

NOTICE OF 25TH ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Twenty-Fifth ("25th") Annual General Meeting of **Resintech Berhad** will be held at Concorde Hotel Shah Alam, No. 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Friday, 25 September 2020 at 9:00 a.m. for the purpose of considering the following businesses:

AGENDA

AS ORDINARY BUSINESS

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| 1. To receive the Directors' Report, Audited Financial Statements and the Auditors Report for the financial year ended 31 March 2020. | Please refer to Explanatory Note 1 |
| 2. To re-elect the following Directors, who retire in accordance with Clause 97 of the Constitution of the Company and being eligible offer themselves for re-election:
(i) Dato' Dr. Teh Kim Poo
(ii) Datuk Hj. Abdul Fatah Bin Hj. Iskandar | Ordinary Resolution 1
Ordinary Resolution 2 |
| 3. To approve the payment of Directors' Fees amounting of RM243,000.00 for the financial year ended 31 March 2020. | Ordinary Resolution 3 |
| 4. To approve the payment of Directors' Remuneration (excluding Directors' Fees) payable to the Board of the Company and its subsidiaries up to an amount of RM163,000.00 for the period from 26 September 2020 until the conclusion of the next Annual General Meeting. | Ordinary Resolution 4 |
| 5. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

AS SPECIAL BUSINESS

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

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| 6. AUTHORITY TO ISSUE AND ALLOT SHARES
"THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Companies Act 2016 and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof." | Ordinary Resolution 6 |
| 7. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS
"THAT authority be and is hereby given to Mr. Kok Wee Wah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." | Ordinary Resolution 7 |
| 8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016. | |

By Order of the Board

TAN KOK SIONG (SSM PC No. 202008001592 & LS 000932)
TAN BEE HWA (SSM PC No. 202008001174 & MAICSA 7058049)
Company Secretaries

Selangor Darul Ehsan
Dated this 27th day of August 2020

Notes:

- A member is entitled to appoint not more than two (2) proxies to attend, participate, speak, and vote in his/her stead at the meeting. A proxy may, but need not, be a member of the Company and there shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he shall specify the proportions of his/her holdings to be represented by each proxy, failing which the appointment shall be invalid.
- A Member may appoint a proxy or attorney or other duly authorised representative to attend and vote in his stead. Where a member is an authorised nominee as defined under the Securities 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.
- Where a member of the Company is an exempt authorised nominee which holds 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other attorney, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for holding of the meeting or adjourned meeting.
- The Date of Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the meeting is 18 September 2020.

Explanatory Notes:

- Item 1 of the Agenda - Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 March 2020**
The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Sections 248 and 340(i)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence this item is not put forward for voting.
- Retirement of Director**
Encik Khairul Anuar Bin Shaharudin who was appointed as Independent Non-Executive Director of the Company on 25 July 2006 will retire in accordance with Clause 97 of the Company's Constitution. Encik Khairul Anuar Bin Shaharudin has informed the Board of his intention to retire as a Director and therefore would not be seeking for re-election at this Annual General Meeting. Hence, he will retain office until the conclusion of the 25th Annual General Meeting.
- Ordinary Resolution 4 - Payment of Directors' remuneration (excluding Directors' Fee) and benefits payable to the Board of the Company and its subsidiaries**
Pursuant to Section 230(1) of the Companies Act 2016, the fee 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. In this respect, the Board agreed that the shareholders' approval shall be sought at the 25th Annual General Meeting on the Directors' remuneration (excluding the Directors' fee) payable to the Directors of the Company and its subsidiaries for the period from 26 September 2020 until the conclusion of the next Annual General Meeting ("Relevant Period").
The Directors' remuneration (excluding Directors' fee) comprises the allowances and other emoluments payable to the Non-Executive Directors as set out below:

Description	Chairman RM	Non-Executive Director RM
Meeting Allowance	4,000	1,000
Fixed Allowance	53,000	96,000

Note:
- There are no Non-Executive Directors in the subsidiaries.

In determining the estimated total amount of the directors' remuneration (excluding Directors' fee), the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved in these meetings. Payment of Directors' remuneration (excluding Directors' fee) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Ordinary Resolution 4 has been passed at the 25th Annual General Meeting. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' remuneration (excluding Directors' fee) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

- Ordinary Resolution 6 - Authority to Issue and Allot Shares**
The proposed Ordinary Resolution 6, if passed, will give flexibility to the Directors to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of next Annual General Meeting of the Company. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions. This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.
- Ordinary Resolution 7 - Continuing in Office as Independent Non-Executive Director**
The Nomination Committee and the Board had assessed the independence of Mr. Kok Wee Wah, who had served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and thus, the Board recommended him to continue in office as Independent Non-Executive Director of the Company based on the following justifications:-
 - he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), and thus, he would be able to provide check and balance and bring an element of objectivity to the Board;
 - he is familiar with the Company's business operations and is able to advise the Board diligently on business legacy matters before the change in controlling interest;
 - he was not appointed by the current controlling shareholder and hence the issue on special relationship with or loyalty to the controlling shareholder does not arise;
 - he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making by actively participated in board discussion and provided an independent voice to the Board; and
 - he has exercised his due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and the shareholders.
 Retention of an independent Director above 9 years will require shareholders' approval, whereas retention of an independent Director above 12 years will require shareholders' approval through the two-tier voting process:-
 Tier 1: Voting by large shareholder(s); and
 Tier 2: Voting by other shareholders.
 Thus, the shareholders' approval for the proposed Ordinary Resolution 7 will be sought on two-tier voting basis.
 The proposed Ordinary Resolution 7, if passed, will allow the Independent Director to be retained and continue acting as Independent Director to fulfil the requirements of Paragraph 3.04 of the Main Market Listing Requirements of Bursa Securities and in line with the practice 4.2 of the Malaysian Code on Corporate Governance 2017.