

**MATRIX CONCEPTS HOLDINGS BERHAD**Registration No. 199601042262 (414615-U)
(Incorporated in Malaysia)**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting ("24th AGM") of Matrix Concepts Holdings Berhad ("MCHB" or the "Company") will be conducted on a fully virtual basis through live streaming via remote participation and voting facilities ("RPV") using Vote2U at <https://web.vote2u.my> (Domain Registration No. with MYNIC - D6A471702) provided by Agmo Digital Solutions Sdn Bhd in Malaysia on **Thursday, 19 August 2021 at 10.00 a.m.** for the transaction of the following businesses:-

AGENDA**AS ORDINARY BUSINESS**

1. TO RECEIVE the audited financial statements for the financial year ended 31 March 2021 and the Directors' and Auditors' reports thereon.
2. TO APPROVE the payment of Directors' Fees of RM412,000 for the financial year ended 31 March 2021 **Ordinary Resolution 1 (2020: RM424,000).**
3. TO APPROVE the payment of Directors' Benefits of up to RM973,663 payable pursuant to Section 230(1) of the Companies Act 2016. **Ordinary Resolution 2**
4. TO RE-ELECT the following Directors retiring in accordance with Clause 103 and Clause 109 of the Company's Constitution:-
 - a) Dato' Hajj Mohamad Haslah Bin Mohamad Amin (Clause 103) **Ordinary Resolution 3**
 - b) Dato' Hon Choon Kim (Clause 103) **Ordinary Resolution 4**
 - c) Dato' Majah Kalsom Binti Khalid (Clause 103) **Ordinary Resolution 5**
 - d) Ms. Chua See Hua (Clause 109) **Ordinary Resolution 6**
5. TO RE-APPOINT Messrs. Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

AS SPECIAL BUSINESS

TO CONSIDER AND IF THOUGHT FIT, to pass the following as Ordinary Resolutions:-

6. **Authority to Allot and Issue Shares Pursuant to Section 75 of the Companies Act 2016** **Ordinary Resolution 8**
 "THAT, subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant authorities, the Directors be and hereby empowered pursuant to Section 75 of the Act, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next AGM of the Company"
7. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Ordinary Resolution 9**
 "THAT approval be hereby given for the renewal of the mandate granted by the shareholders of the Company on 30 September 2020 pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorising the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.1.4 in the Circular to Shareholders dated 22 July 2021, with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries for day-to-day operations which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders.
 THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-
 (i) the conclusion of the next AGM of the Company following the 24th AGM at which such mandate will lapse, unless by an ordinary resolution passed at an AGM whereby the authority is renewed, either unconditionally or subject to conditions; or
 (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 (iii) revoked or varied by resolution passed by the shareholders in a general meeting; whichever is earlier.
 THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution"
8. TO TRANSACT any other business of which due notice shall have been given.

By Order Of The Board
 LEO KAH BOON
 Group Company Secretary
 (MAICSA 0784630)/(SSM PC NO. 201908001700)
 Negeri Sembilan
 22 July 2021

Notes:-

- (i) In view of the COVID-19 pandemic and as part of the Company's measures to curb the spread of COVID-19, the 24th AGM will be conducted on a fully virtual basis through live streaming via remote participation and voting facilities ("RPV") using Vote2U at <https://web.vote2u.my> (Domain Registration No. with MYNIC - D6A471702) provided by Agmo Digital Solutions Sdn Bhd in Malaysia. Please read and follow the procedures as set out in the Administrative Guide of the 24th AGM in order to register, participate and vote remotely via the RPV facilities.
- (ii) A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his place. A proxy may, but need not be, a shareholder of the Company. A shareholder shall be entitled to appoint up to two (2) proxies to attend and vote at the 24th AGM. Where a shareholder appoints more than one (1) proxy to attend at the same meeting, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- (iv) Where a shareholder of the Company is an exempt 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 with more than one (1) Securities Account must submit a separate instrument of proxy for each securities account.
- (v) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company's Registered Office, Wisma Matrix, No. 57, Jalan Tun Dr. Ismail, 70200 Seremban, Negeri Sembilan Darul Khusus, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned thereof.
- (vi) In respect of deposited securities, only shareholders whose name appear in the Record of Depositors on 11 August 2021 shall be entitled to attend, speak and vote at the 24th AGM.
- (vii) All the resolutions as set out in the notice of 24th AGM will be put to vote by poll via online voting facilities.

Explanatory Notes on Item 1, 3, 5 and all Special Businesses of the Agenda.**Ordinary Business:-****1. Item 1 of the Agenda – Audited Financial Statements**

This Item 1 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 AGM. As such, this Agenda Item is not a business which requires a resolution to be put to vote by shareholders.

2. Item 3 of the Agenda – Payment of Directors' Benefits

The Company is seeking shareholders' approval pursuant to Section 230(1) of the Companies Act 2016 for the payment of the Directors' Benefits incurred or to be incurred from the date of the 24th AGM until the next annual general meeting of the Company to be held in the year 2022.

The Directors' Benefits payable to the Directors comprise meeting allowances, club memberships, leave passages and allocations of incentive payouts for the employees of the Company as part of the Employee Retention Programme initiated by the Company with effect from 1 January 2020 (referred to as "ERP"). Executive directors being employees of the Company are entitled to the ERP. If the Proposed Ordinary Resolution 2 is passed at the 24th AGM, with the exception of the ERP which are payable only at the completion of at least 5 years from 1 January 2020, the payment of the Directors' Benefits will be made by the Company as and when incurred. The breakdown of the Directors' Benefits which are payable are as follows:-

	RM
a) Meeting Allowance, Leave Passages and Club Memberships	430,000.00
b) Allocation of ERP for executive directors for the financial year ended 31 March 2021	543,663.00
	973,663.00

The Board is of the view that it is fair and equitable for the Directors to be paid as and when incurred for part (a) above, given that the Directors have duly discharged their responsibilities and provided their services to the Company for the said period.

3. Item 5 of the Agenda – Re-appointment of Auditors

The Board had approved the recommendation by the Audit Committee on the re-appointment of Messrs. Crowe Malaysia PLT as Auditors of the Company. The Board and Audit Committee collectively agreed that Messrs. Crowe Malaysia PLT has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Special Business:-**4. Authority to Allot and Issue Shares Pursuant to Section 75 of the Companies Act 2016**

The proposed Ordinary Resolution 8 is primarily to give authority to the Board of Directors to allot and issue up to 10% of the total number of issued shares at any time in their absolute discretion and for such purpose as they consider would be in the best interest of the Company without convening a general meeting. This authority, if granted, is a renewal of the earlier mandate granted at the Twenty-Third Annual General Meeting held on 30 September 2020 and unless revoked or varied at a general meeting, shall expire at the Twenty-Fifth Annual General Meeting of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the total number of issued shares of the Company.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares when the needs may arise during the financial year, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total, 10% of the total number of issued shares of the Company for the time being, for such purpose.

5. Recurrent Related Party Transactions

The proposed Ordinary Resolution 9 is to seek a renewal of shareholders' mandate to allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature. For further information, please refer to the Circular to Shareholders dated 22 July 2021 accompanying the Company's Integrated Annual Report 2021.



Matrix Concepts Holdings Berhad

Registration No. 199601042262 (414615-U)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

General Meeting	:	24 th Annual General Meeting (24 th AGM)
Date of 24th AGM	:	Thursday, 19 th August 2021
Time	:	10.00 a.m.
Meeting Venue	:	Online Meeting Platform of Vote2U at https://web.vote2u.my
Domain Registration Numbers with MYNIC	:	D6A471702

In light of the ongoing COVID-19 pandemic, Matrix Concepts Holdings Berhad ("**MCHB**") continues to exercise prudence and strictly comply with the decree of the Government of Malaysia ("**Government**") and the Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia ("**SC**") ("**SC Guidance Notes**").

Pursuant to the implementation of the total lockdown announced by the Government and in accordance with the revised SC Guidance Notes, during the total lockdown period beginning 1 June 2021 ("**FMCO**"), all general meetings shall be conducted online and all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders shall participate in the meeting via the online platform. Hence, MCHB's 24th AGM will be held as fully virtual meeting via live streaming and online remote voting using Remote Participation and Voting ("**RPV**") facilities provided by Vote2U at <https://web.vote2u.my>

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

Entitlement to Participate and Vote Remotely

Shareholders whose names appear on the Record of Depositors ("**ROD**") as at **11 August 2021** shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the 24th AGM to attend, participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

Please follow the procedures to participate in RPV facilities as summarized below:

BEFORE AGM DAY

A: REGISTRATION

Individual Shareholders

	Description	Procedure
i.	Shareholders to register with Vote2U online	<p>The registration will open from the day of notice till the end of AGM.</p> <ol style="list-style-type: none">Access website at https://web.vote2u.myClick "Sign Up" to sign up as a user.Read the 'Privacy Policy' and 'Terms & Conditions' and indicate your acceptance of the 'Privacy Policy' and 'Terms & Conditions' on a small box <input type="checkbox"/>. Then click "Next".*Fill-in your details (note: create your own password). Then click "Continue".Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).Click "Submit" to complete the registrationYour registration will be verified and an email notification will be sent to you. Please check your email. <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>*Check your email address is keyed in correctly. *Remember the password you have keyed-in.</p>

B: REGISTER PROXY

Individual Shareholder / Corporate Shareholder / Nominees Company

	Description	Procedure
i.	Submit Proxy Form	<p>The closing time to submit your Proxy Form is on Monday, 17 August 2021 at 10.00 am.</p> <ol style="list-style-type: none">*Fill-in details on the Proxy Form and ensure to provide the following information:<ul style="list-style-type: none">○ MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy○ *Email address of the Proxy

		<p>b. Submit/Deposit the hardcopy of Proxy Form to Wisma Matrix, No.57, Jalan Tun Dr Ismail, 70200 Seremban, Negeri Sembilan.</p> <p>c. For ease of convenience, individual shareholder may also lodge your e-Proxy Form via online at https://www.mchb.com.my/investor-relations/general-meetings/</p> <p>Note: After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p> <p>*Check the email address of Proxy is written down correctly.</p>
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C: REVOKE PROXY

If you have submitted your e-Proxy Form or hardcopy Proxy Form and subsequently wish to attend and participate in the live streaming of the 24th AGM, you may do so by revoking your proxy by following the procedures as stated below:

	Description	Procedures
i.	Appointed Proxy(ies) using e-Proxy <ul style="list-style-type: none"> Individual Shareholder only. 	Please call our Corporate Secretarial Office at 06-7642688 and send your notice of revocation via email address to agm.mchb@gmail.com . Note: Revocation notice will close at 10.00 am, Monday, 17 August 2021.
ii.	Appointed Proxy(ies) using hardcopy Proxy Form <ul style="list-style-type: none"> Individual Shareholder Corporate Shareholder Authorised Nominee Exempt Authorised Nominee 	

ON AGM DAY

A: WATCH LIVE STREAMING

Individual Shareholders & Proxies

	Description	Procedures
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	The Vote2U online portal will open for log in starting from 9.00 am, 1 hour before the commencement of the AGM. <ol style="list-style-type: none"> Login with your email and password Select the General Meeting event (for example, "24th AGM"). Check your details. Click "Watch Live" button to view the live streaming.

B: ASK QUESTION

Individual Shareholders & Proxies

	Description	Procedures
i.	Ask Question during 24th AGM (real-time)	<p>Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <p>a. Click "Ask Question" button to post question(s). b. Type in your question and click "Submit".</p> <p>The Chairperson / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the AGM.</p>

C: VOTING REMOTELY

Individual Shareholders & Proxies

	Description	Procedures
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <p>a. Click "Confirm Details & Start Voting". b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "Next" to continue voting for all resolutions. c. To change your vote, click "Back" and select another voting choice. d. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click "Confirm" to submit your vote.</p> <p>[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]</p>

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 24th AGM will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

Meeting Venue

As a result of the implementation of the FMCO by the Government with effect from 1 June 2021 as well as the SC Guidance Notes, when a listed issuer conducts its general meeting during FMCO, the listed issuer is only allowed to conduct a fully virtual general meeting where all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings, no matter how small are prohibited. Therefore, there shall be no broadcast venue to air the general meeting.

According to the revised SC Guidance Notes, an online meeting platform can be recognized as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia.

Lodgement of Proxy Form

Shareholders who wish to appoint Proxy(ies) to participate at the virtual 24th AGM must ensure that the Proxy Form is submitted **not less than 48 hours before the time for holding the meeting** or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

For ease of convenience, individual shareholder may also lodge his/her e-Proxy Form via online at <https://www.mchb.com.my/investor-relations/general-meetings/>

E-Vouchers

ALL shareholders are entitled to receive e-vouchers as long as their names appear in the Register of Repositors ("ROD") as at **13 July 2021 and remain as shareholder till the 24th AGM date**. It is not necessary for the shareholder(s)/proxy(ies)/ corporate representative(s) to attend the 24th AGM in order to qualify for the e-vouchers. Please download and complete the form, <https://bit.ly/matrixvoucher> and submit to us and the e-vouchers shall be emailed to you.

Please note that, save and except for the e-vouchers as mentioned above, there will be **NO** other gifts and food vouchers for shareholders, proxies and corporate representatives.

Enquiry

- a. For enquiries relating to the general meeting, please contact MCHB's **Corporate Secretariat** during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone No: 06-7642688

Email: carmen@mchb.com.my or csd@mchb.com.my

- b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact **Vote2U helpdesk** during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone No: 03-7664 8520 / 03-7664 8521

Email: vote2u@agmostudio.com