



**ASIA POLY HOLDINGS BERHAD**  
[Registration No. 200301016756 (619176-A)]  
(Incorporated in Malaysia)

## NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of the Company will be conducted on a fully virtual basis at the Broadcast Venue at the Conference Room of Asia Poly Industrial Sdn. Bhd., Lot 758, Jalan Haji Sirat, Mukim Kapar, 42100 Klang, Selangor Darul Ehsan on Thursday, 6 August 2020 at 10.00 a.m., for the following purposes:

### AS ORDINARY BUSINESS

- To receive the audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.  
(Please refer Explanatory Note (a))
- To approve the payment of Directors' Fees of RM390,000 in respect of the financial year ending 31 December 2020.  
(Ordinary Resolution 1)
- To approve the payment of Directors' benefits to the Directors up to an amount of RM150,000 for the period commencing from 7 August 2020 until the next Annual General Meeting of the Company.  
(Ordinary Resolution 2)
- To re-elect Mr. Lim Teck Seng, the Director who retires pursuant to Article 110 of the Company's Constitution and being eligible, offers himself for re-election.  
(Ordinary Resolution 3)
- To re-elect Mr. Tan Ban Tatt, the Director who retires pursuant to Article 110 of the Company's Constitution and being eligible, offers himself for re-election.  
(Ordinary Resolution 4)
- To re-elect Datin Azreen Binti Abu Noh, the Director who retires pursuant to Article 109 of the Company's Constitution and being eligible, offers herself for re-election.  
(Ordinary Resolution 5)
- To re-appoint Messrs. Crowe Malaysia PLT (LLP0018817-LCA & AF1018) as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

### AS SPECIAL BUSINESS

- To consider and if thought fit, to pass the following resolutions:
  - Authority To Directors To Issue Shares  
"THAT subject always to the Constitution of the Company, the Companies Act 2016 ("Act"), the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/ regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company to such persons, at any time, 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 to be issued does not exceed 20% of the total number of issued shares of the Company at any point of time AND THAT the Directors be and 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 in force until the conclusion of the next Annual General Meeting."  
(Ordinary Resolution 7)
  - Proposed Amendment to the Constitution of the Company  
"THAT the proposed amendment to the Constitution of the Company as set out below, be and is hereby approved and adopted AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendment for and on behalf of the Company:-  
*Existing Article 101- Deposit of instrument of proxy*  
*The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.*  
*Proposed Article 101- Deposit of instrument of proxy*  
*The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia or by way of electronic means or in such other manner as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.*  
(Special Resolution 1)
- To transact any other business of which due notice shall have been given.

### BY ORDER OF THE BOARD

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HO MENG CHAN (MACS 00574)  
SSM PC No. 202008003175  
WU SIEW HONG (MAICSA 7039647)  
SSM PC No. 202008002457  
Secretaries

Petaling Jaya,  
Selangor Darul Ehsan.  
25 June 2020

### Notes: -

- The Seventeenth Annual General Meeting will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities which are available on Boardroom Smart Investor Portal at <https://www.boardroomlimited.my>. Please follow the procedures provided in the Administrative Notes for the Seventeenth Annual General Meeting in order to register, participate and vote remotely via the RPV facilities.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to be physically present at the Broadcast Venue on the day of the meeting.
- A member of the Company entitled to participate, speak and vote at the meeting shall be entitled to appoint more than one (1) proxy to participate, speak and vote in his/her stead. 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 proxy may not be a member of the Company. A proxy appointed to participate and vote at the meeting shall have the same rights as the member to speak in the meeting.
- The instrument appointing a proxy shall be in writing signed by the appointor or by his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
- Where a member of a Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with 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. The appointment of multiple proxies shall not be valid unless the proportion of the shareholdings represented by each proxy is specified.
- The instrument appointing a proxy and the power of attorney or other authority duly authorised in writing or if such appointor is a Corporation, under its common seal or under the hand of an officer or attorney of the Corporation duly authorised, shall be deposited at the Share Registrar's office of the Company, at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
- Depositors who appear in the Record of Depositors as at 30 July 2020 shall be regarded as Member of the Company entitled to attend the Seventeenth Annual General Meeting or appoint a proxy or proxies to attend and vote on his/her behalf.

### EXPLANATORY NOTES

- This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 1 – Directors' Fees payable  
The Directors' Fees payable is computed based on the targeted Board size for the financial year ending 31 December 2020. In the event the proposed amount is insufficient, approval will be sought at the next Annual General Meeting for additional Directors' Fees to meet the shortfall.
- Ordinary Resolution 2 – Directors' benefits payable  
The proposed Directors' benefit payable comprises allowances and other benefits.  
The total estimated amount of Directors' benefits payable is calculated based on the estimated number of Board's and Board Committees' meetings for the period from 7 August 2020 until the next Annual General Meeting and the provision for other benefits (if any).  
In the event that the proposed Directors' benefits payable is insufficient, approval will be sought at the next Annual General Meeting for additional Directors' benefits to meet the shortfall.
- Ordinary Resolution 7 – Authority To Directors To Issue Shares  
The Company had at its Sixteenth Annual General Meeting held on 30 May 2019, obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company up to and not exceeding 10% of the issued share capital of the Company for such purposes as they consider would be in the interest of the Company. This 10% General Mandate will expire at the conclusion of the Seventeenth Annual General Meeting. As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to this General Mandate.  
The proposed Ordinary Resolution 7 under item 8 of the agenda is to seek a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to issue and allot ordinary shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company at any point of time ("20% General Mandate").  
This 20% General Mandate, unless revoked or varied at general meeting, will expire at the next Annual General Meeting.  
In view of the challenging time due to the COVID-19 pandemic, Bursa Securities had on 16 April 2020 introduced this 20% General Mandate as an interim relief measure to allow a listed issuer to seek a higher general mandate under Rule 6.04 of the Listing Requirements of Bursa Securities of not more than 20% of the total number of issued shares for issue of new securities.  
With this 20% General Mandate, the Company will be able to raise funds for the purpose of funding future investment, working capital and/or acquisitions. The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders.
- Special Resolution 1 - Proposed Amendment to the Constitution of the Company  
The Special Resolution 1 under item 8, if passed, will enhance the administrative efficiency on handling the Proxy Form.



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## Administrative Notes for the Seventeenth Annual General Meeting

Date : Thursday, 6 August 2020  
Time : 10.00 a.m.  
Broadcast Venue : The Conference Room of Asia Poly Industrial Sdn Bhd  
Lot 758, Jalan Haji Sirat  
Mukim Kapar, 42100 Klang  
Selangor Darul Ehsan

### **Remote Participation and Voting at Full Virtual Meeting**

The Company's Seventeenth Annual General Meeting ("AGM") will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities which are available on Boardroom Smart Investor Portal at <https://www.boardroomlimited.my>.

The Chairman of the AGM will be at the Broadcast Venue in compliance with Section 327(2) of the Companies Act 2016. No member or proxy shall be physically present at the Broadcast Venue.

### **Entitlement to Participate and Vote**

Only members whose names appear in the Record of Depositors on 30 July 2020 (General Meeting Record of Depositors) shall be eligible to participate in the AGM or appoint proxy(ies) to participate, speak and /or vote on his/her behalf.

As guided by the Securities Commission's Guidance and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and subsequently revised on 14 May 2020 and 11 June 2020, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members or proxies shall communicate with the main venue of the AGM via real time submission of typed texts through a text box within Boardroom Smart Investor Portal's platform during the live streaming of the AGM or email questions to [corporate@asiapoly.com.my](mailto:corporate@asiapoly.com.my) prior to the AGM.

### **Appointment of Proxy**

Members are encouraged to participate and vote at the AGM remotely via RPV facilities. If a member is not able to participate in the AGM via RPV facilities, he/she may appoint another person or the Chairman of the AGM as his/her proxy and indicate the voting instructions in the Proxy Form.

Please take note that you **must** complete the Proxy Form for the AGM should you wish to appoint a proxy(ies).

You may download the Proxy Form for the AGM from the Group's website at <https://www.asiapoly.com.my>.

Please ensure the original proxy form is deposited at the Share Registrar's office of the Company, at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan **not later than Tuesday, 4 August 2020, 10.00 a.m.**, 48 hours before the time appointed for holding the AGM.

Corporate shareholders, authorised nominees and exempt authorised nominees are to refer to "Step 2 – Submit Request for Remote Participation User ID and Password" below.




### **Revocation of Proxy**

If you decide to change your proxy or wish to participate in the AGM by yourself after you have deposited the Proxy Form, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy **not later than Tuesday, 4 August 2020, 10.00 a.m.**, 48 hours before the AGM.

### **Poll Voting**

The voting will be conducted by poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn Bhd ("Boardroom") as Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and will appoint Scrutineers to verify the poll results.

### **E-Voting Procedure**

1. During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.
2. E-voting could be carried out via the following voting devices:-
  - a. Personal smart mobile phones  ;
  - b. Tablets  ; or
  - c. Laptops  ;
3. There are 3 methods for members and proxies to use either one of the above devices to vote:-
  - a. Download the free **Lumi AGM** from Apple App Store or Google Play Store prior to the meeting **OR**
  - b. Using QR Scanner Code given in the email to you **OR**
  - c. Using website URL: <https://web.lumiagm.com>
4. The polling will only commence after the announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.
5. The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman. The Scrutineers will announce the results thereafter, and the Chairman will declare whether the resolutions put to vote were successfully carried or not.

## Registration for Remote Participation and Electronic Voting

Step-by-step procedure for registration:-

### **Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)**

*[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2. Submit request for Remote Participation user ID and Password.]*

- a. Access website <https://boardroomlimited.my>
- b. Click <<Login>> and click <<Register>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKAD (front and back) or Passport.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one business day and an email notification will be sent to you.

### **Step 2 – Submit Request for Remote Participation User ID and Password**

*[Note: The registration for remote access will be opened on 25 June 2020]*

#### **Individual Members**

- Login to <https://boardroomlimited.my> using your User ID and Password above.
- Select "Hybrid/Virtual Meeting" from the main menu and select the correct Corporate Event "Asia Poly Holdings Berhad's AGM".
- Enter your CDS Account.
- Read and agree to the terms & condition and thereafter submit your request.

#### **Corporate Shareholders**

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form to submit the request; and
- Provide a photocopy of the corporate representative's MyKAD (front and back) or passport together with his/her email address.

#### **Authorised Nominee and Exempt Authorised Nominee**

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account Number accompanied with the Proxy Form to submit the request; and
  - Provide a photocopy of the proxy holder's MyKAD (front and back) or passport together with his/her email address.
- a. You will receive a notification from Boardroom that your request has been received and is being verified.
  - b. Upon system verification against the General Meeting Record of Depositors, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
  - c. You will also receive your remote access User ID and Password along with the email from Boardroom if your registration is approved.
  - d. Please note that the **closing time to submit your request is at 10.00 a.m. on 4 August 2020** (48 hours before the commencement of AGM).

### **Step 3 – Login to Virtual Meeting Portal**

*[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]*

- a. The Virtual Meeting portal will be open for **login starting from 9.00 a.m. on 6 August 2020 (AGM to commence at 10.00 a.m.)**.
- b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. (Refer to Step 2(c) above)
- c. The steps will also guide you how to view live web cast, ask questions and vote.
- d. The live web cast will end and the Messaging window will be disabled the moment the Chairman announces the closure of the AGM.
- e. You can now logout from Virtual Meeting Portal.

### **Participation at AGM**

The Chairman and the Directors will endeavour their best to respond to the questions submitted by members/proxies which are related to the resolutions to be tabled at the AGM.

Members/proxies may proceed to cast votes on each of the proposed resolutions, to be tabled at the AGM respectively after the Chairman has opened the poll on the resolutions. Members/proxies are reminded to cast their votes before the poll is closed.

### **Enquiry**

Should you have any query, please contact Boardroom at 03-7890 4700 or email to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com).

### **Personal data privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose 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 agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that the member has obtained the prior consent of such 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 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.