

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting ("12th AGM" or "Meeting") of MYKRIS INTERNATIONAL BERHAD ("MyKRIS" or "the Company") will be held at the Office Lounge, C-1-G, Jalil Link 2, No. 5, Jalan Jalil Perkasia 1, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Monday, 17 August 2020 at 10.00 a.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS :

1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees and/or benefits of up to RM60,000 for the financial year ending 31 March 2021.
3. To re-elect Mr. Chang Wai Hoong as Director of the Company who retires by rotation pursuant to Clause 108.1 of the Company's Constitution.
4. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

PLEASE REFER TO EXPLANATORY NOTE 1

ORDINARY RESOLUTION 1

ORDINARY RESOLUTION 2

ORDINARY RESOLUTION 3

AS SPECIAL BUSINESS :

To consider and if thought fit, pass with or without any modifications, the following resolution:-

5. GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

ORDINARY RESOLUTION 4

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue 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 deem fit provided that the aggregate number of shares 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 pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."

6. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

SPECIAL RESOLUTION

"THAT the proposed amendments to the Company's Constitution as set out in "Appendix A", be approved for adoption with immediate effect 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 amendments for and on behalf of the Company."

7. To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)
Company Secretary

Petaling Jaya, Selangor Darul Ehsan
20 July 2020

Notes:

- a) A member of the Company who is entitled to attend and vote at the Meeting shall be entitled to appoint one (1) or more proxies to attend and vote at the Meeting in his/her stead. Where a member appoints two (2) or more proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- b) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- c) The instrument appointing a proxy shall be in writing signed by the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised.
- d) 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 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.
- e) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- f) To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- g) 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 70 of the Company's Constitution to issue a General Meeting Record of Depositors as at 10 August 2020. Only members whose names appear in the General Meeting Record of Depositors as at 10 August 2020 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- h) The members are advised to refer to the Administrative Guide on the registration process for the Meeting.

EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 March 2020

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

2. Item 2 of the Agenda – Directors' Fees and Benefits

The estimated Directors' fees and benefits proposed for the financial year ending 31 March 2021 were calculated based on the current Board size and number of schedule Board meetings to be held. This resolution is to facilitate the payment of Directors' fee and benefits on current financial year basis. In the event of the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

3. Item 5 of the Agenda – General Authority for the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 4 proposed under item 5 of the Agenda is a renewal of the general mandate for the Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities.

This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s). This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Eleventh AGM held on 13 August 2019 which will lapse at the conclusion of the 12th AGM.

4. Item 6 of the Agenda – Proposed Amendments to the Constitution of the Company

The Special Resolution proposed under item 6 of the Agenda, if approve, will streamline the Company's Constitution, provide more flexibility for the Company and its shareholders on the manner of holding general meetings and lodgment of proxy forms, as well as to enhance administrative efficiency.

The proposed amendments to the Constitution of the Company shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.



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APPENDIX A

The following existing clauses of the Company's Constitution are proposed to be amended in the following manner:-

Clause No.	Existing Clause	Clause No.	Proposed New Clause
11.	<p>Subject to the provisions of the Act and the rules, regulations, orders, guidelines or requirements issued by the Exchange and/or any other relevant authority from time to time, the Company may by ordinary resolution purchase its own shares.</p> <p>Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and the guidelines or requirements issued by Exchange and/or any other relevant authority from time to time.</p>	11.	<p>Subject to the provisions of the Act and the rules, regulations, orders, guidelines or requirements issued by the Exchange and/or any other relevant authority from time to time, the Company may by ordinary resolution purchase its own shares.</p> <p>Any shares in the Company so purchased by the Company shall be dealt with in accordance with the Act and the guidelines or requirements issued by Exchange and/or any other relevant authority from time to time. The provision of Clause 64 shall not affect the power of the Company to cancel any shares or reduce its share capital pursuant to any exercise of the Company's powers under this Constitution.</p>
65.	<p>The Company shall in each year hold a general meeting as its Annual General Meeting within six (6) months of the Company's financial year end and not more than fifteen (15) months after the last preceding year but so long as the Company holds its first Annual General Meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its Incorporation or in the following year.</p>	65.	<p>An annual general meeting of the Company shall be held once in every calendar year and in accordance with the requirements of the Act.</p>
67.	<p>All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an Annual General Meeting shall specify the meeting as such and every</p>	67.	<p>All general meetings shall be held at such time, day and place as the Directors shall determine. Every notice of an Annual General Meeting shall specify the meeting as such and</p>



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meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. A general meeting may be held at more than one venue using any technology or method that enables all members of the Company to participate and to exercise the members' rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of members subject to rules, regulations and law prevailing. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting.

every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution. A general meeting may be held **by fully virtual or hybrid** at more than one venue using any technology or method that enables all members of the Company to participate and to exercise the members' rights to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at that meeting or any adjournment of that meeting of members subject to rules, regulations and laws prevailing. The main venue of the meeting shall be in Malaysia and **subject to Clause 82**, the Chairman shall be present at the main venue of the meeting. **For fully virtual general meeting, the broadcast venue shall be the main venue of the meeting and all the provisions of this Constitution as to meetings of members shall also apply to such fully virtual general meeting.**

104. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within Malaysia as is specified for that purpose in the notice convening the general meeting not less than forty-eight (48) hours before the time appointed for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the

104. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority, shall be deposited at the registered office of the Company, 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 general meeting, not less than forty eight (48) hours before the time appointed for holding the general meeting or adjourned general meeting **as the case may be**, or in the case of a poll, not less than twenty-four **(24)** hours before the time appointed for taking the poll, **which**



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instrument of proxy shall not be treated as valid.

the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the Member.

164A New Provision

164A The Secretary or Secretaries may resign by giving notice in writing to the Board in accordance to Section 237 of the Act ("Notice"), left at the Office and copies sent to the Directors for the time being at their last known addresses and shall cease to be the Secretary or Secretaries of the Company, on the expiry of thirty (30) days from the date of the Notice lodged with the Board or on the expiry of thirty (30) days from the date of notification to the Registrar.



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ADMINISTRATIVE GUIDE FOR THE 12th AGM (“MEETING”)

Your safety is the Company’s top priority. The following precautionary measures will be taken at the Meeting in order to minimise 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 shareg@shareworks.com.my :-
- i) Full name;
 - ii) Identity Card or Passport Number;
 - iii) Contact number (optional – for better co-ordination); and
 - iv) CDS account number

After verification of your registration against the Record of Depositors as at 10 August 2020, the Company will send you an email on or after 10 August 2020 to confirm your registration to attend physically at the Meeting venue.

- 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 Meeting 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. Please note that no face mask will be provided at the venue.
- f) Members or proxies are advised to observe/maintain social distancing of at least 1 meter from each other throughout the Meeting.
- g) 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.
- h) **Recording/Photography**

By participating at this 12th AGM, you agree that no part of this 12th AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electrical, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.