

## NOTICE OF THIRD ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Third Annual General Meeting ("3rd AGM") of Seers Berhad ("the Company") will be held at the Conference Room, No.4, Jalan Utarid U5/18A, Seksyen U5, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 25 August 2020 at 10.30 a.m. to transact the following business:-

### AGENDA

#### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.

(Please refer to Explanatory Note 1)

2. To approve the payment of Directors' fees for an amount of up to RM50,000.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 26 August 2020 until the next Annual General Meeting of the Company.

(ORDINARY RESOLUTION 1)  
(Please refer to Explanatory Note 2)

3. To re-elect Mr. Chan Toong Mook who retires by rotation in accordance with Clause 81 of the Company's Constitution and being eligible, offers himself for re-election.

(ORDINARY RESOLUTION 2)

4. To re-appoint Messrs. Ecovis Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

(ORDINARY RESOLUTION 3)

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, the following Ordinary Resolution:-

5. Authority to Issue Shares pursuant to the Companies Act, 2016

"**THAT** subject always to the Companies Act, 2016, the Constitution of the Company, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad and approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised pursuant to the Companies Act, 2016, to allot and issue shares in the capital of the Company at any time to such persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution must not exceed one hundred percent (100%) of the total number of issued shares of the Company for the time being, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must not more than fifty percent (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 the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; **AND FURTHER THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

(ORDINARY RESOLUTION 4)  
(Please refer to Explanatory Note 3)

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

#### BY ORDER OF THE BOARD

**TEO SOON MEI**  
(MAICSA 7018590)  
(SSM PC No. 201908000235)  
Company Secretary

Kuala Lumpur  
Dated: 27 July 2020

#### Notes:

i. In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 August 2020 ("**General Meeting Record of Depositors**") shall be eligible to attend, speak and vote at this 3rd AGM.

#### Proxy

ii. A member of the Company who is entitled to attend, speak and vote at this 3rd AGM shall be entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her behalf. Where a member appoints more than one (1) proxy, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company.

iii. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("**SICDA**"), he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.

iv. Where a member of the Company is an exempt authorised nominee holding 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

v. The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of the appointor or a copy of that power of attorney, certified by an advocate and solicitor, or where the member is a body corporate, either under its seal or by the hand of an officer or attorney duly authorised. Any alteration in the form of proxy must be initialed.

vi. The instrument appointing a proxy, a power of attorney or other authorities, where it is signed or certified shall be deposited at the Registered Office of the Company at No. 7-1, Jalan 109F, Plaza Danau 2, Taman Danau Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

#### Explanatory Notes on Ordinary and Special Businesses:

##### 1. Item 1 of the Agenda

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

##### 2. Item 2 of the Agenda

Section 230(1) of the Companies Act, 2016 provides that the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Company is seeking the shareholders' approval for the payment of Directors' fees for an amount of up to RM50,000.00 payable to the Non-Executive Directors of the Company on a monthly basis in arrears after each month of completed service of the Directors for the period from 26 August 2020 until the next Annual General Meeting of the Company under Ordinary Resolution 1. This Resolution is to facilitate payment of Directors' fees for the financial year 2020/2021.

In the event that the proposed Directors' fees are insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the next Annual General Meeting of the Company for the additional Directors' fees to meet the shortfall.

##### 3. Item 5 of the Agenda

Ordinary Resolution 4 is to seek shareholders' approval for the renewal of the general mandate ("**General Mandate**") to empower the Directors of the Company, pursuant to the Companies Act, 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad, from the date of the 3rd AGM, to issue and allot new ordinary shares or convertible securities in the Company from time to time to such persons as the Directors may deem fit without convening a general meeting, provided that the aggregate number of shares or convertible securities issued pursuant to the General Mandate must not exceed one hundred percent (100%) of the total number of issued shares of the Company for the time being, of which the aggregate number of shares or convertible securities issued other than on a pro rata basis to existing shareholders must not more than fifty percent (50%) of the total number of issued shares of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or at the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

The General Mandate will provide flexibility to the Directors of the Company to undertake any possible fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's current and/or future investment projects, working capital, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting.

As at the date of this Notice, the Company has not issued any ordinary shares pursuant to the general mandate that granted by the shareholders at the Second Annual General Meeting of the Company held on 21 June 2019 and hence, no proceeds were raised therefrom.

#### Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 3rd AGM and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the 3rd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 3rd AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.



## SEERS BERHAD

[Registration No. 201701038519 (1252690-U)]  
(Incorporated in Malaysia)

### ADMINISTRATIVE GUIDE FOR THIRD ANNUAL GENERAL 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:

1. Members are encouraged 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 Ms. Sally Loo at [sally@seers.com.my](mailto:sally@seers.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 17 August 2020, the Company will send an email after 17 August 2020 to approve or reject your registration to attend physically at the Meeting venue.

2. A health screening counter will be set up for the purpose of health screening and body temperature will be taken for all attendees before entering the Meeting venue. A member or proxy who has temperature of 37.5°C and above or exhibits flu-like symptoms will not be permitted to enter the meeting hall.
3. 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.
4. Members or proxies must sanitise their hands before entering the meeting all and are strongly advised to wear mask throughout the Meeting if they are attending the Meeting in person.
5. Members or proxies are advised to observe/maintain social distancing of at least 1 meter from each other throughout the Meeting.
6. Members or proxies are advised to arrive early at the Meeting venue given that the abovementioned precautionary measures may cause delay in the registration process.
7. 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 applicable standard operating procedures, 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.
8. NO door gift will be provided to the members or proxies.

#### **ENQUIRY**

If you have any enquiry on the above, please contact the following person(s) during office hours on Monday to Friday from 8:30 a.m. to 5:30 p.m. (except on public holidays):

Mr. Chan Toong Mook : 03-7842 2871 (Email: [ewctm@seers.com.my](mailto:ewctm@seers.com.my))  
Ms. Sally Loo : 03-7842 2871 (Email: [sally@seers.com.my](mailto:sally@seers.com.my))