



GREATECH

GREATECH TECHNOLOGY BERHAD

Registration no. 201801008633 (1270647-H)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting ("2nd AGM") of Greatech Technology Berhad ("GTB" or the "Company") will be held at The Auditorium, Plot 287A, Lengkok Kampung Jawa Satu, Bayan Lepas Free Industrial Zone Phase 3, 11900 Bayan Lepas, Pulau Pinang on Monday, 29 June 2020 at 11.30 am for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
- To re-elect Mr Khor Lean Heng who retires by rotation in accordance with Clause 170 of the Company's Constitution and being eligible, offered himself for re-election.
- Mr Ooi Ching Hock who also retires by rotation pursuant to Clause 170 of the Company's Constitution, has expressed his intention not to seek for re-election. Hence, he will retain office until the conclusion of this 2nd AGM.
- To re-elect Dato' Seri Wong Siew Hai who retires in accordance with Clause 161 of the Company's Constitution and being eligible, offered himself for re-election.
- To approve the payment of Directors' Fee of RM60,000 per annum for each of the Directors for the period from 1 January 2020 until the next AGM of the Company to be held in year 2021.
- To approve the payment of benefits to the Directors up to an amount of RM100,000 for the period from 29 June 2020 until the next AGM of the Company to be held in year 2021.
- To re-appoint Messrs BDO PLT as the Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

(Please refer to
Explanatory Note 1)

Resolution 1
Resolution 2

Resolution 3

Resolution 4
Resolution 5

AS SPECIAL BUSINESS

- To consider and if thought fit, to pass the following as resolutions, with or without any modifications:

7.1 Ordinary Resolution

Authority to issue and allot shares pursuant to Section 75 of the Companies Act 2016

"THAT subject always to the Companies Act 2016 ("the Act"), the relevant Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") which the Company is listed at the relevant time ("Listing Requirements"), the Company's Constitution and approvals of any relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered to issue and allot shares in the capital of the Company, pursuant to the Act, 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 share (excluding treasury shares) of the Company for the time being and the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued; AND 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 ("AGM") of the Company, or the expiration of the period within which the next AGM is required to be held, whichever is earlier, unless such authority is revoked or varied by resolution passed by the shareholders in general meeting."

Resolution 6

7.2 Ordinary Resolution

Proposed authority for the purchase by the Company of its own ordinary shares

"THAT subject to the Act, the Company's Constitution, the relevant Listing Requirements of Bursa Securities which the Company is listed at the relevant time 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 of the Company ("Board") from time to time through Bursa Securities upon the expiration of the Company's Sponsorship Period pursuant to the Listing Requirements and such terms and conditions as the Board may deem fit and expedient in the best interest of the Company provided that the aggregate number of ordinary shares purchased pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company;

THAT the maximum amount of funds to be utilised by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the aggregate retained earnings 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);

THAT upon the purchase by the Company of the ordinary shares, the Board shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and/or distributed as dividends and/or resold on Bursa Securities or transferred for the purpose of or under the employee's share scheme or share grant scheme which the Company may establish or in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements and any other relevant authorities for the time being in force;

THAT such authority conferred by this resolution shall commence immediately upon the passing of this resolution and expiration of the Company's Sponsorship Period until:

- the conclusion of the next AGM of the Company following this AGM at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that Meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting; whichever is the earliest.

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."

Resolution 7

- To transact any other ordinary business of which due notice shall have been given in accordance with the Act and the Company's Constitution.

By Order of the Board,

THUM SOOK FUN, SSM PC No. 201908000139 (MIA 24701)

LOW SEOW WEI, SSM PC No. 202008000437 (MAICSA 7053500)

Company Secretaries

Penang

Date: 29 May 2020

(A) Notes:

- As part of the initiatives and the safety measures to curb the spread of Coronavirus Disease 2019 ("COVID-19"), and having regard to the well-being and the safety of our shareholders, the 2nd AGM will be conducted on a **fully virtual basis through live streaming and online remote voting** via Remote Participation and Voting facilities ("RPV") which are available on Securities Services e-Portal ("**SSEP**") at <https://www.sshsb.net.my/login.aspx>. Please follow the procedures provided in the Administrative Guide for the 2nd AGM in order to register, participate and vote remotely via RPV.
- The broadcast venue is strictly for the purpose of compliance with Section 327(2) of the Act which stipulates that the Chairman of the meeting shall be present at the main venue of the 2nd AGM and in accordance with Clause 96 of the Company's Constitution which allows a meeting of members to be held at more than one venue, using any technology or method that enables the members of the Company to participate and to exercise the members' right to speak and vote at the general meeting.
- As the 2nd AGM will be conducted via a virtual meeting, a member entitled to attend and vote at the meeting may appoint up to two (2) proxies or the Chairman of the Meeting as his/her proxy(ies), by indicating the voting instruction in the Form of Proxy:
 - A member entitled to attend and vote at the meeting may appoint up to two (2) proxies to attend and vote in his/her stead. A proxy may, but need not, be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
 - A member may appoint any person to be his/her proxy without any restriction as to the qualification of such person.
- Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he/she may appoint the Chairman of the Meeting in respect of each Securities Account he/she holds with ordinary shares of the Company standing to the credit of the said Securities Account to attend and vote at a meeting of the Company instead of him/her.
- Where a Member of the Company is an Exempt Authorised Nominee ("EAN") as defined under SICDA 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 EAN may appoint in respect of each Omnibus Account it holds PROVIDED THAT each beneficial owner of ordinary shares, or where the ordinary shares are held on behalf of joint beneficial owners, such joint beneficial owners, shall be entitled to instruct the EAN to appoint the Chairman of the Meeting to attend and vote at a general meeting of the Company instead of the beneficial owner or joint beneficial owners.
- The instrument appointing a proxy shall be in writing signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its corporation's common seal or under the hand of an officer or of its attorney duly authorised.
- The appointment of proxy(ies) may be made in hardcopy form or by electronic means as follows:
 - In Hardcopy Form**
The Form of Proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Registered Office at **Suite 18.05, MWE Plaza, No. 8, Lebuhraya Farquhar, 10200 George Town, Pulau Pinang, Malaysia**.
 - By SSEP**
The Form of Proxy can be electronically submitted to the Share Registrar of the Company via SSEP. The website to access SSEP is <https://www.sshsb.net.my/login.aspx>.
(Please refer to the Administrative Guide for more details)

in either case at least forty-eight (48) hours before the time set for holding this AGM or any adjournments thereof.

- For the purpose of determining who shall be entitled to attend the meeting, only members whose names appeared on the Record of Depositors on 22 June 2020 ("General Meeting Record of Depositors") made available to the Company pursuant to Clause 134 of the Company's Constitution shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

(B) Explanatory Notes:

- Item 1 of the Agenda: Audited Financial Statements for the financial year ended 31 December 2019**

The first agenda of this meeting is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval for the Audited Financial Statements from the shareholders. Hence, this Agenda is not put forward to shareholders for voting.

- Items 2 and 3 of the Agenda: Re-election of Directors**

Clause 170 of the Company's Constitution states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election.

In determining the eligibility of the Directors to stand for re-election at the forthcoming AGM, the Nominating Committee ("NC") has considered the following:

- Evaluation on the effectiveness of the Board as a whole and all Board Committees; and
- For Independent Non-Executive Directors ("INEDs") only, the level of independence demonstrated by the INEDs and their ability to act in the best interest of the Company.

In line with Practice 5.1 of the Malaysian Code on Corporate Governance 2017, the Board has conducted an assessment of the Directors of the Company based on the relevant performance criteria as elaborated in the Corporate Governance ("CG") Overview Statement of the Annual Report 2019 and the CG Report of the Company.

Mr Khor Lean Heng and Mr Ooi Ching Hock are due to retire pursuant to Clause 170 at the forthcoming 2nd AGM. Mr Khor Lean Heng has offered himself for re-election at the 2nd AGM pursuant to Clause 170 of the Company's Constitution, while Mr Ooi Ching Hock has expressed his intention that he will not seek for re-election and will retain in office until the conclusion of the forthcoming 2nd AGM.

Clause 161 of the Company's Constitution provides that any Director appointed during the year shall hold office only until the next AGM and shall be eligible for re-election.

The Company had, on 4 May 2020 announced the appointment of Dato' Seri Wong Siew Hai as an Independent Non-Executive Director of the Company effective on 8 May 2020.

Dato' Seri Wong Siew Hai whose appointment effective on 8 May 2020 shall hold office until the 2nd AGM and shall then be eligible for re-election pursuant to Clause 161 of the Company's Constitution.

The Board recommends the re-election of Mr Khor Lean Heng and Dato' Seri Wong Siew Hai as Directors of the Company at the forthcoming 2nd AGM.

All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NC and Board meetings and will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at this AGM.

Items 4 and 5 of the Agenda: Directors' fee 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 and benefits payable to Directors, in separate resolutions as follows:

Resolution 3 – On payment of Directors' fees for the period from 1 January 2020 until the next AGM of the Company to be held in year 2021;

Resolution 4 – On payment of benefits to the Directors of the Company from 29 June 2020 until the next AGM of the Company to be held in year 2021.

The proposed Directors' fees of RM60,000.00 per annum for each of the Directors remain unchanged and are derived based on the assumption that all Directors of the Company will remain in office until the next AGM. In the event that the proposed Directors' fees is insufficient due to enlarged Board size, the Company will seek shareholders' approval at the next AGM of the Company for the additional Directors' fees to meet the shortfall.

The payment of Directors' fee and benefits to the Directors has been reviewed by the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company for the applicable period from the date of passing this resolution up to the conclusion of the next AGM. The benefits comprise of Directors and Officers Liabilities Insurance and the meeting allowance, which will only be accorded based on actual attendance of meetings by the Independent Non-Executive Directors.

Any Directors who are shareholders of the Company will abstain from voting on Resolution 3 and Resolution 4 concerning the remuneration to the Directors at this AGM.

The remuneration for each Director is set out in the CG Overview Statement.

Item 6 of the Agenda: Re-appointment of Auditors

Pursuant to Section 271(3)(b) of the Act, shareholders shall appoint auditors who shall hold office until the conclusion of the next AGM in year 2021. The current auditors, Messrs BDO PLT has expressed their willingness to continue in the office. The Board and the Audit and Risk Management Committee ("ARMC") had on their meeting held on 24 February 2020, considered the re-appointment of Messrs BDO PLT as auditors of the Company and collectively agreed that Messrs BDO PLT has met the relevant criteria prescribed by Rule 15.21 of ACE Market Listing Requirements of Bursa Securities.

The Board recommends the re-appointment of Messrs BDO PLT as External Auditors of the Company to hold office until the conclusion of the next AGM.

Item 7.1 of the Agenda: Authority to Director to issue and allot shares

The Ordinary Resolution 6 is primarily to seek general mandate to give flexibility to the Company and empower 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 for any possible fund-raising activities, including but not limited to the placing of shares, funding future investment, acquisitions, working capital and/or settlement of banking facilities, in accordance with Rule 6.04 of the ACE Market Listing Requirements of Bursa Securities (hereinafter referred to as the "General Mandate").

The purpose to seek for General Mandate is to enable the Directors to issue and allot shares at any time, as they consider appropriate in the best interest of the Company, to such persons in their absolute discretion without convening a general meeting as it would be both time-consuming and costly to organise a general meeting. This General Mandate, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

The Company had not sought for the General Mandate in the preceding year since the Company is just listed on Bursa Securities on 13 June 2019.

Item 7.2 of the Agenda: Authority to purchase the Company's own shares

The proposed resolution, if passed, will provide the mandate to the Company to buy back its own shares up to a maximum of 10% of the total number of issued shares of the Company upon the expiration of the Company's Sponsorship Period pursuant to the Listing Requirements.

For further information, please refer to the Share Buy-Back Statement dated 29 May 2020 which is despatched together with the Company's Annual Report 2019.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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 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.