



## HENG HUAT RESOURCES GROUP BERHAD

(Registration No. 201101041555 (969678-D))  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Heng Huat Resources Group Berhad ("Heng Huat" or "Company") will be conducted fully virtual through live streaming from the broadcast venue at Heng Huat's office at No. 1353, Jalan Sungai Baong, Taman Industri Perabot, Sungai Baong, 14200 Sungai Jawi, Pulau Pinang ("Broadcast Venue") on Wednesday, 2 December 2020 at 8.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

#### ORDINARY RESOLUTION 1

**PROPOSED SETTLEMENT OF DEBT OWING TO SELECTED CREDITORS OF HENG HUAT ("CREDITORS") IN THE AGGREGATE SUM OF RM7,750,272 TO BE FULLY SATISFIED THROUGH THE ISSUANCE OF 24,219,600 HENG HUAT SHARES ("CREDITOR SETTLEMENT SHARES") AT AN ISSUE PRICE OF RM0.32 EACH ("PROPOSED DEBT SETTLEMENT WITH CREDITORS")**

"THAT approval be and is hereby given to the Board of Directors of the Company ("Board") for the following:

- (i) allot and issue 24,219,600 Creditor Settlement Shares to the Creditors at an issue price of RM0.32 each, being the settlement owing by Heng Huat Group to Creditors amounting to RM7,750,272; and
- (ii) such Creditor Settlement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Heng Huat Shares, save and except that the Creditor Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of such Creditor Settlement Shares;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Debt Settlement with Creditors with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed Debt Settlement with Creditors."

#### ORDINARY RESOLUTION 2

**PROPOSED SETTLEMENT OF DEBT OWING TO DATO H'NG CHOON SENG, A DIRECTOR OF HENG HUAT, IN THE SUM OF RM4,900,000 TO BE SATISFIED THROUGH THE ISSUANCE OF 15,312,500 NEW HENG HUAT SHARES ("DIRECTOR SETTLEMENT SHARES") AT AN ISSUE PRICE OF RM0.32 EACH ("PROPOSED DEBT SETTLEMENT WITH DATO H'NG CHOON SENG")**

"THAT approval be and is hereby given to the Board for the following:

- (i) allot and issue 15,312,500 Director Settlement Shares to Dato' H'ng Choon Seng at an issue price of RM0.32 each, being the advance owing by Heng Huat Group to Dato' H'ng Choon Seng amounting to RM4,900,000; and
- (ii) such Director Settlement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Heng Huat Shares, save and except that the Director Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of such Director Settlement Shares;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Debt Settlement with Dato H'ng Choon Seng with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed Debt Settlement with Dato H'ng Choon Seng."

#### ORDINARY RESOLUTION 3

**PROPOSED SETTLEMENT OF DEBT OWING TO KEE SWEE LAI, A DIRECTOR OF HENG HUAT, IN THE SUM OF RM2,100,000 TO BE SATISFIED THROUGH THE ISSUANCE OF 6,562,500 DIRECTOR SETTLEMENT SHARES AT AN ISSUE PRICE OF RM0.32 EACH ("PROPOSED DEBT SETTLEMENT WITH KEE SWEE LAI")**

"THAT approval be and is hereby given to the Board for the following:

- (i) allot and issue 6,562,500 Director Settlement Shares to Kee Swee Lai at an issue price of RM0.32 each, being the advance owing by Heng Huat Group to Kee Swee Lai amounting to RM2,100,000; and
- (ii) such Director Settlement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Heng Huat Shares, save and except that the Director Settlement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of such Director Settlement Shares;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Debt Settlement with Kee Swee Lai with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed Debt Settlement with Kee Swee Lai."

#### ORDINARY RESOLUTION 4

**PROPOSED ISSUANCE OF 5,609,700 NEW HENG HUAT SHARES ("CONSIDERATION SHARES") TO QCT EQUIPMENT SDN BHD AT AN ISSUE PRICE OF RM0.41 EACH, TO SATISFY THE PURCHASE CONSIDERATION OF RM2,299,977 FOR THE ACQUISITION OF LAND BY HH LAND AND DEVELOPMENT SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF HENG HUAT ("PROPOSED ISSUANCE OF CONSIDERATION SHARES TO QCT EQUIPMENT SDN BHD")**

"THAT approval be and is hereby given to the Board for the following:

- (i) allot and issue 5,609,700 Consideration Shares to QCT Equipment Sdn Bhd and/or its nominee(s) at an issue price of RM0.41 each, being the purchase consideration for the acquisition of land in Seberang Perai Selatan, Penang amounting to RM2,299,977; and
- (ii) such Consideration Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Heng Huat Shares, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of such Consideration Shares;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Issuance of Consideration Shares to QCT Equipment Sdn Bhd with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed Issuance of Consideration Shares to QCT Equipment Sdn Bhd."

#### ORDINARY RESOLUTION 5

**PROPOSED ISSUANCE OF 3,414,600 CONSIDERATION SHARES TO GOH BOON LEONG AT AN ISSUE PRICE OF RM0.41 EACH, TO SATISFY THE PURCHASE CONSIDERATION OF RM1,399,986 FOR THE ACQUISITION OF LAND BY HH LAND AND DEVELOPMENT SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF HENG HUAT ("PROPOSED ISSUANCE OF CONSIDERATION SHARES TO GOH BOON LEONG")**

"THAT approval be and is hereby given to the Board for the following:

- (i) allot and issue 3,414,600 Consideration Shares to Goh Boon Leong and/or his nominee(s) at an issue price of RM0.41 each, being the purchase consideration for the acquisition of land in Seberang Perai Tengah, Penang amounting to RM1,399,986; and
- (ii) such Consideration Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Heng Huat Shares, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of such Consideration Shares;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all

such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Issuance of Consideration Shares to Goh Boon Leong with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed Issuance of Consideration Shares to Goh Boon Leong."

#### ORDINARY RESOLUTION 6

**PROPOSED PRIVATE PLACEMENT OF UP TO 27,741,400 NEW HENG HUAT SHARES ("PLACEMENT SHARES"), REPRESENTING APPROXIMATELY 30% OF THE ENLARGED NUMBER OF ISSUED HENG HUAT SHARES (EXCLUDING ANY TREASURY SHARES) ("PROPOSED 30% PLACEMENT")**

"THAT approval be and is hereby given to the Board to allot and issue up to 27,741,400 Placement Shares at an issue price to be determined based on the 5-day volume weighted average market price of Heng Huat Shares immediately preceding the date on which the price of the Placement Shares will be fixed with a discount of not more than 10% to such persons and at such time as the Board deem fit, for such purpose and utilisation of proceeds as disclosed in the circular to shareholders dated 17 November 2020 ("Circular").

THAT the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Heng Huat Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed 30% Placement with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed 30% Placement."

#### ORDINARY RESOLUTION 7

**PROPOSED SHARE ISSUANCE SCHEME OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED HENG HUAT SHARES (EXCLUDING ANY TREASURY SHARES) AT ANY ONE TIME DURING THE DURATION OF THE SHARE ISSUANCE SCHEME ("PROPOSED SIS")**

"THAT, approval be and is hereby given to the Board to:

- (i) establish and administer the Proposed SIS which involves the granting of options ("SIS Options") to all eligible employees of the Heng Huat Group including Directors of the Group (excluding Heng Huat's subsidiaries which are dormant) who meet the criteria of eligibility for participation of the Proposed SIS ("Eligible Persons") as set out in the By-Laws, a draft of which is set out in Appendix I of the Circular ("By-Laws");
- (ii) allot and issue such number of new Heng Huat Shares to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed SIS while this approval is in force provided that the aggregate number of Heng Huat Shares to be allotted and issued shall not exceed 30% of the total number of issued Heng Huat Shares (excluding any treasury shares) at any one time throughout the duration of the Proposed SIS;
- (iii) such new Heng Huat Shares to be issued upon exercise of the SIS Options shall, upon allotment and issuance, rank equally in all respects with the then existing Heng Huat Shares, save and except that the new Heng Huat Shares to be issued pursuant to the exercise of SIS Options will not be entitled to any dividends, rights, allotments or any other distributions, the entitlement date of which is prior to the date of allotment of such new Heng Huat Shares and will be subject to all the provisions of the Constitution of the Company (including those relating to transfer and transmission);
- (iv) modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with 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 Proposed SIS; and
- (v) extend the duration of the Proposed SIS for a maximum period of an additional 5 years (the duration of the Proposed SIS would then be for a total period of 10 years from the effective date of the Proposed SIS), if the Board deems fit;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed SIS with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed SIS."

#### ORDINARY RESOLUTION 8

**PROPOSED GRANTING OF SIS OPTIONS TO DATO' H'NG CHOON SENG**

"THAT subject to the passing of Ordinary Resolution 7 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' H'ng Choon Seng, being the Managing Director of the Company, options to subscribe for such number of new Heng Huat Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Heng Huat Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the ACE Market Listing Requirements of Bursa Securities ("Listing Requirements"), or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Heng Huat Shares to be issued pursuant to the exercise of SIS Options to Dato' H'ng Choon Seng pursuant to the exercise of such options under the Proposed SIS."

#### ORDINARY RESOLUTION 9

**PROPOSED GRANTING OF SIS OPTIONS TO KEE SWEE LAI**

"THAT subject to the passing of Ordinary Resolution 7 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Kee Swee Lai, being the Deputy Managing Director of the Company, options to subscribe for such number of new Heng Huat Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Heng Huat Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Heng Huat Shares to be issued pursuant to the exercise of SIS Options to Kee Swee Lai pursuant to the exercise of such options under the Proposed SIS."

#### ORDINARY RESOLUTION 10

**PROPOSED GRANTING OF SIS OPTIONS TO CHEAH SWI CHUN**

"THAT subject to the passing of Ordinary Resolution 7 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Cheah Swi Chun, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new Heng Huat Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Heng Huat Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Heng Huat Shares to be issued pursuant to the exercise of SIS Options to Cheah Swi Chun pursuant to the exercise of such options under the Proposed SIS."

#### ORDINARY RESOLUTION 11

**PROPOSED GRANTING OF SIS OPTIONS TO DR. LO LIANG KHENG**

"THAT subject to the passing of Ordinary Resolution 7 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dr. Lo Liang Kheng, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new Heng Huat Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed

SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Heng Huat Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Heng Huat Shares to be issued pursuant to the exercise of SIS Options to Dr. Lo Liang Kheng pursuant to the exercise of such options under the Proposed SIS."

#### ORDINARY RESOLUTION 12

**PROPOSED GRANTING OF SIS OPTIONS TO HO WHY CHONG**

"THAT subject to the passing of Ordinary Resolution 7 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Ho Why Chong, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new Heng Huat Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Heng Huat Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Heng Huat Shares to be issued pursuant to the exercise of SIS Options to Ho Why Chong pursuant to the exercise of such options under the Proposed SIS."

#### ORDINARY RESOLUTION 13

**PROPOSED GRANTING OF SIS OPTIONS TO DATIN KHOR MOOI KIM**

"THAT subject to the passing of Ordinary Resolution 7 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datin Khor Mooi Kim, being a director of Fibre Star (M) Sdn Bhd (a wholly-owned subsidiary of the Company) and spouse of Dato' H'ng Choon Seng, options to subscribe for such number of new Heng Huat Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with her, holds 20% or more of the total number of issued Heng Huat Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Heng Huat Shares to be issued pursuant to the exercise of SIS Options to Datin Khor Mooi Kim pursuant to the exercise of such options under the Proposed SIS."

#### ORDINARY RESOLUTION 14

**PROPOSED GRANTING OF SIS OPTIONS TO TEH CHAI LUANG**

"THAT subject to the passing of Ordinary Resolution 7 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Teh Chai Luang, being a director of Fibre Star (M) Sdn Bhd (a wholly-owned subsidiary of the Company) and sister-in-law of Dato' H'ng Choon Seng, options to subscribe for such number of new Heng Huat Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with her, holds 20% or more of the total number of issued Heng Huat Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Heng Huat Shares to be issued pursuant to the exercise of SIS Options to Teh Chai Luang pursuant to the exercise of such options under the Proposed SIS."

#### ORDINARY RESOLUTION 15

**PROPOSED GRANTING OF SIS OPTIONS TO CHING MENG HAK**

"THAT subject to the passing of Ordinary Resolution 7 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Ching Meng Hak, being the senior project executive of HK Fibre Sdn Bhd (a wholly-owned subsidiary of the Company) and son-in-law of Dato' H'ng Choon Seng, options to subscribe for such number of new Heng Huat Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Heng Huat Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Heng Huat Shares to be issued pursuant to the exercise of SIS Options to Ching Meng Hak pursuant to the exercise of such options under the Proposed SIS."

#### By Order of the Board

**Ooi Yoong Yoong (SSM PC NO. 202008002042) (MAICSA 7020753)**  
Company Secretary

Penang  
Date: 17 November 2020

#### Notes:

1. In view of the COVID-19 pandemic and as part of the Company's measures to curb the spread of COVID-19, the EGM will be conducted fully virtual through live streaming and online remote voting via the remote participation and voting ("RPV") facilities provided by AGRITEUM Share Registration Services Sdn Bhd. Please read and follow the procedures as set out in the **Administrative Guide of the EGM** in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the EGM to be present at the main venue of the EGM. **MEMBER(S)/PROXY(IES)/CORPORATE REPRESENTATIVE(S) WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the EGM.
3. A member entitled to attend and vote at the meeting may appoint not more than two (2) proxies to attend, participate, speak 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 save that the proxy must be of full age.
4. When a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
5. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, such member 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.
6. 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.
7. A member who wish to appoint a proxy or attorney or authorised representative to attend, participate, speak and vote at the EGM via the RPV facilities must request his/her proxy/attorney/authorised representative to register himself/herself for the RPV facilities at [www.agriteum.com.my](http://www.agriteum.com.my). Please follow the procedures for the RPV facilities in the Administrative Guide of the EGM.
8. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 39 Salween Road, 10050 Georgetown, Penang not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.
9. Corporate shareholders/Corporate representatives/Authorised Nominees/Exempt Authorised Nominees who wish to use the RPV facilities at the EGM have to ensure the duly executed Proxy Forms or the original certificate of appointment of its corporate representative is to be deposited at the Registered Office of the Company at 39 Salween Road, 10050 Georgetown, Penang not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof. Proxy Forms or the original certificate of appointment of its corporate representative transmitted by facsimile or electronic mail will not be accepted unless the original copy is received at the Registered Office.
10. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
11. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 15.9 of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue, a Record of Depositors as at 25 November 2020 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting or appoint proxy/proxies to attend, speak and/or vote in his/her stead.
12. The resolution as set out in this notice of EGM is to be voted by poll.