

**MATRIX PARKING SOLUTION HOLDINGS BERHAD**

[Registration No. 201801021141 (1283160-X)]

(Incorporated in Malaysia)

**NOTICE OF SECOND ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Second Annual General Meeting (“AGM”) of the Company will be held at Meeting Room of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Friday, 28 August 2020 at 3:00 p.m. for the following purposes: -

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**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon. [Please refer to Explanatory Note (i)]
2. To re-elect Mr. Chin Wing Wah, who retire pursuant to Clause 21.6 of the Company's Constitution and being eligible, has offered himself for re-election. (Resolution 1)
3. To approve the payment of Directors' fees to the Non-Executive Director amounting to RM6,000.00 (Ringgit Malaysia: Six Thousand only) for the financial year ending 31 December 2020. (Resolution 2)
4. To re-appoint Messrs. STYL Associates PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to determine their remuneration. (Resolution 3)
5. **As Special Business**

To consider and, if thought fit, with or without any modification, to pass the following Ordinary Resolutions: -

**ORDINARY RESOLUTION**

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016** (Resolution 4)
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“THAT pursuant to the Companies Act 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.”

6. To transact any other ordinary business of which due notice has been given in accordance with the Companies Act 2016 or the Constitution.

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(Notice of Second AGM to be held on 28 August 2020 – cont'd)

By Order of the Board

*(duly signed)*

**CHUA SIEW CHUAN** (SSM PC No. 201908002648) (MAICSA 0777689)

**CHENG CHIA PING** (SSM PC No. 202008000730) (MAICSA 1032514)

*Company Secretaries*

Kuala Lumpur

Dated: 6 August 2020

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 August 2020 ("**General Meeting Record of Depositors**") shall be eligible to attend the Meeting.
2. A Member entitled to attend and vote at the Meeting of the Company, shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote instead of the Member at the Meeting. A proxy need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the Member to attend, participate, speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
3. Where a Member appoints more than one (1) proxy in relation to the Meeting, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
4. The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or, if the Member is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
5. Where the Member is an Exempt Authorised Nominee which holds Deposited Securities 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.
6. The instrument appointing a proxy must be deposited at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof.
7. Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the General Meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
  - (a) the constitution of the quorum at such meeting;
  - (b) the validity of anything he did as chairman of such meeting;
  - (c) the validity of a poll demanded by him at such meeting; or
  - (d) the validity of the vote exercised by him at such meeting.

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### **Explanatory Notes to Ordinary and Special Business:**

(i) Audited Financial Statements for the financial year ended 31 December 2019

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

(ii) Resolution 1 - Re-election of Director

The Board of Directors had recommended Mr. Chin Wing Wah for re-election as Director pursuant to Clause 21.6 of the Company's Constitution. Mr. Chin Wing Wah has consented to his re-election, and abstained from deliberation and voting in relation to his re-election at the Board of Directors' Meeting.

(iii) Resolution 2 - Payment of Directors' Fees

This Agenda item is to approve the Proposed Directors' fees to the Non-Executive Director for the financial year ending 31 December 2020 of RM6,000.00.

Resolution 2, if approved, will authorise the payment of Directors' Fees pursuant to Clause 21.4(c) of the Company's Constitution.

(iv) Resolution 3 - Re-appointment of Auditors

The Board of Directors has assessed the suitability, objectivity and independence of Messrs. STYL Associates PLT as External Auditors of the Company for the financial year ended 31 December 2019. The Board has then recommended the same be tabled to the shareholders for approval at the forthcoming Second Annual General Meeting of the Company under **Resolution 3**.

(v) Resolution 4 - Authority to issue shares pursuant to the Companies Act 2016

The Company wishes to seek the mandate on the authority to issue shares pursuant to the Companies Act 2016 at the Second AGM of the Company (hereinafter referred to as the "**General Mandate**"). This is the first General Mandate sought by the Company from its shareholders.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting solely for such issuance and allotment of shares. This authority unless revoked or varied by the Company in a general meeting, will expire at the next AGM. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, project(s), working capital and/or acquisitions.

### **Important Notes on Precautionary Measures:-**

The Board of Directors of the Company is cognisant of the outbreak Coronavirus Disease ("**Covid-19**") pandemic as at to-date, the Covid-19 is still subsisting. The health and safety of the Company's shareholders, Directors, staff and other stakeholders are of paramount concern for the Company.

As guided by the directives of the Ministry of Health, the General Standard Operating Procedures ("**SOP**") on Event Implementation of Government and Private Institutions issued by the National Security Council ("**MKN**"), as well as the Guidance and Frequently Asked Questions on the conduct of General Meetings for Listed Issuers by Securities Commission Malaysia ("**SC Guidance**"), the Company will be implementing certain precautionary measures to minimise possible Covid-19 transmission:-

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**(1) Prior Registration of Attendance**

Members who wish to attend the Second AGM in person are required to register ahead of the Second AGM and provide the following details by email to [info@sshshb.com.my](mailto:info@sshshb.com.my), latest by **Wednesday, 26 August 2020 at 3:00 p.m.**:-

- (a) Full name;
- (b) Central Depository System (“CDS”) account number; and
- (c) Contact phone number and email address for better co-ordination.

**(2) Pre-Meeting submission of Questions to the Board**

As advised by the SC Guidance, members are encouraged to submit questions ahead of the Second AGM by email to [info@sshshb.com.my](mailto:info@sshshb.com.my), latest by **Wednesday, 26 August 2020 at 3:00 p.m.**

The Second AGM proceedings will focus on the resolutions as proposed by the Board with a view to minimising crowd gathering time in an enclosed environment.

The Company will be closely monitoring the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the Second AGM and/or its stakeholders. Any material developments will be announced on the Bursa Malaysia Securities Berhad and members are advised to check the Company's announcement(s) made via Bursa Malaysia Securities Berhad regularly for updates in respect of the Second AGM and/or material developments.