



Acoustech Berhad
(Company No. 199901021765 (496665-W))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Acoustech Berhad (“**Acoustech**” or 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 TIIH Online website at <https://tiih.online>, on Friday, 10 July 2020 at 12.30 p.m., or immediately after the conclusion or adjournment (as the case may be) of the Twenty-First Annual General Meeting of the Company to be held at 11.00 a.m. on the same date, or any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ISSUANCE OF UP TO 800,000,000 NEW 2% CUMULATIVE REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN ACOUSTECH (“RCPS”) AT AN ISSUE PRICE OF RM0.10 EACH (“PROPOSED ISSUANCE OF RCPS”)

“**THAT** subject to the passing of the Special Resolution, all approvals and consents being obtained from all relevant authorities and/or parties (*where applicable*), including but not limited to the approval by Bursa Malaysia Securities Berhad for the listing of and quotation for the new ordinary shares in Acoustech (“**Acoustech Shares**”) to be issued pursuant to the conversion of the RCPS, and the terms and conditions as set out in the subscription agreement dated 5 March 2020 entered into between the Company and Sycamore Capital SPC (“**RCPS Subscriber**”) (“**Subscription Agreement**”), the Board of Directors of the Company (“**Board**”) be and is hereby authorised to allot and issue:

- (i) up to 800,000,000 RCPS at an issue price of RM0.10 each (*totalling an aggregate principal amount of up to RM80,000,000*) to the RCPS Subscriber in the manner and subject to the terms and conditions of the Subscription Agreement; and
- (ii) such number of new Acoustech Shares credited as fully paid-up pursuant to any conversion of the RCPS and that such authority shall remain in full force and effect for the duration of the conversion period;

THAT the proceeds from the Proposed Issuance of RCPS to be utilised for the purpose as set out in the circular to the shareholders of Acoustech dated 11 June 2020 (“**Circular**”), and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit and in the best interest of the Company, subject (*where required*) to the approval of the relevant authorities;

THAT the new Acoustech Shares to be issued arising from the conversion of the RCPS, shall upon allotment and issuance, rank equally in all respects with the then existing Acoustech Shares;

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Issuance of RCPS in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 97,211,700 FREE WARRANTS IN ACOUSTECH (“WARRANTS”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING ORDINARY SHARES IN ACOUSTECH (“ACOUSTECH SHARES” OR “SHARES”) HELD BY ENTITLED SHAREHOLDERS OF ACOUSTECH ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

“**THAT** subject to all approvals and consents being obtained from all relevant authorities and/or parties (*where applicable*), including but not limited to the approval by Bursa Securities for the admission of the Warrants to the Official List of Bursa Securities as well as the listing of and quotation for the Warrants and the new Acoustech Shares to be issued pursuant to the exercise of the Warrants on the Main Market of Bursa Securities, the Board be and is hereby authorised to allot and issue:

- (i) up to 97,211,700 Warrants in accordance with the provisions of the deed poll constituting the Warrants (“**Deed Poll**”), on the basis of 1 Warrant for every 2 existing Acoustech Shares held by the shareholders of the Company whose name appear on the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the Entitlement Date; and
- (ii) such number of new Acoustech Shares arising from the exercise of the Warrants in accordance with the terms and conditions in the Deed Poll;

THAT the Company be and is hereby authorised to enter into and execute the Deed Poll and to do all acts, deeds and things as may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll;

THAT the Company be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the exercise price of the Warrants in accordance with the provisions of the Deed Poll;

THAT the proceeds from the exercise of Warrants to be utilised for the purpose as set out in this Circular, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit and in the best interest of the Company, subject (*where required*) to the approval of the relevant authorities;

THAT the Company be and is hereby authorised to issue and allot such further Warrants and new Acoustech Shares arising from the exercise of such Warrants pursuant to any adjustment in the number of Warrants which may be carried out in accordance with the Deed Poll and/or as may be required by the relevant authorities;

THAT the new Acoustech Shares to be issued arising from the exercise of the Warrants, shall upon allotment and issuance, rank equally in all respects with the then existing Acoustech Shares;

THAT fractional entitlements arising from the Proposed Bonus Issue of Warrants, if any, shall be disregarded and/or dealt with by the Board in such manner as the Board in its absolute discretion deems fit, expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board.”

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE PROPOSED ISSUANCE OF RCPS (“PROPOSED AMENDMENTS OF CONSTITUTION”)

“**THAT** subject to all approvals and consents being obtained from all relevant authorities and/or parties (*where applicable*), approval be and is hereby given for the Company to amend its Constitution by inserting a new Clause 13A to reflect and incorporate the terms of the RCPS, of which the salient terms are as set out in Appendix I of the Circular;

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments of the Constitution in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board.”

BY ORDER OF THE BOARD ACOUSTECH BERHAD

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)
Company Secretaries

Kuala Lumpur
11 June 2020

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. **Shareholders will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the meeting.** Shareholders 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 TIH Online website at <https://tjih.online>.*

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

2. *For the purpose of determining who shall be entitled to participate at the EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company the Record of Depositors as at **2 July 2020**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in the EGM via RPV.*
3. *A member of the Company entitled to attend and vote at the meeting may appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend and vote in his/her stead. A proxy may but need not be a member of the Company.*
4. *Where a member appoints more than 1 proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.*

5. *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") as defined under the SI(CD)A there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
6. *A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this EGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Guide for the EGM.*
7. *In the case of an appointment of proxy(ies) made in hard copy form, the instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed must be deposited at the Office of the share registrar 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.*
8. *In the case of electronic appointment, the proxy form must be deposited via TIIH Online at <https://tiah.online>. Please refer to the Administrative Guide for the EGM for further information on electronic submission.*
9. *All proxy forms submitted must be received by the Company not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*
10. *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.*

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ACOUSTECH BERHAD

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

ADMINISTRATIVE GUIDE FOR EXTRAORDINARY GENERAL MEETING (“EGM”)

Date : Friday, 10 July 2020
Time : 12.30 p.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 EGM 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 EGM 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 EGM 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 EGM 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 12.30 p.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 12.30 p.m.** to participate via RPV in the EGM.

Attorneys appointed by power of attorney are to deposit their power of attorney with Tricor not later than **Wednesday, 8 July 2020 at 12.30 p.m.** to participate via RPV in the EGM.

A shareholder who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this EGM 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 EGM is a fully virtual EGM, members who are unable to participate in this EGM 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 EGM remotely using the RPV are to follow the requirements and procedures as summarized below:

	Procedure	Action
BEFORE THE EGM 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. Thursday, 11 June 2020 up to 12.30 p.m. Wednesday, 8 July 2020. Login with your user ID and password and select the corporate event: “(REGISTRATION) ACOUSTECH EGM”. 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 EGM (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 EGM at any time from 12.00 p.m. i.e. 30 minutes before the commencement of the EGM on Friday, 10 July 2020 at 12.30 p.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) ACOUSTECH EGM” to engage in the proceedings of the EGM 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 EGM. 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 12.30 p.m. on Friday, 10 July 2020 until a time when the Chairman announces the completion of the voting session of the EGM. Select the corporate event: “(REMOTE VOTING) ACOUSTECH EGM”. 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 EGM, 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 EGM 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 EGM 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 12.30 p.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 EGM 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 EGM at 12.30 p.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 EGM, 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 EGM 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 12.30 p.m.** The Board will endeavor to answer the questions received at the EGM.

NO DOOR GIFT/FOOD VOUCHER

There will be **no distribution** of door gifts or food vouchers for the EGM.

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 EGM 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 EGM.