



INTEGRATED LOGISTICS BERHAD
Registration No. 199101019353 (229690-K)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 29th Annual General Meeting (“AGM”) of Integrated Logistics Berhad (“ILB” or “Company”) will be held at Broadcast Venue at No. 6, Jalan Sungai Buloh 27/101A, Seksyen 27, 40400 Shah Alam, Selangor Darul Ehsan (by virtue meeting via an online platform to be advised) on Tuesday 4 May 2021 at 10:00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1	To receive the Directors’ Report and Audited Financial Statements for the financial year ended 31 December 2020 and Auditors Report thereon.	Please refer to Explanatory Note 1
2	To approve the payment of Directors’ Fees to the Non-Executive Directors up to an amount of RM318,000 for the period from 1 April 2021 until the next Annual General Meeting of the Company.	(Ordinary Resolution 1)
3	To approve the payment of Directors’ Benefits to Non-Executive Directors amounting to RM41,617 for the period from 1 April 2021 until the next Annual General Meeting of the Company.	(Ordinary Resolution 2)
4	To re-elect the following Directors retiring by rotation in accordance with Clause 100 of the Company’s Constitution :- a) Datuk R. Karunakaran b) Wan Azfar bin Dato’ Wan Annuar	(Ordinary Resolution 3) (Ordinary Resolution 4)
5	To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company’s Auditors until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.	(Ordinary Resolution 5)

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following as Ordinary Resolutions:-		
ORDINARY RESOLUTIONS		
6	PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY “ THAT , subject to the Company’s compliance with all applicable rules, regulations, orders and guidelines made pursuant to the Companies Act, 2016, the provisions of the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to buy back and/or hold from time to time and at any time 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 upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company (“the Proposed Share Buy-Back”) provided that :-	(Ordinary Resolution 6)

	<p>i) The maximum number of shares which may be purchased and/or held by the Company at any point of time pursuant to the Proposed Share Buy-Back shall not exceed ten (10) per cent of the total number of issued shares of the Company from time to time being quoted on Bursa Securities provided always that in the event that the Company ceases to hold all or any part of such shares as a result of, amongst others, cancellation of shares, sale of shares on the market of Bursa Securities or distribution of treasury shares to shareholders as dividend in respect of shares bought back under the previous shareholders' mandate for share buy-back which was obtained at the Annual General Meeting held on 30 July 2020, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall (in aggregate with the shares then still held by the Company) not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being quoted on Bursa Securities.</p> <p>ii) The maximum amount of funds to be allocated for the purchase of the shares pursuant to the Proposed Share Buy-Back shall not exceed the retained profits.</p> <p>iii) The Proposed Share Buy-Back to be undertaken will be in compliance with Section 127 of the Companies Act, 2016 and the Directors will deal with the shares purchased in the following manner:-</p> <p>(a) to cancel the Shares so purchased; or</p> <p>(b) to retain the Shares so purchased as treasury shares for distribution as dividends to the shareholders of the Company and/or re-sell on Bursa Securities in accordance with the Main Market Listing Requirements of Bursa Securities and/or cancellation subsequently; or</p> <p>(c) to retain part of the Shares so purchased as treasury shares and cancel the remainder.</p> <p>AND THAT such authority to purchase the Company's own shares will be effective immediately from the passing of this resolution until the conclusion of the next Annual General Meeting ("AGM") at which such resolution was passed at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally or the passing of the date on which the next AGM is required by law to be held or the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting but so as not to prejudice the completion of a purchase made before such expiry date;</p> <p>AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to give effect to the Proposed Share Buy-Back with full powers to amend and/assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things in accordance with the Companies Act, 2016, the provisions of the Constitution of the Company and the Main Market Listing Requirements of Bursa Securities and all other relevant governmental/regulatory authorities."</p>	
7	<p>AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016</p> <p>"THAT subject to the passing of Special Resolution and pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors of the Company be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.</p> <p>AND THAT the Directors of the Company whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate."</p>	(Ordinary Resolution 7)

8	To transact any other ordinary business of the Company for which due notice has been received.	
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By Order of the Board
Wong Youn Kim (MAICSA 7018778) (SSM PC No. 201908000410)
Company Secretary
Selangor Darul Ehsan
Date: 5 April 2021

NOTES

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 27 April 2021 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 29th AGM of the Company.
2. Any member of the Company entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote instead of him. A proxy need not be a member of the Company and where a member appoints more than one (1) proxy, the member must specify the proportion of his shareholdings to be represented by each proxy respectively, failing which the appointment shall be invalid.
3. If you wish to appoint as your proxy any person other than “the Chairman of the Meeting”, please insert the full name of the proxy (in block letters) in the space provided and delete the words “the Chairman of the Meeting”.
4. 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.
5. A corporation may complete the proxy form under its common seal or under the hand of an officer or attorney duly authorized.
6. The instrument appointing a proxy must reach the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than 48 hours before the AGM. The lodging of the proxy form will not preclude shareholders from attending and voting in person at the AGM should they subsequently wish to do so.

EXPLANTORY NOTES

1. Item 1 of the Agenda

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

This Agenda item is meant for discussion only as under the provisions of Section 248(2) of the Companies Act, 2016, the audited financial statements do not require formal approval of shareholders and hence, the matter will not be put to a vote.

2. Item 2, & 3 of the Agenda

Section 230(1) of the Companies Act 2016 provides amongst others, that “the fees” of the directors and “any benefits” payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board had agreed that the shareholders’ approval be sought at the 29th AGM on the Non-Executive Directors’ remuneration in two separate resolutions as below:

- **Ordinary Resolution 1** on payment of Directors’ Fees to the Non-Executive Directors for the period from 1 April 2021 until the next AGM of the Company.
- **Ordinary Resolution 2** on payment of Directors’ Benefits to the Non-Executive Directors for the period from 1 April 2021 until the next AGM of the Company.

The details of the remuneration and benefits payable to the Non-Executive Directors which have remained unchanged since May 2013 are as follows:

Directors Fees (per annum)

Chairman of the Board	- RM108,000
Chairman of the Audit & Risk Management Committee	- RM 90,000
Board Member	- RM 60,000

Meeting Allowance (per meeting)

Board	- RM 500
Board Committee	- RM 500

Benefits in kind

Medical and insurance coverage

3. Item (6) of the Agenda – Ordinary Resolution No. 6

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The proposed ordinary resolution 6, if passed, will empower the Directors of the Company to buy back and/or hold from time to time shares of the Company not exceeding ten (10) per cent of the total number of issued shares of the Company from time to time being quoted on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company.

For further information, please refer to the Share Buy-Back Statement, which is dispatched together with the Notice of the AGM.

4. Item (7) of the Agenda – Ordinary Resolution No. 7

AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The proposed ordinary resolution 7 is to seek the shareholders' approval on the renewal of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. If the resolution is duly passed, it will give flexibility to the Directors to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interests of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The Company had on the 4 April 2017 completed the Private Placement of 17,000,000 ordinary shares in the Company via private placement in accordance with the general mandate obtained from shareholders at its 24th annual general meeting held on the 30 March 2016. The 17,000,000 new ordinary shares were issued at a price of RM0.797 per share with total placement proceeds amounting to RM13,549,000. The total placement proceeds has been fully utilized.

The general mandates granted by the shareholders at the 25th, 26th, 27th & 28th AGM of the Company had not been utilised and hence no proceeds were raised therefrom.

The Company continues to consider opportunities to broaden its earnings potential. If any proposal involves the issuance of new shares, the Directors would have to convene a general meeting to approve the issuance of new shares. In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 20% of the total number of issued shares of the Company for the time being. The renewed authority will provide flexibility to the Company for the allotment of shares for the purposes of funding future investment, working capital and/or acquisitions.



ADMINISTRATIVE GUIDE

IN RESPECT OF THE TWENTY-NINTH ANNUAL GENERAL MEETING (“29TH AGM”) TO BE HELD VIA AN ONLINE PLATFORM

DATE: Tuesday, 4 th May 2021	TIME: 10.00 a.m.	BROADCAST VENUE: No. 6, Jalan Sungai Buloh 27/101A, Seksyen 27, 40400 Shah Alam, Selangor Darul Ehsan
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General Meeting Record of Depositors

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 27th April 2021 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the or appoint proxy(ies) to attend and/or vote on his/(her) behalf.

Proxy

2. A member entitled to participate and vote remotely at the 29th AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Proxy Form in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to attend the Annual General Meeting via Virtual Meeting Facilities on 4th May 2021, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, no later than **Monday, 3rd May 2021 at 10.00 a.m.**

Poll Voting

5. The voting at the 29th AGM will be conducted by poll in accordance with Clause 75 of the Company’s Constitution. The Company has appointed HMC CORPORATE SERVICES SDN BHD as Poll Administrator to conduct the poll by way of online voting and Niche & Milestones International as Scrutineers to verify the poll results.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the 29th AGM at 10.00 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The QR Code will be displayed upon the commencement of the meeting. Upon completion of the voting session for the 29th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.


VIRTUAL MEETING FACILITIES

7. We would like to invite the Shareholders to participate and vote remotely at the 29th AGM using the Virtual Meeting Facilities.
8. For Corporate Shareholders, please register yourself via the Registration Link provided below to provide the following documents to HMC Corporate Services Sdn Bhd no later than **Monday, 3rd May 2021 at 10.00 a.m.** :
 - (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
 - (b) Corporate Representative’s e-mail address and hand-phone number.

Upon receipt of such documents, HMC Corporate Services Sdn Bhd will liaise with yourselves on the participation link.

9. For the beneficiary of the shares under a Nominee Company’s CDS account who wishes to use the Virtual Meeting Facility at the 29th AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the 29th AGM via the Virtual Meeting Facilities, please submit the duly executed proxy form to HMC Corporate Services Sdn Bhd no later than **Monday, 3rd May 2021 at 10.00 a.m.** and register yourself via the Registration Link below.

10. Please follow the following steps to be taken for participating and voting via the Virtual Meeting facilities:

BEFORE THE AGM		
(a)	REGISTRATION	<ul style="list-style-type: none"> Please click on the following link to register yourself as Shareholder/Corporate Representative/Beneficiary Owner of an Exempt Nominee for verification of attendance purpose. Registration Link: https://bit.ly/3qjKi2l
(b)	CONFIRMATION ATTENTANCE	<ul style="list-style-type: none"> Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> You may submit any questions online by scanning the QR Code below or via https://bit.ly/2OmY33x and to submit your questions accordingly: <div style="text-align: center;">  </div>
ON THE AGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none"> Click on the participation link which was provided to you via e-mail.
		<ul style="list-style-type: none"> If you have any question to be raised during the meeting, you may submit by using the Q and A box. The Chairman/Board will try to address the questions submitted prior or during the accordingly
(e)	ONLINE VOTING	<ul style="list-style-type: none"> The QR Code for the Online will be displayed in the Chat Box and Q&A Box of the Virtual Meeting Room upon the Commencement of the AGM. Voting shall commence from 10.00 a.m. Tuesday, 4th May 2021 until a time when the Chairman announces the closing of the voting session at the 29th AGM venue.

CLOSURE

11. The 29th AGM will be closed upon the announcement by the Chairman, the Virtual Meeting will end.

ENQUIRY

12. If you have any enquiry or require any assistance before or during the 29th AGM, please do not hesitate to contact the following officers during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):

HMC CORPORATE SERVICES SDN BHD

Registration No. 199601006647 (378993-D)

Level 2, Tower 1, Avenue 5

Bangsar South City

59200 Kuala Lumpur

Tel : 603-2241 5800

Mobile: 017 388 3989

Fax : 603-2282 5022

Email : office365support@hmc.my

Contact Person: HMC Virtual Meeting Administrator