



GREATECH TECHNOLOGY BERHAD
(Registration No.: 201801008633 (1270647-H))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Greatech Technology Berhad (“**Greatech Technology**” or “**Company**”) will be held at the broadcast venue at The Auditorium, Plot 287A, Lengkok Kampung Jawa Satu, Bayan Lepas Free Industrial Zone Phase 3, 11900 Bayan Lepas, Pulau Pinang, Malaysia on Friday, 27 November 2020 at 9.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, to pass the following resolutions, with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 626,000,000 NEW ORDINARY SHARES IN GREATECH TECHNOLOGY (“GREATECH TECHNOLOGY SHARE(S)” OR “SHARE(S)”) (“BONUS SHARE(S)”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING GREATECH TECHNOLOGY SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE”)

“**THAT** subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained, and to the extent permitted by law and the constitution of the Company (“**Constitution**”), authority be and is hereby given to the board of directors of the Company (“**Board**”) to allot and issue 626,000,000 Bonus Shares on the basis of one (1) Bonus Share for every one (1) existing Greatech Technology Share held by the entitled shareholders whose names appear in the record of depositors of the Company as at the close of business at 5.00 p.m. on the Entitlement Date;

THAT the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing Greatech Technology Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT OF TIME DURING THE DURATION OF THE SCHEME FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF GREATECH TECHNOLOGY AND ITS SUBSIDIARY COMPANIES (“GREATECH TECHNOLOGY GROUP” OR “GROUP”) (EXCLUDING SUBSIDIARY COMPANIES WHICH ARE DORMANT) (“PROPOSED LTIP” OR “SCHEME”)

“**THAT** subject to the approvals of all relevant authorities (where required) being obtained, and to the extent permitted by law and the Constitution, the Board be and is hereby authorised to:

- (i) establish, implement and administer the Proposed LTIP of up to ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the Scheme for the eligible executive directors and employees of Greatech Technology Group (excluding subsidiary companies which are dormant) (“**Eligible Persons**”) in accordance with the provisions of the by-laws governing the Proposed LTIP (“**By-Laws**”), a draft of which is set out in Appendix I of the circular to shareholders of the Company dated 5 November 2020 (“**Circular**”), and to give full effect to the Proposed LTIP with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities. The Proposed LTIP comprises the proposed establishment of an employees’ share grant plan (“**Proposed SGP**”) and proposed establishment of an employees’ share option plan (“**Proposed SOP**”);
- (ii) issue and/or transfer from time to time such number of Greatech Technology Shares to the Eligible Persons upon vesting of the share grant awards pursuant to the Proposed SGP (“**SGP Awards**”) and/or exercise of the share options (“**SOP Options**”) pursuant to the Proposed SOP (“**SOP Awards**”) under the Proposed LTIP, provided that the maximum number of Greatech Technology Shares which may be made available under the Proposed LTIP shall not in aggregate exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed LTIP;

- (iii) the Greatech Technology Shares arising upon vesting of the SGP Awards and/or exercising of the SOP Options shall, upon allotment and issuance, rank equally in all respects with the existing Greatech Technology Shares and together with the Greatech Technology Shares procured by the Company, via the Trustee, for transfer, shall:
 - (a) be subject to the provisions of the Constitution; and
 - (b) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Greatech Technology Shares, the record date for which is on or after the date on which the Greatech Technology Shares are credited into the central depository system accounts of the Eligible Persons and shall in all other respects rank equally with other existing Greatech Technology Shares then in issue;
- (iv) establish a trust to be administered by a trustee(s) to be appointed by the Company (“**Trustee**”) (“**Trust**”) in accordance with the trust deed to be entered into between the Company and the Trustee (“**Trust Deed**”), and to authorise the Trustee to accommodate any transfer of Shares to the central depository system accounts of the Eligible Persons at a time when the Company shall direct, subscribe for and/or acquire the necessary number of existing Greatech Technology Shares from the open market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company and/or any company within Greatech Technology Group;
- (v) add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Scheme from time to time provided that such additions, amendments, modifications and/or deletions are effected in accordance with the provisions of the By-Laws, 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 Proposed LTIP; and
- (vi) do all things necessary and make the necessary applications to Bursa Securities for the listing of and quotation for the new Shares that may, hereafter from time to time, be issued pursuant to the Proposed LTIP;

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed LTIP.

AND THAT the draft By-Laws, as set out in Appendix I of the Circular and which is in compliance with the Main or ACE Market Listing Requirements of Bursa Securities (“**Listing Requirements**”) (as the case may be), be and is hereby approved and adopted."

ORDINARY RESOLUTION 3

PROPOSED AWARDING OF SGP AWARDS AND/OR SOP AWARDS (COLLECTIVELY, “LTIP AWARDS”) TO TAN ENG KEE

“THAT subject to the passing of Ordinary Resolution 2 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of LTIP Awards to Tan Eng Kee, the Chief Executive Officer/Executive Director of Greatech Technology, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP; and
- (ii) not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue and/or transfer such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

ORDINARY RESOLUTION 4

PROPOSED AWARDING OF LTIP AWARDS TO KHOR LEAN HENG

“**THAT** subject to the passing of Ordinary Resolution 2 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of LTIP Awards to Khor Lean Heng, the Chief Operating Officer/Executive Director of Greattech Technology, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP; and
- (ii) not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue and/or transfer such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

ORDINARY RESOLUTION 5

PROPOSED AWARDING OF LTIP AWARDS TO WILSON TAN CHEE YUAN

“**THAT** subject to the passing of Ordinary Resolution 2 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of LTIP Awards to Wilson Tan Chee Yuan, the son of Tan Eng Kee, the Chief Executive Officer/Executive Director of the Company, who is also an employee of Greattech Technology, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP; and
- (ii) not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of the Company made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT the Board be further authorised to issue and/or transfer such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET TO THE MAIN MARKET OF BURSA SECURITIES (“PROPOSED TRANSFER”) (“PROPOSED AMENDMENTS”)

“THAT approval be and is hereby given to alter and amend the existing Clauses of the Constitution and in place thereof, the Proposed Amendments as set out in Section 2, Part B of the Circular be and is hereby adopted with immediate effect to facilitate the implementation of the Proposed Transfer.

AND THAT the Board be and is hereby authorised to assent to any conditions, modifications, variations, and/or amendments as may be required by the relevant authorities and to do all such acts and things and to take all steps as are necessary to give full effect to the Proposed Amendments.”

By Order of the Board

Thum Sook Fun, SSM PC No. 201908000139 (MIA 24701)
Low Seow Wei, SSM PC No. 202008000437 (MAICSA 7053500)
Company Secretaries

Penang
5 November 2020

Notes:

1. As part of the initiatives and the safety measures to curb the spread of Coronavirus Disease 2019 (“COVID-19”), and having regard to the well-being and the safety of our shareholders, the EGM will be conducted on a **fully virtual basis through live streaming and online remote voting** via Remote Participation and Voting facilities (“RPV”) which are available on Securities Services e-Portal’s platform (“SSeP”) at <https://www.sshsb.net.my/>.
2. The broadcast venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which stipulates that the chairman of the meeting shall be present at the main venue of the EGM and in accordance with Clause 96 of the Constitution which allows a meeting of members to be held at more than one venue, using any technology or method that enables the members of the Company to participate and to exercise the members’ right to participate and vote at the general meeting.
3. As the EGM will be conducted via a fully virtual meeting, a member entitled to attend and vote at the meeting may appoint up to two (2) proxies or the chairman of the meeting as his/her proxy(ies), by indicating the voting instruction in the Proxy Form. Where a member appoints two (2) proxies to vote at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
4. Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depository) Act, 1991 (“SICDA”), he/she may appoint the chairman of the meeting in respect of each Securities Account he/she holds with ordinary shares of the Company standing to the credit of the said Securities Account to attend and vote at a meeting of the Company instead of him/her.
5. Where a member of the Company is an Exempt Authorised Nominee (“EAN”) as defined under SICDA 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 EAN may appoint in respect of each Omnibus Account it holds PROVIDED THAT each beneficial owner of ordinary shares, or where the ordinary shares are held on behalf of joint beneficial owners, such joint beneficial owners, shall be entitled to instruct the EAN to appoint the chairman of the meeting to attend and vote at a general meeting of the Company instead of the beneficial owner or joint beneficial owners.
6. The instrument appointing a proxy shall be in writing signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its corporation’s common seal or under the hand of an officer or of its attorney duly authorised.
7. The appointment of proxy(ies) may be made in hardcopy form or by electronic means as follows:
 - a) In Hardcopy Form
The Proxy Form and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s Registered Office at **Suite 18.05, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 George Town, Pulau Pinang, Malaysia.**
 - b) By SSeP
The Proxy Form can be electronically submitted via SSeP at <https://www.sshsb.net.my/> in either case at least forty-eight (48) hours before the time set for holding this EGM or any adjournments thereof.
8. For the purpose of determining who shall be entitled to attend the meeting, only members whose names appeared on the Record of Depositors on 20 November 2020 (“General Meeting Record of Depositors”) made available to the Company pursuant to Clause 134 of the Constitution shall be eligible to participate and vote at the meeting or appoint proxy(ies) to participate and vote on his/her behalf.

Personal data privacy:

By submitting the duly executed proxy form, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the EGM of the Company and any adjournment thereof.

CDS Account No.	
No. of shares held	

Proxy Form

*I/We _____ (Tel: _____) *NRIC/Registration No. _____
(Full Name in Capital Letters)

(Full address in Capital Letters)

being a member of Greatech Technology Berhad ("**Company**") hereby appoint the following person(s):

First Proxy		
Name	NRIC/Passport No.	No. of shares to be presented
Second Proxy		
Name	NRIC/Passport No.	No. of shares to be presented

or failing him/her, the chairman of the meeting, as *my/our proxy/proxies to attend and to vote for *me/us on *my/our behalf at the extraordinary general meeting ("**EGM**") of the Company to be held at the broadcast venue at The Auditorium, Plot 287A, Lengkok Kampung Jawa Satu, Bayan Lepas Free Industrial Zone Phase 3, 11900 Bayan Lepas, Pulau Pinang, Malaysia on Friday, 27 November 2020 at 9.00 a.m. and at any adjournment thereof.

*My/Our Proxy is to vote as indicated below:

No.	Resolutions	First Proxy		Second Proxy	
		For	Against	For	Against
1	Ordinary Resolution 1 - Proposed Bonus Issue				
2	Ordinary Resolution 2 - Proposed LTIP				
3	Ordinary Resolution 3 - Proposed awarding of LTIP Awards to Tan Eng Kee				
4	Ordinary Resolution 4 - Proposed awarding of LTIP Awards to Khor Lean Heng				
5	Ordinary Resolution 5 - Proposed awarding of LTIP Awards to Wilson Tan Chee Yuan				
6	Special Resolution - Proposed Amendments				

* delete whichever not applicable

(Please indicate with an 'X' in the space provided against each resolution of how you wish your vote to be cast. In the absence of specific directions, your proxy(ies) or chairman of the meeting will vote or abstain as he /she thinks fit)

Signed this _____ day of _____, 2020

Signature of Shareholder/Common Seal

Notes:

- As part of the initiatives and the safety measures to curb the spread of Coronavirus Disease 2019 ("**COVID-19**"), and having regard to the well-being and the safety of our shareholders, the EGM will be conducted on a **fully virtual basis through live streaming and online remote voting** via Remote Participation and Voting facilities ("**RPV**") which are available on Securities Services e-Portal's platform ("**SSeP**") at <https://www.sshsb.net.my/>.
- The broadcast venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which stipulates that the chairman of the meeting shall be present at the main venue of the EGM and in accordance with Clause 96 of the Company's Constitution ("**Constitution**") which allows a meeting of members to be held at more than one venue, using any technology or method that enables the members of the Company to participate and to exercise the members' right to participate and vote at the general meeting.
- As the EGM will be conducted via a fully virtual meeting, a member entitled to attend and vote at the meeting may appoint up to two (2) proxies or the chairman of the meeting as his/her proxy(ies), by indicating the voting instruction in the Proxy Form. Where a member appoints two (2) proxies to vote at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("**SICDA**"), he/she may appoint the chairman of the meeting in respect of each Securities Account he/she holds with ordinary shares of the Company standing to the credit of the said Securities Account to attend and vote at a meeting of the Company instead of him/her.
- Where a member of the Company is an Exempt Authorised Nominee ("**EAN**") as defined under SICDA 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 EAN may appoint in respect of each Omnibus Account it holds PROVIDED THAT each beneficial owner of ordinary shares, or where the ordinary shares are held on behalf of joint beneficial owners, such joint beneficial owners, shall be entitled to instruct the EAN to appoint the chairman of the meeting to attend and vote at a general meeting of the Company instead of the beneficial owner or joint beneficial owners.
- The instrument appointing a proxy shall be in writing signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its corporation's common seal or under the hand of an officer or of its attorney duly authorised.
- The appointment of proxy(ies) may be made in hardcopy form or by electronic means as follows:
 - In Hardcopy Form
The Proxy Form and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Registered Office at **Suite 18.05, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 George Town, Pulau Pinang, Malaysia.**
 - By SSeP
The Proxy Form can be electronically submitted via SSeP at <https://www.sshsb.net.my/> in either case at least forty-eight (48) hours before the time set for holding this EGM or any adjournments thereof.
- For the purpose of determining who shall be entitled to attend the meeting, only members whose names appeared on the Record of Depositors on 20 November 2020 ("**General Meeting Record of Depositors**") made available to the Company pursuant to Clause 134 of the Constitution shall be eligible to participate and vote at the meeting or appoint proxy(ies) to participate and vote on his/her behalf.
- Any alteration in this form must be initialled.

Personal data privacy:

By submitting the duly executed proxy form, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the EGM of the Company and any adjournment thereof.

fold this flap for sealing

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AFFIX
STAMP

The Company Secretaries
GREATECH TECHNOLOGY BERHAD
(Registration No.: 201801008633 (1270647-H))
Suite 18.05, MWE Plaza
No. 8, Lebuhr Farquhar
10200 George Town
Pulau Pinang
Malaysia

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