



CLASSIC SCENIC BERHAD  
(633887-M)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Seventeenth (17<sup>th</sup>) Annual General Meeting ("AGM") of the Company will be held at the Putra Court, Kelab Rahman Putra Malaysia, Jalan BRP 2/1, Bukit Rahman Putra, 47000 Sungai Buloh, Selangor Darul Ehsan on Tuesday, 15 September 2020 at 10.00 a.m. for the transaction of the following businesses:-

### AGENDA

#### Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon. [Please refer to Explanatory Note 7(a)]
- To approve the payment of Directors' fees and benefits payable to the Non-Executive Directors up to an amount of RM120,000/-, from 16 September 2020 until the next Annual General Meeting of the Company. Ordinary Resolution 1
- To re-elect the following Directors who retire pursuant to Clause 97 of the Company's Constitution and, being eligible, offer themselves for re-election :-
  - Mr Lim Chee Beng Ordinary Resolution 2
  - Mr Lim Chee Hwa Ordinary Resolution 3
- To re-appoint Messrs KPMG PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. Ordinary Resolution 4

#### Special Business

To consider and, if thought fit, to pass the following resolutions:-

- Authority to Issue Shares** Ordinary Resolution 5

"THAT subject always to the Companies Act 2016 ("Act"), Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental/regulatory bodies (if any), the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue new shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued in any one financial year of the Company pursuant to this resolution does not exceed ten percentage (10%) of the total number of the issued shares of the Company at the time of issue 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 Securities and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."
- Continuing in Office as Independent Non-Executive Director** Ordinary Resolution 6

"THAT pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, approval be and is hereby given for Mr Au Thin An @ Low Teen Ann, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as an Independent Non-Executive Director of the Company."
- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

#### BY ORDER OF THE BOARD,

WONG YOUN KIM

(MAICSA 7018778) / SSM PC No. 201908000410

Company Secretary

Kuala Lumpur

12 June 2020

#### Notes:

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend and vote instead of him/her. There shall be no restriction as to the qualification of proxy.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
- In the case of a corporate member, the instrument appointing the proxy shall be given under its Common Seal or under the hand of a duly authorised officer or attorney and supported by a notarially certified copy of that power or authority.
- The Form of Proxy must be deposited at the Company's Registered Office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.
- Only members whose names appear on the Record of Depositors as at 9 September 2020 ("General Meeting Record of Depositors") shall be entitled to attend, speak or vote at this AGM or appoint proxy(ies) to attend and/or vote in his/her behalf.
- All the Ordinary Resolutions set out in this Notice will be put to vote by poll.

#### 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 "Purpose"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) for the Purpose, 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.

#### Explanatory Notes on Special Business

##### (a) Item 1 of the Agenda

The Audited Financial Statements are for discussion only as it does not require members / shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act 2016 and hence, will not be put for voting.

##### (b) Ordinary Resolution 5 - Authority to Issue Shares

The proposed Ordinary Resolution under item 5 is to seek a renewal of the general mandate for the issue of new ordinary shares that was approved by shareholders at the last year's AGM. As at the date of this Notice, no shares have been issued pursuant to this general mandate granted at the last AGM of the Company.

The proposed Ordinary Resolution, if passed, will empower the Directors of the Company to issue and allot new shares in the Company at any time and for such purposes as the Directors considered would be in the interests of the Company up to an aggregate not exceeding 10% of the total number of issued shares of the Company without convening a general meeting. This authority unless revoked or varied at a general meeting will expire at the next AGM.

The renewal mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding investment project(s), working capital and/or acquisition.

##### (c) Ordinary Resolution 6 - Continuing in Office as Independent Non-Executive Director

The Nomination and Remuneration Committee has assessed the independence of Mr Au Thin An @ Low Teen Ann, who has served as an Independent Non-Executive Director for a term of more than twelve (12) years and recommended him to continue to serve as an Independent Non-Executive Director of the Company on the following justifications:-

- Mr Au Thin An @ Low Teen Ann continues to fulfil the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and hence, he would continue to provide proper check and balance thus bringing an element of objectivity to the Board;
- his length of service on the Board of more than twelve (12) years does not in any way interfere with the exercise of objective judgement or his ability to act in the best interest of the Company and the Group. In fact, Mr Au Thin An @ Low Teen Ann, having been with the Company for more than twelve (12) years, is familiar with the Group's business operations and has always actively participated in Board and Board Committees discussions where he continuously demonstrated his ability to express and maintain unbiased views without any influence, thus, bringing independent judgement into the decision making of the Board; and
- he has the leadership, calibre, qualifications, relevant experience and personal qualities to consistently exercise due care during his tenure as Independent Non-Executive Director of the Company and has discharged his duties with competence.

Based on the recommendation made by the Nomination and Remuneration Committee and pursuant to Practice Note 4.2 of the MCCG, the Board will seek the approval of the members through a two-tier voting process at the Seventeenth (17<sup>th</sup>) AGM for Mr Au Thin An @ Low Teen Ann to continue to serve as an Independent Non-Executive Director of the Company.