



Matrix Parking

**MATRIX PARKING SOLUTION HOLDINGS BERHAD**

(Registration No.: 201801021141 (1283160-X))

(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Matrix Parking Solution Holdings Berhad (“**Matrix**” or 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 3.30 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Second Annual General Meeting of the Company which will be held at the same venue and on the same day at 3.00 p.m., whichever is later, if thought fit, passing the following resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED BONUS ISSUE OF 100,000,500 WARRANTS IN MATRIX (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING ORDINARY SHARES HELD IN MATRIX (“MATRIX SHARE(S)”) ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)**

**“THAT** subject to the approvals of all relevant authorities being obtained, the Board of Directors of the Company (“**Board**”) be and is hereby authorised to issue 100,000,500 Warrants to the shareholders of the Company whose names appear in the Record of Depositors of the Company on an entitlement date to be determined and announced by the Board (“**Entitlement Date**”), on the basis of 1 Warrant for every 2 existing Matrix Shares held;

**THAT** notwithstanding the passing of Ordinary Resolutions 2 and 3, any new Matrix Shares to be issued under the proposals referred to in the aforementioned resolutions shall **NOT** be entitled to the Proposed Bonus Issue of Warrants;

**THAT** the Board be and is hereby authorised to issue and allot such appropriate number of new Matrix Shares arising from the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of a deed poll to be executed (“**Deed Poll**”);

**THAT** the Board be and is hereby authorised to issue and allot such Warrants as may be required or permitted to be issued as a result of any adjustment under the provisions of the Deed Poll;

**THAT** the new Matrix Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the then existing Matrix Shares, except that such new Matrix Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared for which the entitlement date for the said distribution precedes the date of allotment and issuance of such new Matrix Shares;

**THAT** the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

**THAT** the Warrants be constituted under the Deed Poll and the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or as the Board may deem necessary in the interest of the Company and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

## **ORDINARY RESOLUTION 2**

**PROPOSED ACQUISITION OF 40% EQUITY INTEREST IN SMART INTEGRA TECH SDN BHD ("SITSB") BY MATRIX FOR A TOTAL CONSIDERATION OF RM1,400,000 TO BE SATISFIED BY A COMBINATION OF CASH CONSIDERATION OF RM75,000 AND THE ISSUANCE OF 8,281,250 NEW MATRIX SHARES TO BE ISSUED TO THE VENDORS AT AN ISSUE PRICE OF RM0.16 EACH, TOGETHER WITH THE PROPOSED SUBSCRIPTION OF NEW REDEEMABLE CONVERTIBLE PREFERENCE SHARES ("RCPS") IN SITSB AMOUNTING TO A TOTAL OF RM3,500,000 ("PROPOSED ACQUISITION OF SITSB")**

"**THAT** approval be and is hereby given for Matrix to acquire 40% of the ordinary shares in SITSB, from Mohd Izzuddin Bin Osman, Rafizuddin Bin Ramly, and Mohd Hata Bin Hashim, (collectively, the "**SITSB Vendors**") for a total purchase consideration of RM1,400,000, to be satisfied by a combination of cash consideration of RM75,000 and via issuance of 8,281,250 new Matrix Shares ("**SITSB Consideration Shares**") at an issue price of RM0.16 each to the SITSB Vendors in such proportion as set out in the Circular to the shareholders of the Company dated 11 August 2020 ("**Circular**"), pursuant to the terms and conditions stipulated in the conditional share sale agreement entered into between Matrix and the SITSB Vendors on 7 February 2020 ("**SITSB SSA**"), supplemental letter dated 7 February 2020 in relations to the SITSB SSA entered into between Matrix and SITSB Vendors which entails the Proposed Subscription of RCPS, subject to the successful completion of the Proposed Acquisition of SITSB ("**Supplemental Agreement 1**") and supplemental share sale agreement dated 25 June 2020 entered into between Matrix and SITSB Vendors to vary and amend certain terms and relevant provisions of the SITSB SSA as amended by the Supplemental Agreement 1 ("**Supplemental Agreement 2**") together with the subscription of new RCPS in SITSB amounting to a total of RM3,500,000 in such form and denomination as set out in the Circular ("**Proposed Acquisition of SITSB**");

**THAT** the SITSB Consideration Shares shall, upon allotment and issue, rank equally in all respects with the then existing Matrix Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is before the date of allotment of the SITSB Consideration Shares;

**AND THAT** the Board be and is further authorised to do all acts, deeds and things and execute all necessary documents as they may deem fit or expedient in order to carry out, finalise and give effect to and complete the Proposed Acquisition of SITSB with full powers to assent to or make any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or parties or as the Board may deem necessary in the interest of the Company and to take all steps and actions as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Acquisition of SITSB."

## **ORDINARY RESOLUTION 3**

**PROPOSED ACQUISITION OF 100% EQUITY INTEREST IN PROSPECT BUILDERS SDN BHD ("PBSB") FOR A PURCHASE CONSIDERATION OF RM2,331,000 TO BE SATISFIED BY THE ISSUANCE OF 14,568,750 NEW MATRIX SHARES AT AN ISSUE PRICE OF RM0.16 EACH ("PROPOSED ACQUISITION OF PBSB")**

**“THAT** approval be and is hereby given for Matrix to acquire 100% of the ordinary shares in PBSB, from Cabaran Permata Sdn Bhd, Envy Concept Sdn Bhd and Lam Joo Onn, (collectively, the **“PBSB Vendors”**) for a total purchase consideration of RM2,331,000, to be satisfied by the issuance of 14,568,750 new Matrix Shares (**“PBSB Consideration Shares”**) at an issue price of RM0.16 each to the PBSB Vendors in such proportion as set out in the Circular, pursuant to the terms and conditions stipulated in the conditional share sale agreement entered into between Matrix and the PBSB Vendors on 29 May 2020 (**“Proposed Acquisition of PBSB”**);

**THAT** the PBSB Consideration Shares shall, upon allotment and issue, rank equally in all respects with the then existing Matrix Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is before the date of allotment of the PBSB Consideration Shares;

**AND THAT** the Board be and is further authorised to do all acts, deeds and things and execute all necessary documents as they may deem fit or expedient in order to carry out, finalise and give effect to and complete the Proposed Acquisition of PBSB with full powers to assent to or make any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or parties or as the Board may deem necessary in the interest of the Company and to take all steps and actions as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Acquisition of PBSB.”

#### **ORDINARY RESOLUTION 4**

#### **PROPOSED PRIVATE PLACEMENT OF UP TO 20% OF THE ISSUED SHARES OF MATRIX INVOLVING UP TO 40,000,200 NEW MATRIX SHARES (“PLACEMENT SHARES”) (“PROPOSED PRIVATE PLACEMENT”)**

**“THAT** subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Company to allot and issue up to 40,000,200 new Matrix Shares representing 20% of the issued shares of the Company by way of private placement to independent third party investor(s) to be identified later, in one or more tranches, at an issue price for each tranche to be determined and fixed at a later date by the Directors of the Company upon such terms and conditions as disclosed in the Circular;

**THAT** such Placements Shares will, upon allotment and issuance, rank equally in all respects with the then existing Matrix Shares, except that holders of the Placement Shares will not be entitled to any dividends, rights, allotments or other forms of distributions, that may be declared to the shareholders of the Company, which the entitlement date for the said distribution precedes the date of allotment and issuance of the Placement Shares;

**THAT** the Board 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 to (where required) the approval of the relevant authorities and compliance with the applicable rules and Listing Requirements of Bursa Malaysia Securities Berhad.

**AND THAT**, the Board of the Company be and are hereby authorised to do all such acts and things that are necessary and to execute, sign and deliver on behalf of the Company all such documents to give full effect to the Proposed Private Placement with full powers to assent to any conditions, modifications, variations and/or amendments deemed necessary or expedient in the interest of the Company and/or as may be required by the relevant authorities or as the Board may deem necessary in the interest of the Company and to take all steps and actions as they may consider necessary or as may be required to give full effect to and complete the Proposed Private Placement.”

**BY ORDER OF THE BOARD OF  
MATRIX PARKING SOLUTION HOLDINGS BERHAD**

CHUA SIEW CHUAN (SSM PC No. 201908002648) (MAICSA 0777689)  
CHENG CHIA PING (SSM PC No. 202008000730) (MAICSA 1032514)  
Company Secretaries

Kuala Lumpur  
11 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.*