



## MATANG BERHAD

Registration No. 201501017043 (1142377-X)  
(Incorporated in Malaysia)

### NOTICE OF 6<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixth Annual General Meeting ("AGM") of the Company will be conducted virtually through live streaming from the broadcast venue at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia ("Broadcast Venue") using the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor" or "TIH") via TIH Online website at <https://tih.online> on Wednesday, 25 November 2020 at 10.00 a.m. for the following purposes:

#### AGENDA

##### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 June 2020 and the Reports of the Directors and the Auditors thereon.  
(Please refer to Note No. 3)
- To approve the payment of Directors' Fees of RM92,808 in respect of the financial year ended 30 June 2020. **Resolution 1**
- To approve the payment of Directors' benefits (excluding Directors' fees) of up to RM56,000 for the financial period from 1 January 2021 to 31 December 2021.  
(Please refer to Note No. 4) **Resolution 2**
- To re-elect the following Directors retiring in accordance with Clause 125 of the Constitution of the Company:-
  - Mr Lau Liang Fook **Resolution 3**
  - Dato' Foong Chee Meng **Resolution 4**(Please refer to Note No. 5)

- To re-appoint BDO PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

##### As Special Business

- To approve the payment of the first and final single-tier dividend of 0.15 sen per ordinary share for the financial year ended 30 June 2020. **Resolution 6**  
(Please refer to Note No. 6(i))
- To consider and if thought fit, to pass the following as Ordinary Resolution:  
**Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016**  
"THAT pursuant to Section 75 and 76 of the Companies Act 2016 and subject to approvals from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and other relevant authorities, where approval is necessary, authority be and is hereby given to the Directors to allot and issue shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued shall not exceed 20% of the total number of issued shares of the Company for the time being **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."  
(Please refer to Note No. 6(ii)) **Resolution 7**

- To transact any other business of the Company of which due notice shall have been given.

#### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS HEREBY GIVEN THAT** subject to the approval of shareholders at the Sixth Annual General Meeting of the Company, the first and final single-tier dividend of 0.15 sen per ordinary share in respect of the financial year ended 30 June 2020 will be paid to shareholders on 8 January 2021. The entitlement date for the said dividend shall be on 18 December 2020.

- Shares transferred to the depositor's securities account before 4.30 p.m. on 18 December 2020 in respect of transfers.
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

**LIM HOOI MOOI** (SSM PC No. 201908000134) (MAICSA 0799764)  
**LAU YEN HOON** (SSM PC No. 202008002143) (MAICSA 7061368)  
Joint Company Secretaries

Kuala Lumpur  
Dated: 27 October 2020

#### NOTES:

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Member(s), proxy(ies), attorney(s) or authorised representative(s) **WILL NOT BE ALLOWED** to attend the Sixth AGM in person at the Broadcast Venue on the day of the AGM. Members are to attend, participate (including posing questions via real time submission of typed texts) and vote remotely at the AGM via the RPV provided by Tricor. A member who has appointed a proxy or attorney or authorised representative to participate in this AGM via the RPV must request his/ her proxy or attorney or authorised representative to register himself/herself for RPV via Tricor's **TIH Online** website at <https://tih.online>. Please refer to the procedures set out in the Administrative Guide for the AGM to register, participate and vote remotely via the RPV.

#### 2. Appointment of Proxy

- For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at **18 November 2020** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxy(ies) to attend and vote on his/her behalf.
- A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint 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 (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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where a member, an authorised nominee or an exempt authorised nominee 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, otherwise the appointment shall not be valid.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote shall have the same rights as the member to move any resolution or amendment thereto and to speak at the meeting.
- 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 at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:

#### In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar's office at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

#### By electronic means

The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tih.online>. Please refer to the Administrative Guide for the AGM on the procedures 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 Company's Share Registrar's office at the above address not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the persons 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.
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL/DULY CERTIFIED certificate of appointment of authorised representative with the Share Registrar of the Company at the above address. The certificate of appointment of authorised representative 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 of authorised representative 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.

#### 3. Agenda Item No. 1

This item of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act 2016 require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

#### 4. Agenda Item No. 3

The approval for the proposed Resolution No. 2 in relation to the payment of Directors' benefits is sought pursuant to Section 230(1) of the Companies Act 2016. The proposed Resolution is to facilitate payment of Directors' benefits on current financial year basis until the conclusion of the Company's next Annual General Meeting in 2021. In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size etc.), approval will be sought at the next Annual General Meeting for the additional amount to meet the shortfall.

Directors' benefits include allowances and other emoluments payable to Directors and in determining the estimated total, the Board had considered various factors including the number of scheduled meetings for the Board, Board Committees, Board meetings of subsidiaries and covers the period from 1 January 2021 to 31 December 2021 (the due date for which the next Annual General Meeting should be held).

#### 5. Retirement of Director

Datuk Kiat Swee Sung, a Non-Independent Non-Executive Director who is retiring by rotation in accordance with Clause 125 of the Constitution of the Company, has expressed his intention not to seek re-election as a Director of the Company. Hence, he shall hold office until the conclusion of this AGM.

#### 6. Explanatory Notes on Special Businesses

##### (i) Resolution No. 6 - First and Final Single-Tier Dividend in respect of the Financial Year Ended 30 June 2020

The Board of Directors, having satisfied that the distribution of first and final single-tier dividend is made out of profits of the Company and that the Company will be solvent and will be able to pay its debts as and when the debts become due within 12 months immediately after the distribution is made in accordance with the requirements under the Companies Act 2016, is recommending the first and final single-tier dividend of 0.15 sen per ordinary share for the financial year ended 30 June 2020 for shareholders' approval.

##### (ii) Resolution No. 7 - Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution is to seek a general mandate to provide flexibility to the Company to issue new securities up to a maximum of 20% of the total number of issued shares of the Company for the time being as allowed by Bursa Malaysia Securities Berhad via its letter dated 16 April 2020. The Board of Directors is of the view that the proposed Resolution No. 7 is in the best interest of the Company and the shareholders as the general mandate will provide the flexibility to raise funds expeditiously and efficiently 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 placement of shares for the purposes of funding current and/or future investment projects, working capital, repayment of bank borrowings if any, acquisitions and/or for issuance of shares as settlement of purchase consideration. Should the mandate be exercised, the Directors will utilize the proceeds raised for the aforesaid applications as they may in their absolute discretion deem fit.

As at the date of this Notice, the Company has not issued any new shares under the general mandate granted at the previous Annual General Meeting of the Company.