

Notice of Thirteenth Annual General Meeting

censof

CENSOF HOLDINGS BERHAD

Registration No.: 200801026945 (828269-A)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Thirteenth ("13th") Annual General Meeting ("AGM") of **CENSOF HOLDINGS BERHAD** ("Censof" or the "Company") will be held fully virtual through live streaming from the Broadcast Venue at A-8, Block A, Level 8, Sunway PJ51A, Jalan SS9A/19, Seri Setia, 47300 Petaling Jaya Selangor, on Wednesday, 8 September 2021 at 10.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' Fees of RM500,000 and per Meeting Allowance of RM1,000 per Director for the financial year ending 31 March 2022 and that the Directors' Fees be payable quarterly in arrears and the Meeting Allowance be payable after the meeting in arrears. **Ordinary Resolution 1**
3. To re-elect the following directors retiring pursuant to the Company's Constitution and being eligible, have offered themselves for re-election :-
 - 3.1 Mr Ameer Bin Shaik Mydin (Clause 86) **Ordinary Resolution 2**
 - 3.2 Mr Boey Tak Kong (Clause 86) **Ordinary Resolution 3**
 - 3.3 Tan Sri Datuk Wira Dr. H.J. Mohd Shukor Bin H.J. Mahfar (Clause 86) **Ordinary Resolution 4**
4. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Resolutions:

5. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75(1) OF THE COMPANIES ACT 2016

"THAT pursuant to Section 75(1) of the Companies Act 2016 ("Act"), and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot new shares in the Company from time to time and 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 allotted pursuant to this resolution does not exceed twenty percent (20%) of the issued share capital of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby authorised to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so allotted AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 6

6. RETENTION OF DIRECTORS AS INDEPENDENT DIRECTORS OF THE COMPANY

"THAT the following directors who have served the Company for more than 9 years be retained as Independent Non-Executive Directors and to hold office until the conclusion of the next AGM."

- (a) Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain;
- (b) Tuan Haji Ab. Gani Bin Haron;
- (c) Mr. Boey Tak Kong

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

7. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

By order of the Board

LIM SECK WAH (MAICSA NO. 0799845)

M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA NO. 0781031)

Company Secretaries

Kuala Lumpur

Dated this: 11 August 2021



Notice of Thirteenth Annual General Meeting (Cont'd)

Notes:-

1. Members are to refer to the Administrative Notes for the procedures to register and participate and vote in the virtual 13th AGM.
2. For the purpose of determining a member who shall be entitled to attend and vote at the AGM, the Company shall be requesting the Record of Depositors as at 2 September 2021. Only a depositor whose name appears on the Record of Depositors as at 2 September 2021 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote in his/her stead.
3. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy.
4. Where a member is an authorised nominee as defined under the Security Industry (Central Depositories) Act, 1991, it 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.
5. A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
6. The Form of Proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under its common seal or under the hand of the attorney.
7. For validity purposes, the Form of Proxy must be deposited at the Poll Administrator's address located at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to AGM-support.Censof@megacorp.com.my not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Notes on Special Business:

1. Ordinary Resolution 6

The proposed Ordinary Resolution 6 is to seek a new general mandate to empower the Directors of the Company pursuant to the Companies Act 2016, from the date of the above Meeting, to issue and allot ordinary shares of not more than twenty percent (20%) for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority will, unless revoked or varied at a General Meeting, will expire at the conclusion of the next AGM of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the allotment of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the allotment of new shares even though the number involved may be less than 20% of the issued share capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such allotment of shares, it is thus considered appropriate that the Directors be empowered to allot shares in the Company, up to any amount not exceeding in total 20% of the issued share capital of the Company at the time of submission to the authority. The new authority will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, 50,522,650 new ordinary shares in the Company were allotted on 17 March 2021 by way of Private Placement to identified investors pursuant to Section 75(1) of the Companies Act 2016 which is equivalent to 10% of the Company's issued share capital thereat. Total proceeds raised from the Private Placement exercise was RM14.5 million.

The details of utilization of the proceeds from the Private Placement exercise are disclosed on page 86 of this Annual Report.

2. Resolution Pursuant to Retention As Independent Directors

The proposed Ordinary Resolutions 7, 8 and 9 will allow the Directors, Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain, Tuan Haji Ab. Gani Bin Haron and Mr. Boey Tak Kong who have served the Company for more than 9 consecutive years, to continue to act as Independent Non-Executive Directors of the Company as:-

- i) They fulfil the criteria under the definition of an Independent Director as stated in the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, and thus they are able to function as check and balance, provide a broader view and bring an element of objectivity to the Board;
- ii) They understand the business nature and office structure;
- iii) They provide the Board valuable advice and insight;
- iv) They actively participate in Board deliberations and decision making in an objective manner; and
- v) They uphold independent decision and challenges the management objectively.

Administrative Notes

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CENSOF HOLDINGS BERHAD

Registration No.: 200801026945 (828269-A)
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FOR THE 13TH ANNUAL GENERAL MEETING ("13TH AGM")

Date	: Wednesday, 8 September, 2021
Time	: 10:00 a.m.
Broadcast Venue	: A-8, Block A, Level 8, Sunway PJ51A, Jalan SS9A/19, Seri Setia, 47300 Petaling Jaya Selangor.
Meeting Platform	: megacorp.com.my
MYNIC ID	: D1A018851

Voting via Digital Ballot Form at a Fully Virtual 13th AGM

1. **Shareholders will not be allowed to attend the 13th AGM in person at the Broadcast Venue on the day of the meeting.** Shareholders who wish to participate at the 13th AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/bJwrh6> (please refer to paragraph 4 below for further details). After the registration is validated and accepted, shareholders will receive an email with a link to grant access to the **Digital Ballot Form ("DBF")**.
2. With the DBF, you may exercise your right as a shareholder of the Company to participate (including to post questions to the Board / Management of the Company) and vote during the 13th AGM, at the comfort of your home or from any location.
3. Shareholders may use the Questions' Pane facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before the meeting via email to the following e-mail address in relation to the agenda items for the 13th AGM:
AGM-support.Censof@megacorp.com.my

Registration Procedure

4. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Live-Streaming session to participate and vote remotely during the 13th AGM online:
 - a. Open this link <https://vps.megacorp.com.my/bJwrh6>, or scan the QR code at the top right corner of this document, and submit all requisite details at least forty-eight (48) hours before the date of the 13th AGM.
 - b. Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the Meeting.
 - c. Alternatively, you may deposit your Proxy Form, duly completed with the proxy's email address and mobile phone number, at the office of the Poll Administrator: **Mega Corporate Services Sdn. Bhd.** at least forty-eight (48) hours before the Meeting.

Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or;
Submit via e-mail to:

AGM-support.Censof@megacorp.com.my

- d. For corporate shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.
- e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
 - i. **Meeting Link** - for the Live-Streaming Session
 - ii. **DBF** - for Voting Purposes

Record of Depositors ("ROD") for the 13th AGM

5. The date of ROD for the Meeting is 2nd September 2021. As such, only shareholders whose name appears on the ROD as at 2nd September 2021 shall be entitled to participate, speak and vote at the 13th AGM or appoint proxy(ies) / corporate representative(s) to participate, speak and vote on his / her behalf.

Poll Voting

6. The voting of the 13th AGM will be conducted by way of poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. Has been appointed by the Company as Scrutineers to verify the poll results.
7. Shareholders can proceed to vote on the resolutions and submit their votes during the voting period as stipulated in the DBF. Upon completion of the voting session at the 13th AGM, the Scrutineers will verify the poll results and thereafter the Chairman will announce the poll results for the resolutions.

Enquiry

If you have any enquiries on the above, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.

Email : AGM-support.Censof@megacorp.com.my
Tel : +60 (3) 2692 4271
Alfred : +60 (12) 912 2734
Hisham : +60 (12) 252 9136

(Before completing this form please refer to the notes below)

CENSOF HOLDINGS BERHAD
 Registration No.: 200801026945 (828269-A)
 (Incorporated in Malaysia)

CDS Account No.	
Number of Shares	

I/We NRIC No./Co. No./.....
 (Full name in Capital Letters)

Address
 (Full address)

being a member/members of **CENSOF HOLDINGS BERHAD**, hereby appoint the following person(s):-

NAME OF PROXY & ADDRESS	NRIC NO.	EMAIL ADDRESS	MOBILE NO.	(%)
1.				
2.				

or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at the Thirteenth Annual General Meeting of the Company to be held fully virtual through live streaming from the Broadcast Venue at A-8, Block A, Level 8, Sunway PJ51A, Jalan SS9A/19, Seri Setia, 47300 Petaling Jaya Selangor, on Wednesday, 8 September 2021 at 10.00 a.m. and at any adjournment thereof. My/our proxy/proxies is/are to vote as indicated below :-

ORDINARY RESOLUTION		FIRST PROXY		SECOND PROXY	
		FOR	AGAINST	FOR	AGAINST
1.	To approve the payment of Directors' Fees for the financial year ending 31 March 2022 and Meeting Allowance.				
2.	To re-elect Mr Ameer Bin Shaik Mydin who retires pursuant to Clause 86.				
3.	To re-elect Mr Boey Tak Kong who retires pursuant to Clause 86.				
4.	To re-elect Tan Sri Datuk Wira Dr. HJ. Mohd Shukor Bin HJ. Mahfar who retires pursuant to Clause 86.				
5.	To re-appoint Messrs Crowe Malaysia PLT as Auditors and to authorise the Directors to fix their remuneration.				
6.	Authority to allot shares pursuant to Section 75(1) of the Companies Act 2016.				
7.	Retention of Director as Independent Director of the Company: - Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain				
8.	Retention of Director as Independent Director of the Company: - Tuan Haji Ab. Gani Bin Haron				
9.	Retention of Director as Independent Director of the Company: - Mr. Boey Tak Kong				

(Please indicate with an "✓" or "X" in the spaces provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.)

.....
 Signature/Common Seal of Shareholder

Dated thisday of2021

Notes:-

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- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy.
- Where a member is an authorised nominee as defined under the Security Industry (Central Depositories) Act, 1991, it 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.
- A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
- The Form of Proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under its common seal or under the hand of the attorney.
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Registration No.: 200801026945 (828269-A)
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Dear Valued Shareholders,

Thank you for your continued support for Censof Holdings Berhad. We are pleased to inform you that Censof Holdings Berhad's Annual Report for the financial period ended 31 March 2021 is also available in printed version. Should you require a printed version of the Annual Report, please complete this form and fax it to (603) 7890 4670 or you could contact us at Helpdesk: (603) 7890 4800. Alternatively, you can send the completed form by post to the address below. A copy of the Annual Report can also be downloaded from our website at www.censof.com or by scanning the QR code.



Boardroom Share Registrars Sdn. Bhd.
[Registration No. 199601006647 (378993-D)]
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan

We shall forward a printed version of the Annual Report as soon as reasonably practicable after the receipt of your request.

Name (as in NRIC / Passport) :

NRIC No. / Passport No. :

Address :

.....

.....

Telephone No. :

Signature of Shareholder