

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 16th Annual General Meeting of the Company will be held at the Auditorium of ViTrox Campus 2.0, 746, Persiaran Cassia Selatan 3, Batu Kawan Industrial Park, 14110 Bandar Cassia, Penang on Monday, 29 June 2020 at 10.00 a.m. for the following purposes:-

**AGENDA**

1. To receive the Audited Financial Statements for the year ended 31 December 2019 together with the reports of the Directors and Auditors thereon. (Please refer to Note A)
2. To declare a Final Dividend of 2.8 sen per share exempt from Income Tax for the year ended 31 December 2019. (Resolution 1)
3. To approve the payment of Directors' Fee of up to RM198,000 for the period from 1 June 2020 until the next Annual General Meeting (AGM) of the Company. (Resolution 2)
4. To re-elect the following directors retiring under the respective provision of the Company's Constitution, and who being eligible, offered themselves for re-election:-
  - a) Chu Jenn Weng Paragraph 102 (Resolution 3)
  - b) Yeoh Shih Hoong Paragraph 102 (Resolution 4)
  - c) Mary Yeo Chew Yen Paragraph 102 (Resolution 5)
5. To approve the benefits payable (excluding Directors' Fees) to the Non-Executive Directors up to an amount of RM166,213 for 1 June 2020 until the next AGM of the Company. (Resolution 6)
6. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 7)
7. **AS SPECIAL BUSINESSES**  
 To consider and if thought fit, to pass the following resolutions:-  
**ORDINARY RESOLUTIONS**
  - a) **Continue in Office as an Independent Non-Executive Director(s)**
    - (i) "That authority be and is hereby given to Dato' Seri Dr. Kiew Kwong Sen to continue to serve as Independent Non-Executive Chairman of the Company." (Resolution 8)
    - (ii) "That authority be and is hereby given to Prof. Ir. Dr. Ahmad Fadzil Bin Mohamad Hani to continue to serve as Independent Non-Executive Director of the Company." (Resolution 9)
    - (iii) "That authority be and is hereby given to Chuah Poay Ngee to continue to serve as Independent Non-Executive Director of the Company." (Resolution 10)
    - (iv) "That authority be and is hereby given to Chang Mun Kee to continue to serve as Independent Non-Executive Director of the Company." (Resolution 11)
  - b) **Authority to Issue Shares** (Resolution 12)  
 "That pursuant to Companies Act 2016 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."
  - c) **Renewal of Authority to Purchase its own Shares** (Resolution 13)  
 "That subject to the Companies Act 2016, provisions of the Company's Constitution and the requirements of the Bursa Securities and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to purchase its own shares through Bursa Securities, subject to the following:-
    - i) The maximum aggregate number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares in the ordinary share capital of the Company at any point in time;
    - ii) The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits of the Company. As at the latest financial year ended 31 December 2019, the audited retained profits of the Company stood at RM33,450,411;
    - iii) The authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next AGM of the Company, at which time it shall lapse unless by 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 is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
    - iv) Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:-
      - to cancel the shares so purchased; or
      - to retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
      - retain part of the shares so purchased as treasury shares and cancel the remainder.
 The Directors of the Company be and are hereby authorised to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares in accordance with the Companies Act 2016, provisions of the Company's Constitution, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals."
8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN that the Final Dividend of 2.8 sen per share exempt from Income Tax for the year ended 31 December 2019, if approved, will be paid on 28 July 2020 to depositors registered in the Records of Depositors on 10 July 2020:-

- A Depositor shall qualify for entitlement to the Dividend in respect of: -
  - a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on 10 July 2020 in respect of transfers;
  - b) shares deposited into the Depositor's Securities Account before 12.30 p.m. in respect of securities exempted from mandatory deposit; and
  - c) shares bought on Bursa Malaysia Securities Berhad ("**Bursa Securities**") on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board,  
 HOW WEE LING (MAICSA 7033850) / SSM PC No.: 202008000869  
 OOI EAN HOON (MAICSA 7057078) / SSM PC No.: 202008000734  
 Secretaries  
 Penang  
 Date : 29 May 2020

**Notes:**  
**IMPORTANT NOTICE:** In view of the outbreak of COVID-19 which is now a global pandemic, the Company has in place precautionary measure for the 16th AGM in order to safeguard the health of attendees at the AGM. You are requested to read and adhere to the Administrative Details which can be downloaded from the Company's website or announcement via Bursa website.

A. This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 and the Company's Constitution do not require a formal approval of the shareholders and hence, is not put forward for voting.

- Proxy**
1. For the purpose of determining a member who shall be entitled to attend and vote at the AGM, the Company shall be requesting the Record of Depositors as at 17 June 2020. Only a depositor whose name appears on the Record of Depositors as at 17 June 2020 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
  2. A member may appoint up to two (2) proxies in relation to the AGM, provided that he specifies the proportion of his shareholdings to be represented by each proxy.
  3. 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.
  4. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
  5. The instrument appointing a proxy shall be deposited at the Registered Office, 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang, Malaysia, by Saturday, 27 June 2020 at 10.00 a.m. or at any adjournment thereof. Proxy Form transmitted by facsimile or electronic mail will not be accepted unless the original copy is received at the Registered Office.

**Explanatory Note On Special Business:**

1. Resolutions 8, 9, 10 and 11 – Continue in Office as Independent Non-Executive Director(s)  
 Dato' Seri Dr. Kiew Kwong Sen, Prof. Ir. Dr. Ahmad Fadzil Bin Mohamad Hani and Ms. Chuah Poay Ngee have served the Board as Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) years.  
 Mr. Chang Mun Kee has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years.  
 The Board had assessed the performance and independence of the aforesaid Directors and recommended that the approval of the shareholders be sought for the aforesaid Directors to continue to serve as the Independent Non-Executive Directors of the Company, based on the following justification:-
  - i) had fulfilled the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirements of Bursa Securities (Main LR);
  - ii) had demonstrated throughout the terms of their office to be independent by exercising independent judgment when a matter is put before them for decision. Thus, they would be able to function as check and balance, provide broader view and brings an element of objectivity to the Board;
  - iii) had participated actively and contributed positively during deliberations or discussions at Board Meetings;
  - iv) had performed their duty diligently and in the best interest of the Company and provides a broader view, independent and balanced assessment of proposals from the Management.
 The proposed Resolutions 8, 9, 10 and 11, if passed, enable Dato' Seri Dr. Kiew Kwong Sen, Prof. Ir. Dr. Ahmad Fadzil Bin Mohamad Hani, Ms. Chuah Poay Ngee and Mr. Chang Mun Kee to continue to act as Independent Non-Executive Director of the Company. Otherwise, they will be re-designated as a Non-Independent Non-Executive Director and relinquish their position as an Independent Non-Executive Director of the Company upon the conclusion of the 16th AGM.
2. Resolution 12 – Authority to issue Shares  
 The proposed Resolution No. 12, if passed, will grant a renewed general mandate (Mandate 2020) and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company. The Mandate 2020 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital. As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the 15th AGM. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.
3. Resolution 13 – Authority to Purchase its own Shares  
 The proposed Resolution No. 13, if passed, will give the Directors of the Company authority to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next AGM.

# Administrative Guide for the 16th AGM

The health and safety of the attendees at the 16th AGM of ViTrox Corporation Berhad ("VCB") are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the 16th AGM:

1. Shareholders are strongly encouraged to appoint the Chairman of the 16th AGM to act as proxy to attend and vote at the 16th AGM on your behalf by submitting the proxy form with pre-determined voting instruction.
2. In the interest of the public health including the well-being of the participants, the precautionary measures must be followed when attending the 16th AGM in person.
3. Shareholders or proxies who are feeling unwell or have been placed on quarantine orders or Stay-at-home notices or have been in physical contact with a person infected with COVID-19 or Person Under Investigation ("PUI"), you are advised to refrain from attending the 16th AGM in person.
4. To minimise the risk of community spread of the COVID-19, we reserve the right to carry out the acts as we deem necessary for the safety of our members, Directors, staff and other stakeholders, to refuse any attendees, shareholders or proxies with COVID-19 symptoms (which include fever, cough, breathlessness) and/or body temperature above 37.5°C and/or displaying symptoms of being unwell from entering the AGM venue.
5. All participants are required to physically sign a Self-Declaration Form and provide their travel history and contact details (to facilitate contact tracing) before entering our premises.
6. We will be conducting body temperature screening on all attendees at our security guard house before registration at the meeting. Face masks will be provided to all attendees at security guard house.
7. Social distancing throughout the 16th AGM must be strictly adhered to. Hand sanitisers will be placed at the common areas for your use during meeting.
8. On the seating arrangement and number of individuals allowed to be present at the AGM venue, we will be guided by the guidelines issued by Government from time to time. Hence, we strongly encourage members to appoint the Chairman of the 16th AGM to act as your proxy to attend and vote at the 16th AGM.
9. If the Shareholders would like to raise any questions in relation to the Resolutions laid out in the 16<sup>th</sup> AGM, you may email your questions to [enquiry@vitrox.com](mailto:enquiry@vitrox.com) by 22 June 2020, 5.00 p.m. and the Company would attend to your concerns soonest possible.
10. **NO** door gift will be provided to the shareholders or proxies.
11. **NO** refreshment will be served at the AGM venue.
12. Shareholders are encouraged to keep abreast with the latest news released by the authority regarding traveling, self-quarantine, other health and safety precautions from time to time.
13. Shareholders are also reminded to monitor the Company's website and announcements from time to time for any changes to the 16<sup>th</sup> AGM arrangement.

# Self-Declaration Form

Name :

IC / Passport No. :

Contact No. :

Date of visit :

No.	Checklist	Yes	No
1	Past 14 days has traveled from / to <b>overseas / red zone in Malaysia?</b>		
2	Do you have symptom as <b>runny nose?</b>		
3	Do you have symptom as <b>headache?</b>		
4	Do you have symptom as <b>cough?</b>		
5	Do you have symptom as <b>sore throat?</b>		
6	Do you have symptom as <b>fever (&gt;37.5°C)?</b>		
7	Do you have symptom as <b>general feeling of being unwell?</b>		

Comment (if any) :

**I hereby confirm that all the particular and information above are true and correct.**

**Should I be found having the COVID-19 symptoms above, I have no objection and will not hold the Company liable for being refused my entry / participation in the 16<sup>th</sup> AGM in person.**

Signed this on \_\_\_\_ day of \_\_\_\_\_ 2020

Signature:

**Note:**

**This original signed self-declaration copy must be presented to our security guard before entering our premises.**