



## VORTEX CONSOLIDATED BERHAD

(formerly known as SKH Consortium Berhad)

(383028-D)

(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting of VORTEX CONSOLIDATED BERHAD (formerly known as SKH CONSORTIUM BERHAD) (383028-D) ("Company" or "VORTEX") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Wilayah Persekutuan on Monday, 26 August 2019 at 3.30 p.m. for the following purposes:

- To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
- To re-elect Mr. Tan Ooi Jin, the Director who is retiring in accordance with Article 83 of the Company's Articles of Association. **(Ordinary Resolution 1)**
- To re-elect Mr. Ahmed Azhar Bin Abdullah, the Director who is retiring in accordance with Article 90 of the Company's Articles of Association. **(Ordinary Resolution 2)**
- To re-elect Mr. Lim Kian Boon, the Director who is retiring in accordance with Article 90 of the Company's Articles of Association. **(Ordinary Resolution 3)**
- To re-elect Mr. Tham Kah Yong, the Director who is retiring in accordance with Article 90 of the Company's Articles of Association. **(Ordinary Resolution 4)**
- To re-elect Mr. Kamari Zaman Bin Juhari, the Director who is retiring in accordance with Article 90 of the Company's Articles of Association. **(Ordinary Resolution 5)**
- To re-elect Mr. Goh Eugene, the Director who is retiring in accordance with Article 90 of the Company's Articles of Association. **(Ordinary Resolution 6)**
- To approve the payment of Directors' fees of RM750,000 for the financial year ending 31 March 2020 which is payable quarterly in arrears. **(Ordinary Resolution 7)**
- To approve the payment of Directors' benefits up to an amount of RM50,000 from the passing of this resolution until the next Annual General Meeting of the Company. **(Ordinary Resolution 8)**
- 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 Directors to fix their remuneration. **(Ordinary Resolution 9)**
- As Special Business**  
To consider and, if thought fit, with or without any modification, to pass the following Resolution:  
**Authority to Issue Shares** **(Ordinary Resolution 10)**  
"THAT, subject always to the Companies Act, 2016, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby empowered pursuant to Section 75 and Section 76 of the Companies Act, 2016, to issue shares in the Company from time to time 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 (10) per cent 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 THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
- Proposed Adoption of the New Constitution of the Company** **(Special Resolution 1)**  
"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 the Circular to Shareholders dated 31 July 2019 accompanying the Company's Annual Report 2019 for the financial year ended 31 March 2019 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 modification, variation and/or amendment as may be required by the relevant authorities and to all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
- To transact any other business that may be transacted at an Annual General Meeting of which due notice shall have been given in accordance with the Companies Act, 2016 and the Articles of Association of the Company.

#### By Order of the Board

**Leong Sue Ching** (MAICSA 7040814)  
Company Secretary

Kuala Lumpur  
31 July 2019

#### Explanatory Notes on Ordinary and Special Business:

- Item 1 of the Agenda**  
*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 and hence, is not put forward for voting.*
- Item 11 of the Agenda**  
*The proposed Ordinary Resolution 10, if passed, will authorise the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approvals of all relevant governmental/regulatory bodies. This authorisation will empower the Directors of the Company to issue shares notwithstanding that the authorisation has ceased to be in force if the shares are issued in pursuance of an offer, agreement or option made or granted by the Directors while the authorisation was in force. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.*  
*The proposed Ordinary Resolution 10 is a new mandate being sought. As at the date of this notice, no new shares in the Company were issued pursuant to the general authority to the directors for issuance of shares pursuant to Section 75 and 76 of the Companies Act, 2016 at the Twenty-Second Annual General Meeting held on 29 August 2018 and which will lapse at the conclusion of the Twenty-Third Annual General Meeting.*  
*The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further possible fund raising exercises, further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.*
- Special Resolution 1**  
*The proposed Special Resolution 1, if passed, will bring the Company's Constitution in line with the enforcement of Companies Act 2016 and will enhance administrative efficiency. The proposed new Constitution is set out in the Circular of Shareholders dated 31 July 2019 accompanying the Company's Annual Report 2019.*

#### Notes:

- A member may appoint up to two (2) proxies to attend and vote instead. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia.
- Where a Member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, such member may appoint at least one (1) proxy in respect of each securities account it holds with 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 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.
- If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
- To be valid, this form which is duly completed must be deposited at the registered office of the Company at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan not less than forty eight (48) hours before the time for holding the meeting. 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, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 58 of the Articles of Association of the Company and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 20 August 2019 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting.
- All resolutions as set out in this notice of AGM are to be voted by poll.