



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Komarkcorp Berhad ("Komarkcorp" or the "Company") will be held at Parameswara 1 & 2, Philea Mines Beach Resort, Jalan Dulang, Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Wednesday, 5 August 2020 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

**ORDINARY RESOLUTION 1**

**PROPOSED DIVERSIFICATION OF THE BUSINESS OF KOMARKCORP AND ITS SUBSIDIARIES TO INCLUDE THE BUSINESS OF MANUFACTURING AND SALE OF FACE MASKS ("PROPOSED DIVERSIFICATION")**

"THAT subject to the necessary approvals of the relevant authorities and parties (if required) being obtained, approval be and is hereby given to the Board of Directors of the Company ("Board") to implement the diversification of the business of Komarkcorp and its subsidiaries to include the business of manufacturing and sale of face masks;

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to give full effect to the Proposed Diversification with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Board in the best interest of the Company."

**ORDINARY RESOLUTION 2**

**PROPOSED PRIVATE PLACEMENT OF UP TO 61,675,000 NEW ORDINARY SHARES IN KOMARKCORP ("KOMARKCORP SHARES" OR "SHARES") ("PLACEMENT SHARES"), REPRESENTING 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF KOMARKCORP, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")**

"THAT subject to the approval of all the relevant authorities, approval be and is hereby given to the Board to allot and issue up to 61,675,000 new Shares by way of private placement to independent third party investor(s) to be identified later in one (1) or more tranches at an issue price for each tranche to be determined at a later date by the Board ("Price-Fixing Date") upon such terms and conditions as disclosed in the circular to the shareholders of the Company ("Shareholders") dated 21 July 2020 ("Circular").

**THAT** the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume-weighted average market price of the Shares up to and including the Price-Fixing Date.

**THAT** the Directors of the Company be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

**THAT** such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors of the Company may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement."

**ORDINARY RESOLUTION 3**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTIONS SCHEME ("ESOS" OR "SCHEME") INVOLVING UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF KOMARKCORP (EXCLUDING TREASURY SHARES, IF ANY) FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF KOMARKCORP AND ITS SUBSIDIARIES ("GROUP") ("PROPOSED ESOS")**

"THAT subject to the approval of all relevant authorities and parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the new ordinary shares in Komarkcorp to be issued pursuant to the exercise of the ESOS options granted under the Scheme having been obtained, approval be and is hereby given for the Company to establish the Scheme involving up to 15% of the total number of issued shares of the Company from time to time (excluding treasury shares, if any) for the benefit of eligible directors and eligible employees of the Group, excluding the subsidiaries which are dormant, and the Board be and is hereby authorised to:-

- (i) implement and administer the Scheme in accordance with the by-laws governing the Scheme ("By-laws"), a draft of which is set out in Appendix II of the Circular, and to give full effect to the Scheme with full powers to assent to any conditions, variations, modifications and/or amendments as may be deemed fit or expedient and/or imposed or required by the relevant authorities or as may be deemed fit or necessary by the Board at its discretion;
- (ii) make the necessary applications to Bursa Securities and do all the things necessary at the appropriate time or times for the listing and quotation of the new Shares which may from time to time be allotted and issued pursuant to the exercise of the ESOS options granted under the Scheme;
- (iii) allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the ESOS options granted under the Scheme provided that the aggregate number of new Shares to be allotted and issued under the Scheme shall not exceed in aggregate of 15% of the total number of issued shares of the Company (excluding treasury shares, if any) at any time during the existence of the Scheme. The new Shares issued pursuant to the exercise of the ESOS options granted under the Scheme shall, upon allotment, issuance and full payment of the exercise price of the ESOS options, rank *pari passu* in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares and will be subject to all the provisions of the Constitution of the Company relating to the transfer, transmission and otherwise of the Shares;
- (iv) appoint trustee(s) ("Trustee(s)") to subscribe for new Shares and/or acquire existing Shares for the purpose of the Proposed ESOS, provided always that the total number of Komarkcorp Shares which may be made available under the Proposed ESOS and any other employee share issuance schemes to be implemented by the Company shall not in aggregate exceed fifteen percent (15%) of the issued ordinary share capital of the Company (excluding treasury shares, if any) at any time during the duration of the Proposed ESOS and to pay expenses in relation to the administration of the trust(s) (which may be established by a committee to be appointed by the Board ("ESOS Committee"), if required) to the extent permitted by law ("Trust"), be entitled to accept funding and/or assistance, financial or otherwise, from the Group and/or any third party to be paid into the bank account(s) established by the Trustee(s) for the purpose of the Trust as the Trustee may direct;
- (v) provide money or other assistance (financial or otherwise), and/or to authorise and/or procure any one (1) or more of the subsidiaries of the Company, to provide money or assistance (financial or otherwise) from time to time if required, to enable the Trustee to acquire, subscribe for and/or transfer Komarkcorp Shares for the purposes of implementation and administration of the Proposed ESOS;
- (vi) modify and/or amend the By-laws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of the By-laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
- (vii) extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Securities or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting; and
- (viii) do all such acts and things, to execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings (including but not limited to the trust deeds with the Trustee(s)) and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws;

**THAT** the By-laws of the Scheme, a draft of which is set out in Appendix II of the Circular, be and is hereby approved and adopted;

**AND THAT** the Board be and is hereby authorised to give effect to the Scheme with full powers to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion."

**ORDINARY RESOLUTION 4**

**PROPOSED ALLOCATION TO KOH CHIE JOOI**

"THAT subject to the passing of Ordinary Resolution 3 and the approvals of all relevant authorities (where required) having been obtained, approval be and is hereby given to the Board to authorise the ESOS Committee to offer and grant, from time to time throughout the duration of the Scheme, such number of ESOS options to subscribe for new Shares under the Scheme to Koh Chie Jooi, the Executive Director / Group Chief Operating Officer of the Company ("Proposed Allocation to Koh Chie Jooi"), provided always that not more than ten percent (10%) of the total Komarkcorp Shares available under the ESOS and any other subsisting employee share scheme(s), individually and collectively, shall be allocated to him if he, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

**AND THAT** subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Koh Chie Jooi with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Koh Chie Jooi as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

By Order of the Board

**KOMARKCORP BERHAD**

**TAI YIT CHAN (MAICSA 7009143)**

**SSM PC No.: 202008001023**

**TAI YUEN LING (LS 008513)**

**SSM PC No.: 202008001075**

Company Secretaries

Selangor Darul Ehsan

21 July 2020

**Notes:**

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more than one (1) proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
- (2) A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
- (3) Where a member appoints two (2) proxies the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- (4) Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- (5) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited with the Share Registrar 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, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the EGM.
- (6) For a corporate member who has appointed a representative, please deposit the certificate of appointment with the Share Registrar 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, Malaysia. The certificate of appointment should be executed in the following manner:
  - (a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
  - (b) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    1. at least two (2) authorised officers, of whom one shall be a director; or
    2. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- (7) Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the resolutions set out in the notice of any general meeting will be put to vote by poll.
- (8) For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 27 July 2020 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his/her stead.
- (9) The EGM of the Company will be conducted in compliance with the General Standard Operating Procedures to Government and Private Sector ("SOP") issued by Malaysian National Security Council on 16 June 2020. The attendance of members/proxies and invited guests may be denied if failure to fulfil the requirements of participants in accordance with the SOP.
- (10) Pursuant to the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 June 2020, members, proxyholders and corporate representatives ("Participants") who will be attending the EGM in person are required to pre-register themselves with the Company to allow the Company to make the necessary arrangement in relation to the meeting i.e. infrastructure, logistic and meeting venue. Please read the Administrative Guide on the procedure to pre-register your physical attendance at the EGM via Boardroom Scan Investor Portal at <https://boardroomlimited.my> not later than **Monday, 3 August 2020 at 10.00 a.m.** Once your registration is successful you are required to download MySejahtera application and scan the QR code during the registration process. There will be no food or drinks served for participants who participate at the EGM.
- (11) The Board wishes to highlight that the EGM may be re-scheduled and/or postponed in view of the current COVID-19 Outbreak and the Malaysian Government's announcements or guidelines made from time to time. Rest assured, all members/proxies including attendees shall be kept informed of any unexpected changes.