

## NOTICE OF THE SIXTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting of the Company will be held at the Function Room, Level 2, Kuala Lumpur International Hotel, Jalan Raja Muda Abd Aziz, 50738 Kuala Lumpur on Thursday, 6 August 2020 at 10.00 a.m. for the purpose of transacting the following business:

### AGENDA

#### As Ordinary Business

- To receive the Audited Financial Statements for the year ended 31 December 2019 and the Reports of the Directors and Auditors thereon. (Please refer to Note 1)
- To re-elect YBhg Datuk Sulaiman bin Daud who retires in accordance with Article 128 of the Company's Article of Association. **Resolution 1**
- To approve Directors' fees of RM192,000 and benefits of RM19,250 for the year ended 31 December 2019. **Resolution 2**
- To re-appoint Messrs. Al Jafree Salihin Kuzaimi PLT as Auditors and to authorise the Directors to fix their remuneration. **Resolution 3**

#### As Special Business

**To consider and if thought fit, pass the following as resolutions:**

##### 5. Ordinary Resolution

**Proposed renewal and additional shareholders' mandate for recurrent related party transactions of a revenue or trading nature**

**Resolution 4**

"THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Shareholders' Mandate for the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Group to be entered into by the Company and/or its subsidiaries provided such transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public, as specified in section 2.2.7 and 2.2.8 of the Circular to Shareholders dated 14 July 2020 AND THAT such approval conferred by the Shareholders' Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM, at which time such mandate is passed, at which it will lapse, unless by a resolution passed at the general meeting, the authority is renewed;
  - the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 340(1) of the Companies Act, 2016 ("Act") but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
  - revoke or vary by resolution passed by the shareholders of the Company in a general meeting;
- whichever is earlier;

AND THAT the Directors of the Company or any one of them be and are hereby authorised to complete and do all such acts and things (including without limitation to execute such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

##### 6. Ordinary Resolution

**Proposed retention of YBhg Datuk Sulaiman bin Daud 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 act as an Independent Non-Executive Director of the Company**

**Resolution 5**

"THAT subject to the passing of Resolution 1, approval be and is hereby given to YBhg Datuk Sulaiman bin Daud 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 act as an Independent Non-Executive Director of the Company in compliance with the recommendation of the Malaysian Code on Corporate Governance."

##### 7. Ordinary Resolution

**Proposed retention of Encik Muhammad Adib bin Ariffin 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 act as an Independent Non-Executive Director of the Company**

**Resolution 6**

"THAT approval be and is hereby given to Encik Muhammad Adib bin Ariffin 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 act as an Independent Non-Executive Director of the Company in compliance with the recommendation of the Malaysian Code on Corporate Governance."

- To transact any other business for which due notice shall have been given.

By order of the Board

**AZAHAR BIN GHAZALI (LS 0003263)**

**Company Secretary**

Kuala Lumpur

14 July 2020

### Notes:

- The first agenda of this meeting is meant for discussion only, as the provision of Section 248(1) of the Companies Act, 2016 does not require a formal approval for the audited financial statements from the shareholders. Hence, this agenda is not put forward to shareholders for voting.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
- The proxy form must be deposited at the Company's registered office at No 31, Jalan Bukit Angkat, Kawasan Perusahaan Bukit Angkat, 43000 Kajang, Selangor Darul Ehsan not less than forty eight (48) hours before the time fixed for holding the meeting and at any adjournment thereof.
- Where a member of the Company appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- Where a member is an exempt authorised nominee who 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 Proxy Form must be signed by the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or the hand of its attorney duly authorised.
- Konsortium Transnasional Berhad shall forward the hard copy of the Annual Report 2019 to the shareholder(s) within four (4) market days from the date of receipt of a written request from the shareholder(s).
- All correspondence and/or requests shall be forwarded to the Company's registered office at No 31, Jalan Bukit Angkat, Kawasan Perusahaan Bukit Angkat, 43000 Kajang, Selangor Darul Ehsan.
- Only members whose name appear in the Register of Depositors as at 30 July 2020 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his/her behalf.
- Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in this notice will be put to vote by way of a poll.
- Coronavirus disease [COVID-19] outbreak

In view of the COVID-19 outbreak, we are closely monitoring the situation and would like to introduce the following precautionary measures for the well-being and safety of the shareholders and attendees whilst attending the 16<sup>th</sup> AGM and to be in line with the Government and/or relevant authorities' directives and guidelines on public gatherings or events which may be issued from time to time:

- Before entering the AGM venue, all shareholders/proxy-holders and the attendees are required to:
  - wear a face mask;
  - use the hand sanitiser as provided;
  - undergo a compulsory body temperature screening upon arrival at the AGM venue; and
  - sign a health declaration form and provide the travel history and contact details (to facilitate contact tracing, if required).
- For safety purposes, the Company reserves the right to carry out the acts as we deem necessary for the safety of our members, Directors, staffs and other stakeholders, including:
  - to limit the number of physical attendees to be accommodated at the venue;
  - to refuse the entry of a shareholder/proxy-holder with COVID-19 symptoms (which include fever, cough and breathlessness) and/or body temperature above 37.5 degree celsius and/or displaying symptoms of being unwell; and
  - to require all shareholders/proxy-holders and the attendees to wear a face mask throughout the AGM.
- Shareholders or proxy-holders who are feeling unwell or have traveled overseas to affected countries in the past 14 days or have been placed on

quarantine orders or stay-at-home notices or have been in physical contact with a person infected with COVID-19 or Person Under Investigation (PUI) are advised to refrain from attending the 16<sup>th</sup> AGM.

- Social distancing throughout the 16<sup>th</sup> AGM must be strictly adhered to. On the seating arrangement and number of individuals allowed to be present at the AGM venue, we will be guided by the guidelines issued by the Government from time to time.

We seek the understanding and cooperation of shareholders/proxy-holders to minimise the risk of spread of COVID-19 for the interest of the public health.

### Explanatory Notes on Special Business:

#### (i) Ordinary Resolution 4 – Proposed renewal and additional shareholders' mandate for recurrent related party transactions of a revenue or trading nature

Resolution pertaining to the proposed renewal and additional shareholders' mandate for recurrent related party transactions of a revenue or trading nature, for proposed Ordinary Resolution 4, further information on the recurrent related party transactions are set out in the Circular to Shareholders of the Company dated 14 July 2020 which is dispatched together with the Company's 2019 Annual Report.

#### (ii) Special Resolution 5 – Proposed retention of YBhg Datuk Sulaiman bin Daud 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 act as an Independent Non-Executive Director of the Company

Both the Remuneration & Nomination Committee and the Board have assessed the independence of YBhg Datuk Sulaiman bin Daud, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, and recommended him to continue to serve as an Independent Non-Executive Director of the Company based on the following justifications:

- He fulfills the criteria under the definition of independent director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as check and balance, provide a broader view and bring an element of objectivity to the Board;
- He remains objective and independent in expressing his views and in participating in deliberation and decision making of Board and Board Committees; and
- He continues to demonstrate conduct and behaviour that are essential indicators as independence and his vast experience enables him to provide the Board with a diverse set of experience, expertise and independent judgment.

In line with Practice 4.2 of the Code on Corporate Governance 2017 ("MCCG"), the approval of shareholders will be sought through a two-tier voting processes described in the Guidance to Practice 4.2 of the said MCCG.

#### (iii) Special Resolution 6 – Proposed retention of Encik Muhammad Adib bin Ariffin 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 act as an Independent Non-Executive Director of the Company

Both the Remuneration & Nomination Committee and the Board have assessed the independence of Encik Muhammad Adib bin Ariffin, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, and recommended him to continue to serve as an Independent Non-Executive Director of the Company based on the following justifications:

- He fulfills the criteria under the definition of independent director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as check and balance, provide a broader view and bring an element of objectivity to the Board;
- He remains objective and independent in expressing his views and in participating in deliberation and decision making of Board and Board Committees; and
- He continues to demonstrate conduct and behaviour that are essential indicators as independence and his vast experience enables him to provide the Board with a diverse set of experience, expertise and independent judgment.

In line with Practice 4.2 of the Code on Corporate Governance 2017 ("MCCG"), the approval of shareholders will be sought through a two-tier voting processes described in the Guidance to Practice 4.2 of the said MCCG.