



# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 31<sup>st</sup> Annual General Meeting of ACME HOLDINGS BERHAD ("The "Company" or "ACME") will be conducted on a fully virtual basis via online meeting platform at <https://agm.digerati.com.my/pasb-online> on Wednesday, 22 September 2021 at 10.30 a.m. for the following purposes:-

**AGENDA****As Ordinary Business:**

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| <ol style="list-style-type: none"> <li>To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2021 and the Reports of the Directors and Auditors thereon.</li> <li>To approve the payment of Directors' fees and Directors' benefits of up to RM100,000.00 for the financial year ending 31 March 2022.</li> <li>To re-elect Mr Ooi Soon Hong who retires in accordance with the Company's Constitution pursuant to Article 111 of the Company's Constitution.</li> <li>To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.</li> </ol> | <p><b>Please refer to Explanatory Notes</b></p> <p><b>Ordinary Resolution 1</b></p> <p><b>Ordinary Resolution 2</b></p> <p><b>Ordinary Resolution 3</b></p> |
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**As Special Business:**

- To consider and if thought fit, to pass with or without modifications the following resolution:-

**ORDINARY RESOLUTION****AUTHORITY TO ISSUE SHARES**

"That pursuant to Sections 75 & 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Main LR") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any right granted, to be issued from conversion of any securities, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 20% General Mandate")."

**Ordinary Resolution 4**

"THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2021."

"That with effect from 1 January 2022, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Paragraph 6.03 of the Main LR provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights grants, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer by the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 10% General Mandate")."

"That the Proposed 10% General Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, which is the earlier."

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter refer to as "Proposed General Mandates")

"That the Directors of the Company be and are hereby empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities."

"That authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandates with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities."

"And further that the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandates."

- To transact any other business for which due notices shall have been given in accordance with the Companies Act 2016.

By Order of the Board,

**WONG YEE LIN (MIA15898)**

SSM Practising No: 201908001793

**HING POE PYNG (MAICA 7053526)**

SSM Practising No: 202008001322

Joint Company Secretaries

Date: 23 August 2021

**Notes:**

- A Member entitled to attend and vote is entitled to appoint one or more proxies to attend, vote and speak in his stead, and a proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. The proxy so appointed shall be entitled to vote on any matter which may properly come before the meeting.
- A Member shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting. Where a Member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office, 51-8-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than 24 hours before the time for holding the Meeting or any adjournments thereof PROVIDED that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s). Proxy form via facsimile or electronic mail will not be accepted.
- For the purpose of determining a Member who shall be entitled to attend the meeting, the Company shall be requesting the Depository to issue a General Meeting Record of Depositors ("ROD") as at 10 September 2021. Only Depositors whose name appears on the ROD shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his behalf.
- All resolutions as set out in this notice of 31<sup>st</sup> Annual General Meeting are to be voted by poll.

**Explanatory Note on Ordinary Business****Item 1 of the Agenda**

To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and Auditors thereon.

This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require shareholders' approval for the audited financial statements. Therefore, this item will not be put forward for voting.

**Ordinary Resolution 1 – Payment of Directors' fees and Directors' benefits**

The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees and Directors' benefits on current financial year basis, calculated based on the number of scheduled Board and Committee meetings for financial year ending 2022 and assuming that all Directors will hold office until the end of the financial year. In the event the Directors' fees and Directors' benefits proposed is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees and benefits to meet the shortfall.

**Explanatory Note on Special Business****Ordinary Resolution 4 – Authority to issue shares**

The proposed Resolution 4, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2021. With effect from 1 January 2022, the Proposed 20% General Mandate will be reinstated to a 10% limit ("Proposed 10% General Mandate") according to Paragraph 6.03 of the Main LR.

The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This proposed Resolution 4 is a renewal of the previous year's mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval as to avoid incurring additional costs and time.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grants of rights to subscribe, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, the Company had issued 58,992,000 ordinary shares at an issue price of RM0.238 per ordinary share, pursuant to the mandate granted to the directors at the last Annual General Meeting held on 28 September 2020 and which will lapse at the conclusion of the 31<sup>st</sup> Annual General Meeting.

A renewal of this authority is being sought at the 31<sup>st</sup> Annual General Meeting under proposed Ordinary Resolution 4.

The details of the status of utilisation of proceeds for the private placement is as set out in pages 37 of the Annual Report 2021.

This authority if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

**PERSONAL DATA POLICY**

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the Annual General Meeting, and any adjournment thereof.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming Annual General Meeting.

The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the explanatory note on the proposed Ordinary Resolution 4 as stated in the Notice of Annual General Meeting of the Company for details.



## **ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL THIRTY-FIRST ANNUAL GENERAL MEETING (“31<sup>ST</sup> AGM”)**

Day & Date : Wednesday, 22 September 2021  
Time : 10.30 a.m.  
Online Meeting Platform : Online Meeting Platform via  
<https://agm.digerati.com.my/pasb-online>

### **PROCEDURES FOR RPV**

Members/proxies/corporate representatives who wish to participate the 31<sup>st</sup> Annual General Meeting (“AGM”) remotely using RPV must follow the following procedures:-

Step	Action	Procedure
A	To register as an user using the Registrar website: <a href="https://agm.digerati.com.my/pasb-online">https://agm.digerati.com.my/pasb-online</a>	<ul style="list-style-type: none"><li>● Complete the registration form.</li><li>● Upload your identity documents.</li><li>● Submit your registration form.</li><li>● You need to verify your email to complete the registration. (Please check your spam mailbox if you do not receive the email)</li><li>● You will receive an email upon successful or rejected registration.</li><li>● You may skip this step if you are already a registered user</li></ul>
B	To request for RPV	<ul style="list-style-type: none"><li>● Login your registered account at <a href="https://agm.digerati.com.my/pasb-online">https://agm.digerati.com.my/pasb-online</a></li><li>● Select “ACME 31<sup>ST</sup> AGM”.</li><li>● Read and agree to Terms &amp; Conditions then confirm the Declaration.</li><li>● Complete and submit the request form.</li><li>● You may appoint proxy(s) in the request form.</li><li>● You may pose your question, if any, to the Chairman/ Board in the request form.</li><li>● Registrar will verify your request against the ROD after closing time. Closing time for request submission will be 24 hours prior to the meeting. No request will be entertained after closing time.</li><li>● You and your proxy(s) will receive a notification email upon approval or rejection of RPV.</li><li>● In the case of approval, below links will be attached in the email.<ol style="list-style-type: none"><li>1. Broadcast link</li><li>2. E-Poll Form link</li></ol></li></ul>

## ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL THIRTY-FIRST ANNUAL GENERAL MEETING (“31<sup>ST</sup> AGM”) (con’t)

### PROCEDURES FOR RPV (con’t)

Step	Action	Procedure
B	On the day of AGM	<ul style="list-style-type: none"><li>● Login your registered account at <a href="https://agm.digerati.com.my/pasb-online">https://agm.digerati.com.my/pasb-online</a></li><li>● Access to Broadcast and E-Poll Form using the website or through email links</li><li>● If you have any question for the Chairman/Board, you may use the Q&amp;A section to text your question. If time permits, the Chairman/Board will try to respond to those relevant questions relating to the businesses which are submitted by remote participants.</li><li>● Submit your voting within a specific period of time once the Chairman announces that the voting is open.</li><li>● Voting will be closed upon the expiry of the voting period.</li><li>● Broadcast will be terminated upon the announcement of the poll result by the Chairman</li></ul>

### Enquiry

If you have any enquiry or require any assistance before or during the AGM, please contact the Share Registrar during office hours (Monday to Friday).

Plantation Agencies Sdn Berhad  
195501000033(2603-D)  
3rd Floor No. 2 Lebuhr Pantai  
10300 George Town  
Penang

Telephone : +604 2625333  
Fax : +604 2622018  
Email : [pasb\\_helpdesk@digerati.com.my](mailto:pasb_helpdesk@digerati.com.my)

If you face any problem joining the AGM, please contact the Technical Support.

Digerati Technologies Sdn. Bhd.

Telephone : +6016-9795956