons connected to the said Director will abstain from voting on the resolutions in respect of the fees and benefits payable to him/her at the 6th AGM.

4. Resolution 8: Re-appointment of Auditors

The Audit and Risk Management Committee ("ARMC") and the Board have considered the re-appointment of Messrs. BDO PTL as Auditors of the Company, are satisfied with the performance, competency, audit approach and independence of Messrs. BDO PTL and collectively agreed that they have met the relevant criteria prescribed by Paragraph 15.21 of Bursa Securities MMLR.

The Board endorsed ARMC's recommendation to seek for shareholders' approval to re-appoint Messrs. BDO PTL as external auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

5. Resolution 9: Authority to issue shares pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights

The proposed Resolution 9 is primarily to seek for the renewal of the Previous Mandate (as defined herein) to give flexibility to the Board to issue and allot shares up to 10% of the total number of issued share (excluding treasury shares) of the Company for the time being, at any time to such persons in their absolute discretion for such purposes as the Board considers to be in the best interests of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the last AGM held on 12 May 2023 of which will lapse at the conclusion of the 6th AGM (hereinafter referred to as the "Previous Mandate").

The General Mandate, upon renewal, will provide flexibility to the Company to undertake any possible fund raising activities, including but not limited to placement of shares, for the purpose of funding Company's future investment projects, working capital, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

The Waiver of Pre-emptive Rights will allow the Directors of the Company to issue new Ordinary Shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

6. Resolution 10: Proposed Renewal of Share Buy-Back Authority

The proposed Resolution 10, if passed, will empower the Directors of the Company to exercise the power of the Company to purchase the Company Shares of not more than 10% of the total number of issued shares of the Company at any time within the time period stipulated in the Bursa Securities MMLR by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied at a meeting of members, shall continue to be in full force until the conclusion of the next AGM.

Please refer to the Share Buy-Back Statement dated 25 April 2024 which is despatched together with the Company's Annual Report 2023 for further information.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 6th AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 6th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.