



KARYON INDUSTRIES BERHAD
 [Registration No. 200301010377 (612797-T)]
 (Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 17th Annual General Meeting ("AGM") of KARYON INDUSTRIES BERHAD ("the Company") will be held at Ponderosa Golf & Country Resort Berhad, Trading Post, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor, Malaysia on **Friday, 9 October 2020 at 2.00 p.m.** for the following purposes:

AGENDA

ORDINARY BUSINESS:

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 and the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Notes No. 1 |
| 2. To approve the payment of Directors' Fees amounting to RM568,000-00 for the financial year ended 31 March 2020. | Resolution 1 |
| 3. To approve the payment of Directors' benefits payable to the Directors of the Company up to RM80,000-00 from 10 October 2020 until the conclusion of the next AGM in 2021. | Resolution 2 |
| 4. To re-elect the following Directors who retire by rotation in accordance with Clause 76(3) of the Constitution of the Company: | |
| i. Dr Chua Kee Lam | Resolution 3 |
| ii. Mr Chua Ling Hong | Resolution 4 |
| iii. Mr Loh Fatt Chong | Resolution 5 |
| iv. Mr Phang Kok Kwen | Resolution 6 |
| 5. To re-appoint Messrs BDO PLT as Auditors of the Company for the financial year ending 31 March 2021 and to authorise the Board of Directors to fix their remuneration. | Resolution 7 |

SPECIAL BUSINESS:

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

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| 6. PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("PROPOSED AUTHORITY") | Resolution 8 |
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"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised to allot and issue shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be allotted during the preceding 12 months does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until conclusion of the next AGM of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by a resolution of the Company at a general meeting."

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| 7. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company. | |
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By Order Of The Board

KARYON INDUSTRIES BERHAD

YONG MAY LI (LS NO. 0000295)
 (SSM Practising Certificate No. 202008000285)
 Company Secretary

Johor Bahru
 28 August 2020

Notes:

1. IMPORTANT NOTICE

The Board of Directors is cognisant of the Covid-19 pandemic as declared by the World Health Organisation which to-date, is still subsisting. The health and safety of the Company's shareholders, Directors, staff and other stakeholders is of paramount concern for the Company. In view of the foregoing, the Company wishes to advise shareholders that necessary steps and measures will be undertaken in holding this AGM.

In view of the Covid-19 pandemic and further to the "Guidance and FAQs on the Conduct of General Meetings for Listed Issuers" issued by the Securities Commission Malaysia, members/proxies/corporate representatives who wish to attend this AGM in person **ARE REQUIRED TO PRE-REGISTER** with the Company's share registrar, Tricor Investor & Issuing House Services Sdn Bhd ("**Share Registrar**", "**Tricor**", or "**TIH**"), via the **TIH Online** website at <https://tiih.online> no later than **2.00 p.m., 7 October 2020 (Wednesday)**. Please follow the Pre-Register Procedures in the Administrative Details for this AGM.

- For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at **1 October 2020**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at an AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the AGM.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint not more than two (2) proxies in respect of each securities account it holds in 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- A member who has appointed a proxy or attorney or corporate representative to attend and vote at this AGM must request his/her proxy or attorney or corporate representative to **PRE-REGISTER** their attendance at **TIH Online** website at <https://tiih.online> no later than **2.00 p.m., 7 October 2020 (Wednesday)**. Please follow the Pre-Register Procedures in the Administrative Details for this AGM.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote:
 - In hard copy form
In the case of an appointment made in hard copy form, this Proxy Form must be deposited at the Registered Office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau 80300 Johor Bahru, Johor.
 - By electronic means via facsimile
In the case of an appointment made by facsimile transmission, this Proxy Form must be received via facsimile at 07-3328096.
 - By electronic means via email
In the case of an appointment made via email transmission, this Proxy Form must be received via email at is.enquiry@my.tricorglobal.com.

For options (ii) and (iii), the Company may request any member to deposit original executed Proxy Form to its registered office before or on the day of meeting for verification purpose.

iv) By electronic means via Tricor System, **TIH Online**
In the case of an appointment made via **TIH Online**, this Proxy Form must be deposited via **TIH Online** at <https://tiih.online> (applicable to individual member only). Kindly refer to the Administrative Details on the procedure for electronic lodgement of Proxy Form via **TIH Online**.

- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau 80300 Johor Bahru, Johor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in this Proxy Form are completed, signed and dated accordingly.
- Last date and time for lodging this Proxy Form is **2.00 p.m., 7 October 2020 (Wednesday)**.
- Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - Identity card (NRIC) (Malaysian), or
 - Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - Passport (Foreigner).
- For a corporate member who has appointed an authorised representative instead of a proxy to attend this meeting, please bring the Original/Duly Certified certificate of appointment executed in the manner as stated in this Proxy Form if this has not been lodged at the Company's registered office earlier. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the Constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

Explanatory Notes:

Ordinary Business:

1. Item 1 of the Agenda

To receive the Audited Financial Statement

The Audited Financial Statements under this Agenda is meant for discussion only as the provisions of Sections 248(2) and 340(1) of the Companies Act 2016 do not require a formal approval of the Shareholders. Hence, this Agenda item is not put forward for voting by shareholders of the Company.

2. Item 3 of the Agenda

Ordinary Resolution 2

Directors' Benefits from 10 October 2020 until the conclusion of the next AGM in 2021

The total estimated benefits payable comprised of meeting fees and Directors' liability insurance for the Directors of the Company from 10 October 2020 until the conclusion of the next AGM in 2021.

Special Business:

3. Item 6 of the Agenda

Ordinary Resolution 8

Proposed Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

This proposed Resolution 8 under Agenda 6, if passed will give powers to the Directors to allot and issue up to a maximum ten percent (10%) of the issued share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority will commence from the date of this AGM and unless earlier revoked and varied by the shareholders of the Company at a subsequent general meeting, expire at the next AGM of the Company.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 6 September 2019. The Company did not utilise the mandate that was approved last year. The purpose of this renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercise, including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration.