



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Permaju Industries Berhad (“**Permaju**” or the “**Company**”) will be held on a fully virtual basis and entirely via remote participation and voting from the Broadcast Venue at Lot 18.2, 18<sup>th</sup> Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Monday, 30 November 2020 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

### **ORDINARY RESOLUTION**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTIONS SCHEME (“ESOS” OR “SCHEME”) INVOLVING UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES (“GROUP”) (“PROPOSED ESOS”)**

**“THAT** subject to the approvals of all relevant authorities and parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the new ordinary shares in the Company (“**Shares**”) to be issued pursuant to the exercise of the ESOS options granted under the Scheme having been obtained, approval be and is hereby given for the Company to establish the Scheme involving up to 15% of the total number of issued Shares of the Company from time to time (excluding treasury shares, if any) for the benefit of eligible directors and eligible employees of the Group, excluding the subsidiaries which are dormant, and the Board of Directors of the Company (“**Board**”) be and is hereby authorised to:-

- (i) implement and administer the Scheme in accordance with the by-laws governing the Scheme (“**By-laws**”), a draft of which is set out in Appendix II of the circular to shareholders dated 30 October 2020 (“**Circular**”), and to give full effect to the Scheme with full powers to assent to any conditions, variations, modifications and/or amendments as may be deemed fit or expedient and/or imposed or required by the relevant authorities or as may be deemed fit or necessary by the Board at its discretion;
- (ii) make the necessary applications to Bursa Securities and do all the things necessary at the appropriate time or times for the listing and quotation of the new Shares which may from time to time be allotted and issued pursuant to the exercise of the ESOS options granted under the Scheme;
- (iii) allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the ESOS options granted under the Scheme provided that the aggregate number of new Shares to be allotted and issued under the Scheme shall not exceed in aggregate of 15% of the total number of issued Shares of the Company (excluding treasury shares, if any) at any time during the existence of the Scheme. The new Shares to be issued pursuant to the exercise of the ESOS options granted under the Scheme shall, upon allotment, issuance and full payment of the exercise price of the ESOS options, rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares and will be subject to all the provisions of the Constitution of the Company relating to the transfer, transmission and otherwise of the Shares;
- (iv) modify and/or amend the By-laws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of the By-laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
- (v) extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Securities or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting; and
- (vi) do all such acts and things, to execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws;

**THAT** the By-laws of the Scheme, a draft of which is set out in Appendix II of the Circular, be and is hereby approved and adopted;

**AND THAT** the Board be and is hereby authorised to give effect to the Scheme with full powers to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion.”

By Order of the Board  
**PERMAJU INDUSTRIES BERHAD**

**TAN TONG LANG (MAICSA 7045482 / SSM PC No. 201908002253)**  
**THIEN LEE MEE (LS0009760 / SSM PC No. 201908002254)**  
Company Secretaries

Kuala Lumpur  
30 October 2020

### Notes:-

- (1) Please refer the Administrative Guide for the procedures to register and participate in the virtual meeting. Shareholders / proxies will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the meeting.
- (2) A member entitled to attend and vote at the EGM shall be entitled to appoint not more than 2 proxies to attend, participate, speak and vote in his/her stead at the same meeting. A proxy need not be a member of the Company and if not a member he/she need not be a qualified legal practitioner, an approved company auditor or a person approved by the Registrar.
- (3) Where a member appoints 2 proxies, the proxies shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy. Where a member of the Company 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.
- (4) The form of proxy or power of attorney if executed by a corporation must be executed under Common Seal.
- (5) The instrument appointing a proxy or a power of attorney must be deposited at the office of the Share Registrar of the Company at No.2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than 48 hours before the time set for the meeting or any adjournment thereof.
- (6) If the space provided in the proxy form is not sufficient, an appendix attached to the proxy form duly signed by the appointer is acceptable.
- (7) Only members registered in the Record of Depositors as 23 November 2020 shall be eligible to attend the meeting or appoint proxies and vote on their behalf.



## PERMAJU INDUSTRIES BERHAD

Registration No.: 199601006711 (379057-V)  
(Incorporated in Malaysia)

### EXTRAORDINARY GENERAL MEETING

#### ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>
30 November 2020	11.00 a.m.	Lot 18.2, 18 <sup>th</sup> Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan

#### MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the EGM will be conducted entirely through live streaming from the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and revised on 14 May 2020, 9 June 2020 and 13 October 2020 respectively..

The Broadcast Venue is in line with Section 327 (2) of the Companies Act, 2016 and Clause 66 of the Company's constitution which stipulates that the Chairman shall be at the main venue of EGM.

All shareholders of the Company ("**Shareholder**"), whether individual Shareholders, corporate Shareholders, proxy holders, authorised nominees or exempt authorised nominees who wish to attend the EGM will have to register to attend remotely by using the Remote Participation and Voting ("**RPV**") Platform, the details of which is set out below. Hence, **NO SHAREHOLDERS / PROXIES** will be allowed to be physically present at the Broadcast Venue on the day of the EGM.

#### RPV

1. The EGM will be conducted entirely through live streaming and online remote voting. Should you wish to attend the EGM, you will be required to do so by registering yourself using the RPV Platform in accordance with the instructions set out below.

With the RPV Platform, you may exercise your rights as a Shareholder to participate (including to pose questions to the Board of Directors ("**Board**") and vote at the EGM.

2. If a Shareholder is unable to attend the EGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
3. For proxies or corporate representatives / authorised nominees / exempt authorised nominees who wishes to use the RPV Platform at the EGM, please ensure the duly executed proxy forms or the original certificate of appointment of its corporate representative is submitted to ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, not later than 28 November 2020 at 11.00 a.m.

4. The procedures for the RPV in respect of the live streaming and remote voting at the EGM is as follows:

Procedures	Action
<b>Before EGM</b>	
1. Register as participant in Virtual EGM	<ul style="list-style-type: none"> <li>Using your computer, access the registration website at <a href="https://rebrand.ly/PermajuEGM">https://rebrand.ly/PermajuEGM</a></li> <li>Click on the <b>Register</b> link to register for the EGM session.</li> <li>Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.</li> <li>The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.</li> </ul>
2. Submit your online registration	<ul style="list-style-type: none"> <li>Shareholders who wish to participate and vote remotely at the EGM via RPV Platform are required to register prior to the meeting. The registration will be open from 5.00 p.m. on 30 October 2020 and the registration will close at 11.00 a.m. on 28 November 2020.</li> <li>Clicking on the link mentioned in item 1 will redirect you to the EGM event page. Click on the <b>Register</b> link for the online registration form.</li> <li>Complete your particulars in the registration page. Your name <b>MUST</b> match your CDS account name (not applicable for proxy).</li> <li>Insert your CDS account number(s) and indicate the number of shares you hold.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declarations.</li> <li>Please ensure all information given is accurate before you click <b>Submit</b> to register your remote participation. Failure to do so will result in your registration being rejected.</li> <li>System will send an email to notify that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors of the Company as at <b>23 November 2020</b>, the system will send you an email to notify you if your registration is approved or rejected after 24 November 2020.</li> <li>If your registration is rejected, you can contact the Company's Poll Administrator or the Company for clarifications or to appeal.</li> </ul>
<b>On the day of EGM</b>	
3. Attending Virtual EGM	<ul style="list-style-type: none"> <li>Two reminder emails will be sent to your inbox. First is one day before the EGM day, while the 2<sup>nd</sup> will be sent 1 hour before the EGM session.</li> <li>Click <b>Join Event</b> in the reminder email to participate the RPV.</li> </ul>
4. Participate with live video	<ul style="list-style-type: none"> <li>You will be given a short brief about the system.</li> <li>Your microphone is muted throughout the whole session.</li> <li>If you have any questions for the Chairman/Board, you may use the <b>Q&amp;A panel</b> to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email.</li> <li>The session will be recorded.</li> <li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li> </ul>

5.	Online Remote Voting	<ul style="list-style-type: none"> <li>• The Chairman will announce the commencement of the Voting session and the duration allowed at the respective EGM.</li> <li>• The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame.</li> <li>• Click on the <b>Submit</b> button when you have completed.</li> <li>• Votes cannot be changed once it is submitted.</li> </ul>
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the EGM, the live session will end.

### **PROXY**

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the EGM and subsequently decides to personally attend and participate in the EGM via RPV Platform, the Shareholder must contact ShareWorks Sdn. Bhd. to revoke the appointment of his/her proxy no later than 11.00 a.m. on 28 November 2020.

### **POLL VOTING**

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Malaysia**"). The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the EGM and on Bursa Malaysia website at [www.bursamalaysia.com](http://www.bursamalaysia.com)

### **NO RECORDING OR PHOTOGRAPHY**

Strictly NO recording or photography of the proceedings of the EGM is allowed.

### **NO BREAKFAST/LUNCH PACKS, DOOR GIFTS OR FOOD VOUCHERS**

There will be no distribution of breakfast / lunch packs, door gifts or food vouchers,

### **ENQUIRY**

If you have any enquiry prior to the meeting, please contact the following officers during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

#### **For Registration, logging in and system related:**

##### **Permaju Industries Berhad**

Name: Alvin Ng  
Telephone No: 011-1303 3355  
Email: enquiry@mlabs.com

#### **For Proxy and other matters:**

##### **ShareWorks Sdn. Bhd.**

Name: Mr Fong Wee Liam / Mr Vemalan a/l Naraynan  
Telephone No: 03 6201 1120  
Email: enquiry@shareworks.com.my