

NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting ("AGM") of **CENSOFF HOLDINGS BERHAD** ("Censoff" or the "Company") will be held at Hibiscus Auditorium, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Malaysia, on Wednesday, 30 September 2020 at 10.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' Fees of RM425,000 and Meeting Allowance of RM1,000 per meeting for the financial year ending 31 March 2021 and that the Directors' Fees be payable quarterly in arrears and the Meeting Allowance be payable after the meeting in arrears. **Ordinary Resolution 1**
3. To re-elect the following directors retiring pursuant to the Company's Constitution and being eligible, have offered themselves for re-election :-
 - 3.1 Mr Tamil Selvan A/L M. Durairaj (Clause 86) **Ordinary Resolution 2**
 - 3.2 Ms Ang Hsin Hsien (Clause 86) **Ordinary Resolution 3**
4. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Resolutions:

5. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75(1) OF THE COMPANIES ACT 2016

"THAT pursuant to Section 75(1) of the Companies Act 2016 ("Act"), and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot new shares in the Company from time to time 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 allotted pursuant to this resolution does not exceed twenty (20%) of the issued share capital of the Company thereat AND THAT the Directors be and are also hereby authorised to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so allotted AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 5**

6. RETENTION OF DIRECTORS AS INDEPENDENT DIRECTORS OF THE COMPANY

"THAT the following directors who have served the Company for more than 9 years be retained as Independent Non-Executive Directors and to hold office until the conclusion of the next AGM."

- (a) Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain; **Ordinary Resolution 6**
- (b) Tuan Haji Ab. Gani Bin Haron; **Ordinary Resolution 7**
- (c) Mr. Boey Tak Kong **Ordinary Resolution 8**

7. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

By order of the Board

LIM SECK WAH (MAICSA NO. 0799845)

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO. 0781031)

Company Secretaries

Kuala Lumpur

Dated this: 28 August 2020

Notes:-

1. For the purpose of determining a member who shall be entitled to attend and vote at the AGM, the Company shall be requesting the Record of Depositors as at 23 September 2020. Only a depositor whose name appears on the Record of Depositors as at 23 September 2020 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy.
3. Where a member is an authorised nominee as defined under the Security 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.
4. A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
5. The Form of Proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under its common seal or under the hand of the attorney.
6. The Form of Proxy must be deposited at the Poll Administrator's address located at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Notes on Special Business:

1. Ordinary Resolution 5

The proposed Ordinary Resolution 5 is to seek a new general mandate to empower the Directors of the Company pursuant to the Companies Act 2016, from the date of the above Meeting, to issue and allot ordinary shares of not more than twenty per centum (20%) for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority will, unless revoked or varied at a General Meeting, will expire at the conclusion of the next AGM of the Company.

The Board of Directors' are of the view that the 20% General Mandate is in the best interest of the Company and its shareholders as due to the outbreak of the COVID 19 and hence, the imposition of the Movement Control Order ("MCO") by the government which has affected the Company's cashflow. Hence, this increase in mandate to 20% would allow the Company to raise funds quickly and efficiently during this challenging time to ensure the long-term sustainability and interest of the Company and its shareholders.

The Company had been granted a general mandate by its shareholders at the Eleventh AGM of the Company held on 29 August 2019. However, no shares have been issued and allotted by the Company pursuant to Section 75(1) of the Companies Act 2016 since obtaining the said authority from its shareholders at the last AGM held on 29 August 2019.

The proposed resolution, if passed, will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

2. Resolution Pursuant to Retention As Independent Directors

The proposed Ordinary Resolutions 6, 7 and 8 will allow the Directors, Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain, Tuan Haji Ab. Gani Bin Haron and Mr. Boey Tak Kong who have served the Company for more than 9 consecutive years, to continue to act as Independent Non-Executive Directors of the Company as: -

- i) They fulfil the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, and thus they are able to function as check and balance, provide a broader view and bring an element of objectivity to the Board;
- ii) They understand the business nature and office structure;
- iii) They provide the Board valuable advice and insight;
- iv) They actively participate in Board deliberations and decision making in an objective manner; and
- v) They uphold independent decision and challenges the management objectively.

ADMINISTRATIVE GUIDE

TWELFTH ANNUAL GENERAL MEETING ("12TH AGM")

Day and Date : Wednesday, 30th September 2020

Time : 10:00 a.m.

Venue : Hibiscus Auditorium, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur

MEASUREMENT TO MINIMISE RISKS OF COVID-19 INFECTION

In view of the COVID-19 situation, the following steps will be taken for shareholders, proxies and others who will be attending the 12th AGM in order to minimize the risks of spreading the COVID-19 virus:

TEMPERATURE CHECKS AND FACE MASK

1. All persons attending the 12th AGM will be required to undergo a temperature check before entering the 12th AGM venue.
2. Any person who had recent travel history to overseas or any red zone areas in Malaysia during the last 14 days prior to the 12th AGM or had been in contact with a suspected or confirmed COVID-19 patient during the last 14 days prior to the 12th AGM, irrespective of nationality, will not be permitted to attend the 12th AGM.
3. Any person with a body temperature of more than 37.5 degrees Celsius and/or exhibit flu-like symptoms will not be allowed to attend the 12th AGM. Shareholders/proxies who are feeling unwell are strongly advised not to attend the 12th AGM.
4. All persons must practise proper hygiene including the use of hand sanitisers provided by the Company and are strongly advised to wear a face mask before entering the 12th AGM venue.

SOCIAL DISTANCING AND SEATING ARRANGEMENT

5. There will be door gift and packed food will be served at the 12th AGM.
6. To enhance social distancing measures, the seats allocated for shareholders/ proxies at the 12th AGM venue will be maintained at a certain distance from one another as per the guidelines and/or standing operating procedure provided by the relevant governmental and/or health authorities.
7. Limitation to the number of attendees

The Company will limit the number of participants to be physically present at the 12th AGM venue to 90. Children are not allowed to enter the meeting venue.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate up to the day of the 12th AGM of the Company, in accordance with the guidelines and/or standing operating procedure issued by the Malaysian Government and other relevant authorities in order to minimise any risk to shareholders and others attending the 12th AGM. The Company would like to thank all shareholders for their patience and co-operation in enabling us to hold our 12th AGM with the optimum safe distancing measures amidst the COVID-19 pandemic.

REGISTRATION ON THE DAY OF 12TH AGM

8. Registration will commence at 9:00 a.m. and will close by 10.15 am.

9. Please present your original National Registration Identity Card (NRIC) or Passport to the registration staff for verification.
10. A wrist band will be given to you thereafter. No one will be allowed to enter the meeting room without the wrist band.
11. Registration must be done in person. No person is allowed to register on behalf of another.
12. The registration counter will handle verification of identity, registration and revocation of proxy/proxies.

PROXY

13. A member entitled to attend and vote in the meeting is allowed to appoint proxy. Please submit your Form of Proxy in accordance with the notes and instructions printed therein.
14. The Form of Proxy is not required if you are attending as shareholder.
15. If you have submitted your Form of Proxy prior to the meeting and subsequently decided to attend the meeting in person, please proceed to the registration counter to revoke the appointment of your proxy.
16. Please ensure that the original Form of Proxy is deposited at the Poll Administrator's address at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the meeting time. No proof of sending of Form of Proxy will be entertained.

GENERAL MEETING RECORD OF DEPOSITORS

17. For the purpose of determining who shall be entitled to attend the 12th Annual General Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 23rd September 2020 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting.

NO RECORDING OR PHOTOGRAPHY

18. No recording or photography of the 12th AGM proceedings is allowed without the prior written permission of the Company.

MOBILE DEVICES

19. Please ensure all mobile devices i.e. phones/other sound emitting devices are put on silence mode during the 12th AGM to ensure smooth and uninterrupted proceedings.

12TH AGM ENQUIRY

20. For any enquiry prior to the 12th AGM, please contact the following during office hours

Mega Corporate Services Sdn Bhd

Tel No. : +603 - 2692 4271

Email : sharereg@megacorp.com.my

No. of ordinary shares held	
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I/We I/C No./Co. No./CDS A/C No.
 (Full name in Capital Letters)

of
 (Full address)

being a member/members of **CENSOF HOLDINGS BERHAD**, hereby appoint the following person(s):-

NAME OF PROXY, NRIC NO. & ADDRESS	NO. OF SHARES TO BE PRESENTED
1.	
2.	

or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at the Twelfth Annual General Meeting of the Company to be held at Hibiscus Auditorium, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur on Wednesday, 30 September 2020 at 10.00 a.m. and at any adjournment thereof. My/our proxy/proxies is/are to vote as indicated below :-

ORDINARY RESOLUTION		FIRST PROXY		SECOND PROXY	
		FOR	AGAINST	FOR	AGAINST
1.	To approve the payment of Directors' Fees for the financial year ending 31 March 2021 and Meeting Allowance.				
2.	To re-elect Mr Tamil Selvan A/L M. Durairaj who retires pursuant to Clause 86.				
3.	To re-elect Ms Ang Hsin Hsien who retires pursuant to Clause 86.				
4.	To re-appoint Messrs Crowe Malaysia PLT as Auditors and to authorise the Directors to fix their remuneration.				
5.	Authority to allot shares pursuant to Section 75(1) of the Companies Act 2016.				
6.	Retention of Director as Independent Director of the Company: - Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain				
7.	Retention of Director as Independent Director of the Company: - Tuan Haji Ab. Gani Bin Haron				
8.	Retention of Director as Independent Director of the Company: - Mr. Boey Tak Kong				

(Please indicate with an "✓" or "X" in the spaces provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.)

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 Signature/Common Seal of Shareholder

Dated thisday of2020

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- Where a member is an authorised nominee as defined under the Security 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.
- A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
- The Form of Proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under its common seal or under the hand of the attorney.
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CENSO HOLDINGS BERHAD
[200801026945 (828269 A)]

REQUISITION FORM

Dear Valued Shareholders,

Thank you for your continued support for Censof Holdings Berhad. We are pleased to inform you that Censof Holdings Berhad's Annual Report for the financial period ended 31 March 2020 is also available in printed version. Should you require a printed version of the Annual Report, please complete this form and fax it to (603) 7890 4670 or you could contact us at Helpdesk: (603) 7890 4800. Alternatively, you can send the completed form by post to the address below. A copy of the Annual Report can also be downloaded from our website at www.censof.com or by scanning the QR code.



Boardroom Share Registrars Sdn. Bhd.
[Registration No. 199601006647 (378993-D)]
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan

We shall forward a printed version of the Annual Report as soon as reasonably practicable after the receipt of your request.

Name (as in NRIC / Passport) :

NRIC No. / Passport No. :

Address :

:

:

Telephone No. :

Signature of Shareholder