



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirty-First (31st) Annual General Meeting ("AGM") of Pintaras Jaya Berhad ("Company") will be held at OWG, Inspire Ballroom, No. 10, Jalan Pelukis U1/46, Section U1, Temasya Industrial Park, Glenmarie, 40150 Shah Alam, Selangor Darul Ehsan on Friday, 23rd October 2020 at 10.00 a.m. for the following purposes:-

### AGENDA

- Ordinary Business:**
- To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon. (Please refer to Note A)
  - To approve the payment of a final single-tier dividend of 6 sen per ordinary share for the financial year ended 30 June 2020. (Ordinary Resolution 1)
  - To approve the payment of Directors' Fees of RM90,000 for the financial year ending 30 June 2021. (Ordinary Resolution 2)
  - To re-elect the following Directors who are retiring in accordance with Clause 77 of the Company's Constitution, and being eligible, have offered themselves for re-election:-
    - Madam Khoo Yok Kee; and (Ordinary Resolution 3)
    - Mr. Chiu Wei Wen. (Ordinary Resolution 4)
  - To re-elect Mr. Lim Chee Eng who is retiring in accordance with Clause 82 of the Company's Constitution, and being eligible, has offered himself for re-election. (Ordinary Resolution 5)
  - To re-appoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)
- Special Business:**  
To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-
- As Ordinary Resolution**
- Proposed Retention of Independent Directors** (Ordinary Resolution 7)
 

"THAT approval be and is hereby given to Mr. Arnold Kwan Poon Keong, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance 2017."
  - "THAT approval be and is hereby given to Mr. Chang Cheng Wah who has served as an Independent Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as Independent Director of the Company in accordance with the Malaysian Code on Corporate Governance 2017." (Ordinary Resolution 8)
  - Authority to Issue Shares** (Ordinary Resolution 9)
 

"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Sections 75 and 76 of the Act to issue and allot not more than ten percent (10%) of the total number of issued 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 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."
  - Proposed Renewal of Authority for the Company to Purchase its Own Shares ("Proposed Renewal of Share Buy-Back Authority")** (Ordinary Resolution 10)
 

"THAT subject to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-

    - the aggregate number of shares purchased or held as treasury shares does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
    - the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits; and
    - the Directors of the Company may decide either to retain the shares purchased as treasury shares, or cancel the shares, or retain part of the shares so purchased as treasury shares and cancel the remainder, or to resell the shares, or distribute the shares as dividends or transfer the shares under an employee share scheme or as purchase consideration.

**AND THAT** the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-

    - the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
    - the expiration of the period within which the next AGM of the Company is required by law to be held; or
    - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

**AND THAT** the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS HEREBY GIVEN** that subject to the approval of the shareholders at the Thirty-First (31st) Annual General Meeting, a final single-tier dividend of 6 sen per ordinary share for the financial year ended 30 June 2020 will be paid on 7 January 2021 to the shareholders whose names appear on the Record of Depositors at the close of business on 24 December 2020.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 24 December 2020 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board

**NG SALLY (MAICSA 7060343)**

[SSM Practising Certificate No. 202008002702]

**HUNG WEN RONG (MAICSA 7072291)**

[SSM Practising Certificate No. 202008001225]

Company Secretaries

Shah Alam

24 September 2020

### Notes:-

- This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. 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.
- To be valid, the instrument appointing a proxy duly completed must be deposited at the Registered Office at No. 8, Jalan Majistret U1/26, HICOM-Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting.
- A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least one (1) proxy but not more than two (2) proxies 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 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.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- A depositor shall not be regarded as a member entitled to attend this general meeting and to speak and vote thereat unless his/her name appears in the Register of Members and/or Record of Depositors as at 16 October 2020 issued by Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository") upon request by the Company in accordance with the rules of the Bursa Depository.

### Explanatory Notes on Special Business

- Proposed retention of Independent Directors (Ordinary Resolutions 7 and 8)

The Board and the Nomination Committee have assessed the independence of Mr. Arnold Kwan Poon Keong who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years whereas Mr. Chang Cheng Wah, who has served as an Independent Director of the Company for a cumulative term of more than twelve (12) years, and recommended them to continue to act as Independent Directors of the Company based on the following justifications:-

- They have fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus, are able to provide a check and balance by bringing an element of objectivity and independent judgement to the Board's deliberation. Further, they have exercised due care and diligence during their tenure as Independent Directors of the Company and have carried out their duties professionally and objectively in the best interest of the Company and shareholders;
- They bring with them vast experience and expertise to complement the competencies of the other Directors to enhance boardroom discussion and decision;
- They have been with the Company for more than nine (9) and twelve (12) years respectively, are familiar with the nuances and understand the Group's business operations; and
- The Company does not wish to carry out the two-tier voting and the reasons for this departure can be found under Practice 4.2 of the Corporate Governance Report.

- Authority to Issue Shares (Ordinary Resolution 9)

The proposed Ordinary Resolution 9 will give power to the Directors of the Company to issue ordinary shares in the capital of the Company up to an aggregate amount of not exceeding 10% of the total number of issued shares of the Company for the time being for the purpose of increasing the capacity of current business operations for long term growth and to cater for additional working capital requirements in line with the Company's expansion and diversification plans. This is a renewal of a general mandate. The Company did not utilise the mandate granted in the preceding year's Annual General Meeting ("AGM") and accordingly no proceeds were raised.

This authority, unless revoked or varied at a General Meeting, will expire at the next AGM of the Company.

- Proposed Renewal of Share Buy-Back Authority (Ordinary Resolution 10)

The details of the Proposed Renewal of the Share Buy-Back Authority are as set out in the Statement to Shareholders dated 24 September 2020.

### SAFETY MEASURES IN LIGHT OF CONONAVIRUS DISEASE 2019 (COVID-19) OUTBREAK

- In view of the outbreak of Covid-19, members are required to read and adhere to the Administrative Guide issued and published on the Company's website at <https://www.pintaras.com.my>.
- Members, their appointed proxies or representatives who wish to attend the meeting in person are required to pre-register their attendance via the online registration portal by 10.00 a.m. on Wednesday, 21 October 2020. Any attendees at the meeting without pre-registration will be turned away for their own safety and the safety of other attendees. The registration portal is at <https://boardroomlimited.my>.
- Members, their appointed proxies or representatives and other persons ("Attendees") attending the meeting are required to undergo a temperature screening. The Company requires all Attendees to sanitise their hands before entering the meeting venue and adhere to social distancing rules of at least one (1) meter between each attendee throughout the 31st AGM. Upon entry to the meeting venue, a face mask must be worn at all times. Attendees are advised to arrive at the meeting venue early given that the above measures may cause a delay in the registration process.
- As a precautionary measure, Attendees are NOT ALLOWED to attend the meeting if:-
  - they are unwell with sore throat, flu, cough, fever, diarrhea and/or shortness of breath; or
  - they have travel history to high-risk countries affected by Covid-19 in the past 14 days; or
  - they have been in contact with a person who is confirmed with Covid-19 infection in the past 14 days.

The Company may at its discretion deny entry to any of the above-mentioned persons. It seeks the understanding and cooperation of all Attendees with the precautionary measures put in place.

As the Covid-19 situation continues to evolve, the Company will closely monitor the situation and reserve the right to take any precautionary measures as may be required or recommended by relevant authorities from time to time. The Company may be required to change its Annual General Meeting arrangements at a short notice. Members are advised to regularly check the Company's website for any updates.