



CLOUDARON GROUP BERHAD

[Registration No. 201701016516 (1230681-M)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of **CLOUDARON GROUP BERHAD** will be held at Castell Gastrobar, 19, Lorong Universiti C, Seksyen 16, 46350 Petaling Jaya, Selangor Darul Ehsan on **Tuesday, 29 September 2020 at 11.30 a.m.** or at any adjournment thereof, for the following purpose:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 8)**
- To re-elect Mr Lum Piew who are retiring pursuant to Clause 108 of the Company's Constitution. **(Ordinary Resolution 1)**
- To re-appoint Messrs UHY as Auditors of the Company for the financial year ending 31 March 2021 and to authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution 2)**

AS SPECIAL BUSINESS

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

- Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental - and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being **AND THAT** the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities; **AND THAT** such authority shall continue in force until the conclusion of the next AGM of the Company."
(Ordinary Resolution 3)
(Please refer to Explanatory Note 9)
- To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act 2016.

BY ORDER OF THE BOARD

LEE WEE HEE (MAICSA 0773340)

(SSM PC 201908004010)

WONG YUET CHYN (MAICSA 7047163)

(SSM PC 202008002451)

Company Secretaries

Kuala Lumpur
28 August 2020

Notes:

- A member of the Company entitled to attend and vote at this meeting may appoint one or more proxy to attend and vote in his stead. A proxy may but 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 a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the 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 is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 the common seal or under the hand of an officer or attorney duly authorised.
- To be valid the proxy form duly completed must be deposited at the registered office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 September 2020 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the annual general meeting.

Explanatory Notes:

- Item 1 of the Agenda – Audited Financial Statements for financial year ended 31 March 2020**
The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- Item 4 of the Agenda – Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
The Ordinary Resolution 3 proposed for the purpose of granting a new general mandate ("General Mandate"), which if passed, Company under to Sections 75 and 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities.
The Ordinary Resolution 3, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company, or during the expiration of period within which the next AGM is required by law to be held, whichever is earlier.
The General Mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding investment project(s), working capital and/or acquisitions.