



**T7 GLOBAL BERHAD**  
(Company No. 662315-U)  
(Incorporated in Malaysia)

19 June 2019

To: The Shareholders of T7 Global Berhad

**ERRATA TO THE NOTICE OF THE FIFTEENTH ANNUAL GENERAL MEETING  
("15<sup>TH</sup> AGM")**

Reference is made to the Company's announcement made to Bursa Malaysia Securities Berhad on 26 April 2019.

On behalf of the Board of Directors, we wish to highlight that the following amendments to Agenda item no. 9. of the Notice of the 15<sup>th</sup> AGM, remarked in italic and underline, which shall by this Errata, be amended, corrected and taken as read as shown herein instead of as announced to Bursa Malaysia Securities Berhad on 26 April 2019 and distributed to the shareholders on 29 April 2019.

**Amendments to Agenda item no. 9 of the Notice of the 15<sup>th</sup> AGM**

**ORDINARY RESOLUTION NO. 3 (Resolution 9)**

**- PROPOSED NEW SHAREHOLDERS' MANDATE FOR NEW RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE**

"**THAT**, subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company and the Bursa Malaysia Securities Berhad's Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ("**Related Parties**") as described in the Circular/Statement to Shareholders dated 29 April 2019 ("**Recurrent RPTs**") provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders,

("RRPT Mandate").

**AND THAT such approval shall continue to be in force until:-**

- (a) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340 of the Act (but



**T7 GLOBAL BERHAD**  
(Company No. 662315-U)  
(Incorporated in Malaysia)

- 2 -

(Errata to the Notice of the 15<sup>th</sup> AGM – Cont'd)

- shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by shareholders in a general meeting; or

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate.”

Save for the above-mentioned amendment, all other details and information in the Notice of the 15<sup>th</sup> AGM remain valid and unchanged. A copy of the revised Notice of 15<sup>th</sup> AGM is enclosed for your reference. The errors are regretted.

By Order of the Board  
T7 GLOBAL BERHAD

CHUA SIEW CHUAN  
TAN LOO EE  
Company Secretaries

# Notice of Annual General Meeting



**T7 GLOBAL BERHAD.**  
(Company No. 662315-U)  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN** that the Fifteenth Annual General Meeting of the Company will be held at Open Foyer, Level 17, KL Trillion Corporate Tower, Block C, 338 Jalan Tun Razak, 60400 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 26 June 2019 at 9:00 a.m. for the following purposes: -

## AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Explanatory Note 1)** **Resolution 1**
- To approve the payment of Directors' fees of RM225,000/- for the period from 27 June 2019 to the Sixteenth Annual General Meeting of the Company in year 2020. **Resolution 1**
- To approve the payment of benefits payable to the Non-Executive Directors up to an amount of RM245,000/- for the period from 27 June 2019 to the Sixteenth Annual General Meeting of the Company in year 2020 pursuant to Section 230(1) (b) of the Companies Act 2016. **Resolution 2**
- To re-elect Ms. Tan Sam Eng who is retiring in accordance with Article 103 of the Company's Articles of Association and being eligible, has offered herself for re-election. **Resolution 3**

Encik Ir. Abd Rashid Bin Md Sidek who retires in accordance with Article 103 of the Company's Articles of Association, has indicated not to seek for re-election. Hence, he will retain office until the close of the Fifteenth Annual General Meeting. **Resolution 3**

- To re-elect the following Directors who are retiring in accordance with Article 109 of the Company's Articles of Association and being eligible, has offered themselves for re-election:-
  - Encik Mohd Noor Bin Setapa; and **Resolution 4**
  - YBhg. Admiral (R) Tan Sri Dato' Seri Panglima Ahmad Kamaruzaman Bin Hj Ahmad Badaruddin. **Resolution 5**
- To re-appoint Messrs. Grant Thornton Malaysia as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 6**

## As Special Business

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

- ORDINARY RESOLUTION NO. 1**  
**AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

"**THAT** subject always to the Companies Act 2016 (**"the Act"**), the Constitution of the Company and the approvals from the relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby authorised and empowered pursuant to the Companies Act 2016, to issue and allot shares in the Company, at any time, at such price, 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 10% of the total number of issued shares of the Company for the time being;

**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 Malaysia Securities Berhad; **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 7**

- ORDINARY RESOLUTION NO. 2**  
**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"**THAT** subject always to the Companies Act 2016 (**"the Act"**), the Constitution of the Company and the Bursa Malaysia Securities Berhad's Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group (**Related Parties**) as described in the Circular/Statement to Shareholders dated 29 April 2019 (**Recurrent RPTs**) provided that such transactions are:-

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- are not to the detriment of the minority shareholders,

(**RRPT Mandate**).

**AND THAT** such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or
- the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by shareholders in a general meeting; or

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate." **Resolution 8**

- ORDINARY RESOLUTION NO. 3**  
**PROPOSED NEW SHAREHOLDERS' MANDATE FOR NEW RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE**

"**THAT** subject always to the Companies Act 2016 (**"the Act"**), the Constitution of the Company and the Bursa Malaysia Securities Berhad's Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group (**Related Parties**) as described in the Circular/Statement to Shareholders dated 29 April 2019 (**"Recurrent RPTs"**) provided that such transactions are:-

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- are not to the detriment of the minority shareholders,

(**RRPT Mandate**).

**AND THAT** such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or
- the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by shareholders in a general meeting; or

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate." **Resolution 9**

- ORDINARY RESOLUTION NO. 4**  
**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED SHARE BUY-BACK AUTHORITY")**

"**THAT** subject always to the Companies Act 2016 (**"the Act"**), the provisions of the Company's Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (**"Bursa Securities"**) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities, upon such terms and conditions as the Directors in their discretion deem fit and expedient in the best interest of the Company, provided that:-

- the aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company as at the point of purchase(s);
- the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company available at the time of the purchase(s); and
- the shares of the Company to be purchased may be canceled, retained as treasury shares, distributed as dividends to the shareholders or resold on Bursa Securities, or a combination of any of the above, at the absolute discretion of the Directors.

**AND THAT** the authority conferred by this Resolution shall commence immediately upon the passing of this Resolution and shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed, at which time the authority 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
- revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

**AND FURTHER THAT** the Directors of the Company be authorised to do all acts, deeds and things and to take all such steps as they may deem fit, appropriate, expedient or necessary in the best interest of the Company to give full effect to the purchase by the Company of its own shares with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities." **Resolution 10**

- SPECIAL RESOLUTION**  
**PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY**

"**THAT** approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Part C of the Circular/Statement to Shareholders dated 29 April 2019 accompanying the Company's Annual Report 2018, be and is hereby adopted as the Constitution of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing." **Resolution 11**

- To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD

**CHUA SIEW CHUAN**  
**TAN LOO EE**

Company Secretaries

Kuala Lumpur

Dated: 29 April 2019

## Explanatory Notes: -

- Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2018**

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. Hence, this Agenda item not put forward for voting.

- Items 2 and 3 of the Agenda - Directors' Fees and Benefits**

Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the Directors, and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at the general meeting.

The proposed Resolution 1, if approved, will authorise the payment of Directors' fees to the Non-Executive Directors ("NEDs") of the Company for the period from 27 June 2019 to the Sixteenth Annual General Meeting of the Company in year 2020 and to be payable on a monthly basis in arrears after each month of completed service of the Directors. This Resolution is to facilitate payment of Directors' fees on current financial year basis.

The proposed Resolution 2, if approved, will authorise the payment of Directors' benefits to the NEDs by the Company. The benefits payable to the NED for the period from 27 June 2019 to the Sixteenth Annual General Meeting of the Company in year 2020 are derived from the estimated meeting allowance based on the number of scheduled meetings and unscheduled meetings (when necessary) for the Board and Board Committee, and number of NEDs involved in the meetings.

In the event that the Directors' fees and benefits payable proposed are insufficient due to enlarged Board size, approval will be sought at the next Annual General Meeting for additional Directors' fees and benefits to meet the shortfall.

- Item 7 of the Agenda - Authority to Issue Shares Pursuant to the Companies Act 2016**

The Company wishes to renew the mandate on the authority to issue and allot shares pursuant to the Companies Act 2016 at the Fifteenth Annual General Meeting of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the Fourteenth Annual General Meeting of the Company held on 26 June 2018 (hereinafter referred to as the "Previous Mandate").

As at the date of this Notice, the Company has not issued any new ordinary shares pursuant to the Previous Mandate granted by the shareholders and hence, no proceeds were raised therefrom.

The proposed resolution, if passed, will provide flexibility to the Directors of 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 Annual General Meeting of the Company.

- Item 8 of the Agenda - Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Resolution 8, if passed, will provide a renewed mandate for the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This mandate shall lapse at the conclusion of the next Annual General Meeting unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

- Item 9 of the Agenda - Proposed New Shareholders' Mandate for New Recurrent Related Party Transaction of a Revenue or Trading Nature**

The proposed adoption of Resolution 9 is to obtain new shareholders' mandate for new recurrent related party transaction. The new shareholders' mandate will enable the Group to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

- Item 10 of the Agenda - Proposed Share Buy-Back Authority**

The proposed Resolution 10, if passed, would empower the Directors of the Company to purchase the Company's ordinary shares of up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the Company's retained profits based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s).

- Item 11 of the Agenda - Proposed Adoption of a New Constitution of the Company**

The proposed Special Resolution is undertaken primarily to streamline the existing Memorandum and Articles of Association ("M&A") of the Company with the Companies Act 2016, which was effective from 31 January 2017. The proposed adoption is also to align the existing M&A with the Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad on 29 November 2017, and to provide clarity to certain provision thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency.

Please refer to Part C of the Circular/Statement to Shareholders dated 29 April 2019 for further information.

## Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2019 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead (subject always to a maximum of two (2) proxies of each Meeting). Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy may but does not need to be a member of the Company. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. 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.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee 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.
- The instrument appointing a proxy must be deposited at the Company's Share Registrar's Office at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 3/02, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.