



SUPERGENICS BERHAD
(Company No. 201601043153(1214095-X))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 3rd Annual General Meeting ('AGM') of **SUPERGENICS BERHAD** ('Supergenics' or the 'Company') will be held at the Meeting Room of Supergenics Berhad at A-01-03, First Floor, The Place @ One City, Jalan USJ25/1A, 47650 Subang Jaya, Selangor Darul Ehsan on 30th July 2020 at 10.00 a.m. for the transaction of the following business:

AGENDA

As Ordinary Business		
1	To receive the Audited Financial Statements for the Financial Year Ended ("FYE") 31 st December 2019 together with the Reports of the Directors and Auditors thereon.	
2	To approve the payment of Directors Fee of RM30,000 to the Independent Non-Executive Director Mr. Ng Fun Kim from 30 th July 2020 until the date of the next AGM of the Company.	Ordinary Resolution 1
3	To approve the declaration of a single tier final dividend of RM0.003 per share in respect of the FYE 31 st December 2019.	Ordinary Resolution 2
4	To re-elect Mr. Tan Bii Chau, the Director retiring pursuant to Article 104.2 of the Company's Constitution and, who being eligible offers himself for re-election.	Ordinary Resolution 3
5	To reappoint Messrs. Morison Anuarul Azizan Chew as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration.	Ordinary Resolution 4
As Special Business		
To consider and if thought fit, to pass the following resolutions with or without modification as an Ordinary Resolution		
6	Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to Issue Shares. THAT, subject always to the Companies Act, 2016 ("the Act"), the Company's Constitution, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting of the Company, unless such approval is revoked/varied by resolution of the shareholders in general meeting and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deemed fit, PROVIDED that the aggregate number of the shares to be issued pursuant to this Resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares for the time being and that the Directors are also empowered to	Ordinary Resolution 5

	obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued.”	
7	To transact any other business of which due notice shall have been given in accordance with the Company’s Constitution and the Companies Act, 2016.	

In view of the current unprecedented situation, the Company may be required to make changes to the administration and arrangement of the AGM on short notice as it deems necessary. Hence, kindly check the announcements for the latest updates on the status of the AGM.

BY ORDER OF THE BOARD

**RAMNATH R SUNDARAM (MIA:34590)
COMPANY SECRETARY**

**Kuala Lumpur
2nd July 2020**

Notes :-

Appointment of Proxy

1. A member of the Company entitled to attend and vote at a meeting is entitled to appoint **not more than two (2) proxies** to attend, participate, speak and vote in his stead at the same meeting.
2. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age i.e. 18 years old and above.
3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either
 - (a) under the corporation's seal or
 - (b) signed under the hand of an officer or attorney duly authorized, and in the case of (b) be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories Act 1991, it may appoint at least 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.
6. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in 1 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.
7. To be valid, the proxy form duly completed must be deposited at the registered office of the Company, D31-01, Menara Suezcap 1, Gerbang Kerinchi Lestari, No.2 Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight hours before the time for holding the meeting.

General Meeting Record of Depositors

8. For the purposes of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd in accordance with Clause 64 of the Company's Constitution, to issue a General Meeting Record of Depositors as at close of business on 23rd July 2020. Only members whose names appear in the General Meeting Record of Depositors as at 23rd July 2020 shall be regarded as members and entitled to attend, speak and vote at the Meeting.

Ordinary Business

9. Audited Financial Statements for Financial Year Ended ("FYE") 31 December 2019 are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
10. **Ordinary Resolution 1** – To approve the payment of Directors Fee not exceeding RM30,000.00 from 30th July 2020 until the next AGM of the Company.
The proposed Ordinary Resolution 1, if passed, will enable the Company to pay meeting allowance and other benefits to the Directors of the Company. The total estimated amount of meeting allowance and benefits payable to the Directors of the Company is calculated based on the number of Board's meetings from 30th July 2020 until the next AGM. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.
11. **Ordinary Resolution 2** – To obtain the Shareholder approval for the Dividend payment of RM0.003 for the FYE ending 31st December 2019.
The proposed Ordinary Resolution 2, if passed, will enable the shareholders to receive an RM0.003 dividend in respect of the Company's performance for the FYE 31st December 2019. The final dividend will be paid via cash for the FYE 31st December 2019.

12. **Ordinary Resolution 3** – Re-election of Director Article 104.2 of the Company's Constitution provides that 1/3 of the Directors of the Company shall retire by rotation at an Annual General Meeting. With the current Board size of three, one Director is to retire in accordance with the Article 104.2 of the Company's Constitution. A retiring director shall be eligible for re-election and shall retain office until the close of the meeting at which he retires. The retiring Director had consented to his re-election and abstained from deliberation and decision on his own eligibility to stand for re-election.

13. **Ordinary Resolution 4** – Re-appointment of Auditors

The Board has assessed the suitability and independence of the external auditors and recommended the re-appointment of Messrs. Morison Anuarul Azizan Chew as external auditors of the Company to be tabled to the shareholders for approval at this AGM of the Company

Special Business

14. **Ordinary Resolution 5** - Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to issue shares. The proposed Ordinary Resolution 5, if passed, will give authority to the Board of Directors to allot and issue ordinary shares in the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company, unless it is revoked/varied by resolution of the shareholders in general meeting. This new general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

Any Other Business

15. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

16. The members are advised to refer to the Administrative Guide on the registration process for the Meeting.

ADMINISTRATIVE GUIDE:-

Your safety is the Company's top priority. The following precautionary measures will be taken at the Meeting in order to minimize the risk of community spread of COVID-19 pandemic:-

- a) A member is required to register ahead of the Meeting to allow the Company to make the necessary arrangements in relation to the Meeting, i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants by providing the below details by email to **aiman@supergenic.com.my**
 - i. Full name;
 - ii. Identity Card or Passport Number;
 - iii. Contact number (optional – for better co-ordination); and
 - iv. CDS account number

For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 64 of the Company's Constitution to issue a General Meeting Record of Depositors as at 23rd July 2020. Only members whose names appear in the General Meeting Record of Depositors as at 23rd July 2020 shall be regarded as members and entitled to attend, speak and vote at the Meeting.

- b) A health screening counter will be set up for the purpose of health screening and body temperature will be taken for all persons before entering the venue. A member or proxy who has temperature of 37.5°C or higher or exhibits flu-like symptoms will not be permitted to attend the Meeting.

- c) Members are encouraged to appoint the Chairman of the Meeting (or any other person) to act as proxy to attend and vote at the Meeting on their behalf by submitting the proxy form with predetermined voting instruction.
- d) In the interest of the public health including the well-being of our members, members must cooperate with the precautionary measures put in place by the Company should members or proxies wish to attend the Meeting in person. The Company will observe the directives, safety and precautionary requirements as prescribed by the Government, amongst others, the Ministry of Health, the Malaysian National Security Council, the Securities Commission Malaysia and other relevant authorities to curb the spread of COVID-19.
- e) Members or proxies must sanitise their hands and are strongly advised to wear a face mask if they are attending the Meeting in person.
- f) In line with the orders from the National Security Council all, members who are classified as Patient Under Investigation (PUI) and Person Under Surveillance (SUI) are not allowed to attend the proceedings.
- g) Members or proxies are advised to observe/maintain social distancing of at least 1 meter from each other throughout the Meeting.
- h) Members or proxies are advised to arrive early at the Meeting venue given that the above-mentioned precautionary measures may cause delay in the registration process.
- i) NO door gift will be provided to the members or proxies.
- j) NO refreshment will be served at the Meeting venue.