

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Third Annual General Meeting ("3<sup>rd</sup> AGM") of Infoline Tec Group Berhad ("the Company") will be held at **Agate Room of Avante Hotel at 1 Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan on Friday, 31 May 2024 at 10:00 a.m.** (Malaysian time) for the following purposes:-

### A G E N D A

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements together with the Directors' and Auditors' Reports thereon for the financial year ended 31 December 2023.  
(please refer to Explanatory Note A)
- To approve the payment of Final Single-Tier Dividend of 1.38 sen per ordinary share in respect of the financial year ended 31 December 2023. Ordinary Resolution 1
- To approve the payment of Non-Executive Directors' fees and benefits of up to RM280,000/- for the period from the 3<sup>rd</sup> AGM until the next Annual General Meeting to be held in the year 2025.  
(please refer to Explanatory Note B) Ordinary Resolution 2
- To re-elect Mr. Ang Seng Wong, the Director of the Company who retires in accordance with Clause 78 of the Company's Constitution and being eligible, had offered himself for re-election.  
(please refer to Explanatory Note C) Ordinary Resolution 3
- To re-elect the following Directors of the Company, who retire by rotation in accordance with Clause 76(3) of the Company's Constitution and being eligible, had offered themselves for re-election:-  
(a) Mr. Loo Wai Hong; and  
(b) Ms. Tan Mui Ping.  
(please refer to Explanatory Note C) Ordinary Resolution 4  
Ordinary Resolution 5
- To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to determine their remuneration. Ordinary Resolution 6

#### SPECIAL BUSINESS

To consider and if thought fit, with or without any modifications, to pass the following Ordinary Resolutions and Special Resolution:-

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016 ("THE ACT")** Ordinary Resolution 7  
"THAT contingent upon passing of the Ordinary Resolution 8 on waiver of pre-emptive rights pursuant to Section 85 of the Act and subject to always to the Act, Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approval of relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting."  
(please refer to Explanatory Note D)
- WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE ACT** Ordinary Resolution 8  
"THAT pursuant to Section 85 of the Act to read together with Clause 12(3) 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 in the Company ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company to the allottees subject to passing Ordinary Resolution 7 on Authority to Issue and Allot Shares pursuant to the Act.  
**AND THAT** the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution 7 on Authority to Issue and Allot Shares pursuant to the Act."  
(please refer to Explanatory Note E)
- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** Special Resolution 1  
"THAT the proposed amendments to the Constitution of the Company, as annexed as Appendix I of the Annual Report for the financial year ended 31 December 2023, be and are hereby approved and come into effect upon transfer listing of the Company.  
**AND THAT** the Directors be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the proposed amendments to the Constitution of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities."  
(please refer to Explanatory Note F)
- To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

#### BY ORDER OF THE BOARD

**YEOW SZE MIN**  
(MAICSA 7065735)  
(SSM PC No. 201908003120)

**CHEW KIT YEE**  
(MAICSA 7067474)  
(SSM PC No. 202208000376)

Company Secretaries

Kuala Lumpur  
26 April 2024

#### NOTES ON APPOINTMENT OF PROXY

- Only a member whose name appears in the Record of Depositors of the Company as at 24 May 2024 shall be entitled to attend, speak and vote, and to appoint proxy(ies) to attend, speak and vote on his/her/its behalf at the 3<sup>rd</sup> Annual General Meeting ("AGM").
  - A member of the Company who is entitled to attend and vote at the 3<sup>rd</sup> AGM may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the 3<sup>rd</sup> AGM. A proxy may but need not be a member of the Company.
  - Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, 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.
  - Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 to attend the 3<sup>rd</sup> AGM, the member shall specify the proportion of his/her shareholdings to be represented by each proxy.
  - The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of a duly authorised officer or attorney of the corporation.
  - 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 3<sup>rd</sup> AGM or any adjournment thereof:-
    - In hard copy form  
The Proxy Form must be deposited with the Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Millenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan.
    - By electronic means  
The Proxy Form can be electronically lodged via the following methods:-
      - Vide Facsimile (Fax Number: +603-2094 9940 / +603-2095 0292); or
      - Vide designated Email Address of Share Registrar: [info@sshsb.com.my](mailto:info@sshsb.com.my)
- A member may call the support line of Securities Services (Holdings) Sdn. Bhd. at +603-2084 9000 for assistance/clarification on item (7)(b) above.
- By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 3<sup>rd</sup> AGM and/or any adjournment thereof, a member of the Company:-
    - consents to the collection, use and disclosure of the member's personal data by the Company (or its agent) for the purpose of the processing and administration of proxies and representatives appointed for the 3<sup>rd</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 3<sup>rd</sup> AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
    - warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agent), 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 agent) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
    - agrees that the member will indemnify the Company (or its agent) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

#### Explanatory Notes:

- Agenda item 1 - Audited Financial Statements for the financial year ended 31 December 2023**  
This agenda item is meant for discussion only in accordance with Section 340(1)(a) of the Act. The Audited Financial Statements do not require a formal approval of shareholders and hence, the matter will not be put forward for voting.
  - Agenda item 3 - Directors' Fees and Benefits (Ordinary Resolution 2)**  
Pursuant to Section 230(1) of the Act, fees and benefits payable to the Non-Executive Directors of a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The proposed Directors' fees and benefits are calculated based on the current Board size and the number of scheduled Board and Committee meetings for the period from the 3<sup>rd</sup> AGM up to the next AGM to be held in the year 2025. In the event the proposed amount is insufficient (i.e. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.  
The Ordinary Resolution 2, if passed, will allow the Company to make the payment to the Non-Executive Directors on a monthly basis. The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid such payment on a monthly basis after they have discharged their responsibilities and rendered their services to the Company.
- Agenda items 4 and 5 - Re-election of Directors (Ordinary Resolutions 3, 4 and 5)**  
Mr. Ang Seng Wong, Mr. Loo Wai Hong and Ms. Tan Mui Ping ("**Retiring Directors**") are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 3<sup>rd</sup> AGM.  
The Board had through the Nominating Committee ("**NC**") carried out the annual assessment and fit and proper assessment on the Retiring Directors and agreed that they met the criteria as prescribed by Rule 2.20A of the ACE Market Listing Requirements of Bursa Securities on character, experience, integrity, competence and time to effectively discharge their role as Directors of the Company.  
The Board had also through the NC carried out an assessment on the independence of Mr. Ang Seng Wong and Ms. Tan Mui Ping and is satisfied that they met the criteria of independence as prescribed in the ACE Market Listing Requirements of Bursa Securities.
- Agenda item 7 - Authority to Issue and Allot Shares pursuant to the Act (Ordinary Resolution 7)**  
The Company wishes to obtain a mandate on the authority to issue shares pursuant to the Act at the 3<sup>rd</sup> AGM of the Company to issue shares any time to such persons provided that the aggregate number of shares to be issued pursuant to this resolution during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being (hereinafter referred to as the "**General Mandate**").  
The Company had been granted a general mandate on the authority to issue shares pursuant to the Act by its shareholders at the Second AGM of the Company held on 19 June 2023 (hereinafter referred to as the "**Previous Mandate**").  
As at the date of this notice, the Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.  
Subject to the passing of the Ordinary Resolution 8 on waiver of pre-emptive rights pursuant to Section 85 of the Act and the General Mandate, if granted, will give the Directors of the Company the flexibility to issue and allot new shares in the Company in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting.  
The authority for the allotment of new shares will provide flexibility to the Company for any potential fund raising activities, including but not limited to placement of shares, for the purpose of funding future investments, working capital and/or acquisition. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM.
- Agenda item 8 - Waiver of Pre-emptive Rights pursuant to Section 85 of the Act (Ordinary Resolution 8)**  
Pursuant to Section 85(1) of the Act to read together with Clause 12(3) of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities. Thus, a waiver is required.  
By voting in favour of Ordinary Resolution 8, the shareholders of the Company would be waiving their statutory pre-emptive rights to be offered new shares to be issued by the Company pursuant to Ordinary Resolution 7. Hence, Ordinary Resolution 8, if passed, would allow the Directors to issue new shares to any person pursuant to Ordinary Resolution 7 without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.
- Agenda item 9 - Proposed amendments to the Constitution of the Company (Special Resolution 1)**  
The proposed adoption of Special Resolution 1 is to streamline the Company's existing Constitution with the Main Market Listing Requirements of Bursa Securities and other prevailing statutory and regulatory requirements, while facilitate any future transfer of the listing of the Company from ACE Market to the Main Market of Bursa Securities, as well as to enhance administrative efficiency.  
That Special Resolution 1, if passed will take effect only on the date of listing of the Company on the Main Market of Bursa Securities.