

ADMINISTRATIVE DETAILS

For The Fully Virtual First Annual General Meeting (“1st AGM”)

Date : Thursday, 16 July 2020
Time : 11.00 a.m.
Broadcast Venue : The Royale 2, Level 2, The Royale Chulan Damansara, No. 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan

Digital Ballot Form at a Fully Virtual 1st AGM

1. **No shareholders should be physically present at the Broadcast Venue.** Shareholders who wish to participate the 1st AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link <https://vps.megacorp.com.my/w1VRi8> (refer to para 4 for further details). After the registration is validated and accepted, shareholders will be sent an email with a link to grant access to the Digital Ballot Form (“DBF”).
2. With the DBF, you may exercise your right as a shareholder of the Company to participate (including to pose questions to the Board/Management of the Company) and vote during the 1st AGM, at the comfort of your home or from any location.
3. Shareholders may use the *Questions’ Pane* facility (located at the bottom of the screen) to submit questions in real time during the meeting via the Webinar solution. Shareholders may also submit questions before the meeting to AGM-support.CGB@megacorp.com.my in relation to the agenda items for the 1st AGM.

Procedure for DBF

4. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Webinar session to participate and remote voting at the 1st AGM online:
 - (a) Open this link <https://vps.megacorp.com.my/w1VRi8> and submit all details requested **at least forty-eight (48) hours** before the date of 1st AGM.
 - (b) Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to receive your DBF.
 - (c) You may deposit your Proxy Form with the **proxy’s email address** and **mobile phone number** at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submit via email at AGM-support.CGB@megacorp.com.my.
 - (d) The Poll Administrator, Mega Corporate Services Sdn. Bhd., will email a copy of your DBF to you once they have verified your details entered in step (a) or (c) above.
 - (e) There will be explanatory notes in DBF, to guide you to register to Meeting. Voting and to post questions. Please read them for better understanding.

Record of Depositors (“ROD”) for the 1st AGM

5. The date of ROD for the 1st AGM is 7 July 2020. As such, only shareholders whose name appear in the ROD as at 7 July 2020 shall be entitled to attend the 1st AGM and to participate, speak and vote thereat.

Poll Voting

6. The voting of the 1st AGM will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Company has appointed Mega Corporate Services Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting and Cygnus IT Solutions PLT as Scrutineers to verify the poll results.

For the purpose of this AGM, e-voting will be carried out via your digital devices (e.g. Computer / Mobile Phone). The guide to e-voting will be contained in the same email that provides the shareholder/proxy/Corporate Representative with the link to the DBF. Please read the instructions carefully and familiarize yourself with the steps needed to exercise your rights at the AGM.

7. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the 1st AGM, the Scrutineers will verify the poll results after which the Chairman will announce the results of the resolutions.

ADMINISTRATIVE DETAILS (Cont'd)

Enquiry

If you have any general queries prior to the 1st AGM, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn Bhd

Tel No.: +603 - 2692 4271

Email: AGM-support.CGB@megacorp.com.my

NOTICE IS HEREBY GIVEN that the First Annual General Meeting of the Company will be conducted fully virtual at the Broadcast Venue at The Royale 2, Level 2, The Royale Chulan Damansara, No. 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 16 July 2020 at 11:00 a.m. for the purpose of considering the following business:

AGENDA
AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial period ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 1 of the Explanatory Notes)**
2. To approve the payment of Directors' fees and meeting allowances amounting to RM350,000.00 for the financial year ended 31 December 2019. **Ordinary Resolution 1**
3. To approve the payment of Directors' fees and meeting allowances up to RM471,000.00 from 1 January 2020 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**
4. To re-elect the following Directors retiring in accordance with Clause 79 of the Company's Constitution:
 - (i) Dr. Uzir bin Abdul Malik **Ordinary Resolution 3**
 - (ii) Mr. Chuah Guan Leong **Ordinary Resolution 4**
 - (iii) Mr. Phang Kwai Sang **Ordinary Resolution 5**
 - (iv) Mr. Ng Seng Bee **Ordinary Resolution 6**
 - (v) Dato' Tan Yee Boon **Ordinary Resolution 7**
 - (vi) Mr. Andrew Chong Shuh Ren **Ordinary Resolution 8**

(Please refer to Note 2 of the Explanatory Notes)
5. To re-appoint Messrs. KPMG PLT as Auditors of the Company and authorise the Directors to fix their remuneration. **Ordinary Resolution 9**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolution:

6. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
 "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approval from other relevant governmental/regulatory authorities, the Directors be and are hereby empowered to allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company at the time of submission to the authority and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation of the additional shares so allotted." **Ordinary Resolution 10**
7. To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By order of the Board

LIM SECK WAH (MAICSA 0799845)

KONG MEI KEE (MAICSA 7039391)

Company Secretaries

Kuala Lumpur

Dated this 24th day of June 2020

Notes:

- i) 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 at the main venue. **No shareholders/proxies** from the public will be physically present at the meeting venue. Shareholders who wish to participate the First Annual General Meeting will therefore have to register via the link at <https://vps.megacorp.com.my/w1VRi8>. Kindly refer to the annexure of the Administrative Details for further information.
- ii) Only depositors whose names appear in the Record of Depositors as at 7 July 2020 shall be entitled to attend the First Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.
- iii) A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A member may appoint up to two (2) proxies to attend at the same meeting. All voting will be conducted by way of poll. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- iv) Where a member of the Company 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 one securities account ("omnibus account"), there is no limit to the number of holds which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- v) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its Common Seal or the hand of its attorney.
- vi) Except for body corporate, you have the option to register directly at <https://vps.megacorp.com.my/w1VRi8> to submit the proxy appointment electronically not later than Tuesday, 14 July 2020 at 11.00 a.m. Kindly refer to the annexure of the Administrative Details for further information.
- vii) All Proxy Form must be deposited at the Company's Registered Office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia or email to AGM-support.CGB@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

Explanatory Notes to Ordinary Business and Special Business:

1. The Audited Financial Statements is meant for discussion only as the provision in the Company's Constitution does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
2. **Re-election of Directors who retire by rotation in accordance with Clause 79 of the Company's Constitution:**
 As the retiring Directors, Dato' Seraja Mahkota Dato' Wira Zainuddin bin Mahmud, Mr. Koay Then Hin and Mr. Wong Yuk Tin have expressed their intention not to seek for re-election, the resolutions pertaining to their re-election are not put up for members' consideration at this meeting and they will retain their office as Directors until the conclusion of this First Annual General Meeting.
3. **Authority to allot shares pursuant to Section 75 and 76 of the Companies Act 2016**
 The proposed Ordinary Resolution 10 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.
 The 20% General Mandate is pursuant to temporary relief measures due to COVID-19 pandemic issued by Bursa Malaysia on 16 April 2020. The temporary relief measures may be utilised until 31 December 2021, after that the 10% limit under paragraph 6.03 (1) of the Main Market Listing Requirements will be reinstated.
 The Board of Directors is of the view that the 20% General Mandate is in the best interest of the Company and its shareholders due to unprecedented challenges from the COVID-19 impact, and the General Mandate will enable the Company to raise higher fund more speedily during this challenging period to ensure sustainability of the Company's existing activities as well as funding for future investment activities.