

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting (“**AGM**”) of the Company will be conducted entirely through live streaming from the broadcast venue at Tricor Boardroom, Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“**Broadcast Venue**”) using the Remote Participation and Voting facilities (“**RPV**”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIH Online website at <https://tiah.online> on Friday, 10 July 2020 at 11.00 a.m. for the following purposes:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and the Auditors thereon.

(Please refer to Note No. 3)

2. To approve the payment of Directors’ Fees amounting to RM231,000.00 in respect of the financial year ended 31 December 2019. [2018: RM220,000] **Resolution 1**

3. To approve payment of Directors’ benefits of up to RM300,000.00 for the financial period from 1 July 2020 to 30 June 2021. **Resolution 2**

4. To re-elect Ahmad Rahizal bin AMD Dato’ Ahmad Rasidi, a Director retiring in accordance with Clause 105(1) of the Constitution of the Company. **Resolution 3**

5. To re-elect Soon Kwai Choy, a Director retiring in accordance with Clause 105(1) of the Constitution of the Company. **Resolution 4**

6. To re-appoint BDO PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

As Special Business

To consider and if thought fit, to pass the following as Ordinary Resolutions:

7. **Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016**

“**THAT** pursuant to Section 75 and 76 of the Companies Act 2016 and subject to approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be and is hereby given to the Directors to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed 20% of the total number of issued shares of the Company for the time being **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.” **Resolution 6**

8. **Retention of Independent Director in accordance with the Malaysian Code on Corporate Governance**

“**THAT** Soon Kwai Choy, an Independent Director who has served in the Company for more than nine (9) years be hereby retained as an Independent Director and to hold office until the next Annual General Meeting.” **Resolution 7**

By Order of the Board

LIM HOOI MOOI (SSM PC No. 201908000134 (MAICSA 0799764)
WONG WAI FOONG (SSM PC No. 202008001472) (MAICSA 7001358)
LAU YEN HOON (SSM PC No. 202008002143) (MAICSA 7061368)
Joint Company Secretaries

Kuala Lumpur
11 June 2020

NOTICE OF ANNUAL GENERAL MEETING

NOTES

1. Important Notice

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. **Members will not be allowed to attend the meeting in person at the Broadcast Venue on the day of the meeting.** Members are to participate i.e. to attend, speak (including posing questions via real time submission of typed texts) and vote remotely using the RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at <https://tiih.online>.

Please read these Notes carefully and follow the procedures in the Administrative Guide for the AGM in order to participate remotely via the RPV.

2. Appointment of Proxy

- For the purpose of determining a Member who shall be entitled to participate and vote via the RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at **2 July 2020** and only a depositor whose name appears on the Record of Depositors shall be entitled to participate at the meeting or appoint proxy(ies) to participate in his stead.
- A Member of the Company who is entitled to participate and vote at this meeting is entitled to appoint proxy(ies) to participate and vote instead of him. 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 ("SICDA"), 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 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. An exempt authorised nominee refers to an authorised nominee defined under the SIDCA which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.
- Where a Member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment of two (2) or more proxies shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
- A member who has appointed a proxy or attorney or authorized representative to attend, participate, speak and vote at this AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide for the AGM.
- The appointment of a proxy may be made in hard copy form or by electronic form. The hard copy of instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
- In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar's Office situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. In the case of electronic appointment, the proxy form must be deposited via TIIH Online at <https://tiih.online>. Please refer to the Administrative Guide for the AGM for further information on electronic submission.
- All proxy forms submitted must be received by the Company at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company.

3. Agenda No. 1

This item of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

4. Agenda No. 3 - Resolution No. 2

This resolution is to facilitate payment of Directors' benefits on current financial year basis until the conclusion of the Company's next Annual General Meeting in 2021. In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size etc.), approval will be sought at the next Annual General Meeting for the additional amount to meet the shortfall.

Directors' benefits include allowances and other emoluments payable to Directors and in determining the estimated total the Board had considered various factors including the number of scheduled meetings for the Board, Board Committees, Board meetings of subsidiaries and covers the period from 1 July 2020 until the conclusion of the Company's next Annual General Meeting in 2021.

5. Explanatory Notes on Special Businesses

Resolution No. 6

The proposed Resolution No. 6, seeking a renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/ or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration.

As at the date of the Notice, the Company has not issued any new share under the general mandate sought at the previous Annual General Meeting.

Bursa Malaysia Securities Berhad had via a letter dated 16 April 2020 allowed listed issuers to seek a higher general mandate under Paragraph 6.03 of the Main Market Listing Requirements of not more than 20% of the total number of issued shares (excluding treasury shares) for issue of securities (20% General Mandate), which may be utilised to issue new securities until 31 December 2021. In light of the economic challenges brought about by the global Coronavirus Disease (Covid-19) pandemic, the Board of Directors is of the opinion that the 20% General Mandate is useful for Acoustech Group to meet its financial needs during the period covered and therefore, it is in the best interest of the Company and its shareholders. Should the 20% General Mandate be exercised, the Directors will utilise the proceeds raised for working capital or such other applications they may in their absolute discretion deem fit.

Resolution No. 7

The proposed resolution No. 7 is to seek shareholders' approval to retain Mr Soon Kwai Choy who has served as an Independent Director for a cumulative term of more than nine (9) years in the Company. The Nomination Committee and the Board of Directors had recommended the retention of the Independent Director as they had at their annual assessment determined that the Independent Director is objective and independent in expressing his views and in participating in deliberations and decision making of the Board and Board Committees. The length of his service on the Board does not in any way interfere with the exercised of independent judgement and his ability to act in the best interests of the Company.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

- There is no person seeking election as director of the Company at this Annual General Meeting.
- General mandate for issue of securities
Kindly refer to item 5 - Explanatory Notes on Special Businesses for Resolution No. 6 on Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016 under the Notes to the Notice of the Annual General Meeting.



ACOUSTECH BERHAD

(Company Registration No. 199901021765 (496665-W)) (Incorporated In Malaysia)

ADMINISTRATIVE GUIDE FOR THE TWENTY-FIRST ANNUAL GENERAL MEETING (“21st AGM”)

Date : Friday, 10 July 2020
Time : 11.00 a.m.
Broadcast Venue : Tricor Boardroom,
Unit 30-01, Level 30, Tower A,
Vertical Business Suite,
Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi,
59200 Kuala Lumpur

MODE OF MEETING

In view of the Coronavirus Disease (COVID-19) outbreak and as part of the safety measures, the 21st AGM of the Company will be conducted entirely through live streaming from the Broadcast Venue. This is in line with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020, including any amendment that may be made from time to time.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the 21st AGM in person at the Broadcast Venue on the day of the meeting.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Shareholders of the Company are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 21st AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>.

Shareholders who wish to appoint proxies to participate via RPV in the 21st AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to Tricor no later than **Wednesday, 8 July 2020 at 11.00 a.m.**

Corporate representatives of corporate members must deposit their original certificate of appointment of corporate representative to Tricor no later than **Wednesday, 8 July 2020 at 11.00 a.m.** to participate via RPV in the 21st AGM.

Attorneys appointed by power of attorney are to deposit their power of attorney with Tricor no later than **Wednesday, 8 July 2020 at 11.00 a.m.** to participate via RPV in the 21st AGM.

A shareholder who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 21st AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.

As the 21st AGM is a fully virtual meeting, members who are unable to participate in this AGM may appoint **the Chairman** of the meeting as his/her proxy and indicate the voting instructions in the proxy form.

PROCEDURES FOR RPV

Shareholders/ proxies/ corporate representatives/ attorneys who wish to participate in the 21st AGM remotely using the RPV are to follow the requirements and procedures as summarized below:

	Procedure	Action
BEFORE THE AGM DAY		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your request	<ul style="list-style-type: none"> Registration is open from 9.00 a.m. Tuesday, 11 June 2020 up to 11.00 a.m. Wednesday, 8 July 2020. Login with your user ID and password and select the corporate event: “(REGISTRATION) ACOUSTECH 21ST AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 2 July 2020, the system will send you an e-mail to approve or reject your registration for remote participation.
ON THE DAY OF THE 21ST AGM (10 JULY 2020)		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the AGM at any time from 10.30 a.m. i.e. 30 minutes before the commencement of the 21st AGM on Wednesday, 10 July 2020 at 11.00 a.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) ACOUSTECH 21ST AGM” to engage in the proceedings of the AGM remotely. If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will endeavor to respond to questions submitted by remote participants during the 21st AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 11.00 a.m. on Friday, 10 July 2020 until a time when the Chairman announces the completion of the voting session of the 21st AGM. Select the corporate event: “(REMOTE VOTING) ACOUSTECH 21ST AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the 21st AGM, the live streaming will end.

Note to users of the RPV:

1. Should your application to join the meeting be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor Help Line at +6011-4080 5616 / +6011-4080 3168 / +6011-4080 3169 / +6011-4080 3170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

PROXY

The 21st AGM will be conducted as a fully virtual meeting, if you are unable to attend the meeting via RPV on 10 July 2020, you may appoint the Chairman of the meeting as proxy and indicate the voting instructions in the Proxy Form.

You may submit your proxy form to Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Counter at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof, otherwise the proxy form shall not be treated as valid.

You may also submit the proxy form electronically via TIIH Online website at <https://tiih.online> no later than **Wednesday, 8 July 2020 at 11.00 a.m.** Please do read and follow the procedures below to submit proxy form electronically.

ELECTRONIC LODGMENT OF PROXY FORM

The procedures to lodge your proxy form electronically via Tricor's TIIH Online website are summarised below:

	Procedure	Action
a	Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.
b	Proceed with submission of Proxy Form	<ul style="list-style-type: none">• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.• Select the corporate event: "Submission of Proxy Form".• Read and agree to the Terms & Conditions and confirm the Declaration• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.• Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.• Review and confirm your proxy(s) appointment.• Print proxy form for your record.

POLL VOTING

The voting at the 21st AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders/proxies/corporate representatives/attorneys can proceed to vote on the resolutions at any time from the commencement of the 21st AGM at 11.00 a.m. on 10 July 2020 but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for the 21st AGM, the Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 21st AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Wednesday, 8 July 2020 at 11.00 a.m.** The Board will endeavor to answer the questions received at the 21st AGM.

NO DOOR GIFT/FOOD VOUCHER

There will be **no distribution** of door gifts or food vouchers for the 21st AGM since the meeting is being conducted on a fully virtual basis.

Acoustech Berhad would like to thank all its shareholders for their kind co-operation and understanding in these challenging times.

RECORDING OR PHOTOGRAPHY

Strictly no unauthorized recording or photography of the proceedings of the 21st AGM are allowed.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line :+603-2783 9299
Fax Number :+603-2783 9222
Email :is.enquiry@my.tricorglobal.com
Contact persons : Nur Qaisara Naaila
+603-2783 9272 (Nur.Qaisara.Naaila@my.tricorglobal.com)
Nor Faeayzah
+603-2783 9274 (Nor.Faeayzah@my.tricorglobal.com)

Despite the unforeseen circumstances, we look forward to connecting with you via the RPV on the day of the 21st AGM.