



**NOTICE IS HEREBY GIVEN** that the Twenty-Sixth ("26th") Annual General Meeting of **Resintech Berhad** will be held on a fully virtual basis via online meeting platform <https://Dvote.my> provided by DVote Services Sdn. Bhd. in Malaysia on Friday, 24 September 2021 at 9.00 a.m. for the purpose of considering the following businesses:

**AGENDA****AS ORDINARY BUSINESS**

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|---|--|
| 1. To receive the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 March 2021.  | <i>Please refer to Explanatory Note 1</i>              |
| 2. To re-elect the following Directors, who retire in accordance with Clause 97 of the Constitution of the Company and being eligible offer themselves for re-election:<br>(i) Wei Hwei Hong<br>(ii) Dato' Hj. Razif Ratha Bin Abdullah | <i>Ordinary Resolution 1<br/>Ordinary Resolution 2</i> |
| 3. To approve the payment of Directors' Fees amounting of RM120,750 for the financial year ended 31 March 2021.   | <i>Ordinary Resolution 3</i>                           |
| 4. To approve the payment of Directors' Benefits payable to the Board of the Company and its subsidiaries up to an amount of RM250,000.00 for the period from 25 September 2021 until the conclusion of next Annual General Meeting.    | <i>Ordinary Resolution 4</i>                           |
| 5. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration.   | <i>Ordinary Resolution 5</i>                           |

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions with or without any modification:

**6. AUTHORITY TO ISSUE AND ALLOT SHARES**

**"THAT** subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Companies Act 2016 and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

*Ordinary Resolution 6*

**7. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

**"THAT** approval be and is hereby given to Mr. Kok Wee Wah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company."

*Ordinary Resolution 7*

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

**TAN KOK SIONG (SSM PC No. 202008001592 & LS 0009932)**

**TAN BEE HWA (SSM PC No. 202008001174 & MAICSA 7058049)**

Company Secretaries

Selangor Darul Ehsan

Dated this 26th day of August 2021

**Notes:**

- The 26th Annual General Meeting ("AGM") will be conducted on a fully virtual basis through electronic live streaming and online remote participation and voting ("RPV") facilities via online meeting platform at <https://Dvote.my> provided by DVote Services Sdn. Bhd.
- Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the AGM via RPV. Members, proxies and corporate representatives/attorneys will not be allowed to attend the AGM in person on the day of the AGM. Please follow the procedures for RPV provided in the Administrative Guide for the fully virtual AGM.
- A member is entitled to appoint not more than two (2) proxies to attend, participate, speak, and vote in his/her stead at the meeting. 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. Where a member appoints more than one (1) proxy, he shall specify the proportions of his/her holdings to be represented by each proxy, failing which the appointment shall be invalid.
- 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.
- Where a member is an authorised nominee as defined under the Securities 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.
- Where a member of the Company 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 the exempt authorised nominee appoints two (2) or more proxies to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- 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 Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time stipulated for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Clause 62 of the Constitution of the Company, a Record of Depositors as at 17 September 2021 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

**EXPLANATORY NOTES:****1. Item 1 of the Agenda – Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 March 2021**

The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Sections 248 and 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders and hence this item is not put forward for voting.

**2. Item 2 of the Agenda – Re-election of Directors [Resolutions 1 and 2]**

Ms Wei Hwei Hong and Dato' Hj. Razif Ratha Bin Abdullah are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 26th Annual General Meeting ("AGM").

The Board has through the Nomination Committee, considered the assessment of the Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

**3. Items 3 and 4 of the Agenda**

- **Payment of Directors' Fees [Resolution 3]**
- **Payment of Directors' Benefits [Resolution 4]**

Pursuant to Section 230(1) of the Companies Act 2016, the fee of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the AGM on the Directors' Benefits payable to the Board of the Company and its subsidiaries for the period from 25 September 2021 until the next Annual General Meeting ("Relevant Period").

The Directors' Benefits comprises the allowances payable to the Non-Executive Directors as set out below:

Description	Chairman RM	Non-Executive Directors RM
Meeting Allowance	3,000	8,000
Fixed Allowance	55,000	184,000

In determining the estimated total amount of the meeting allowance, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved in these meetings.

Payment of Directors' Benefits will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Resolution 4 has been passed at the AGM. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' Benefits on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

**4. Item 6 of the Agenda – Authority to Issue Shares [Resolution 6]**

The proposed Ordinary Resolution 6, if passed, will give flexibility to the Directors of the Company to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of next Annual General Meeting of the Company.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

This is the renewal of the mandate obtained from the members at the last AGM ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

**5. Item 7 of the Agenda – Continuing in Office as Independent Non-Executive Director [Resolution 7]**

The Nomination Committee and the Board had assessed the independence of Mr. Kok Wee Wah, who had served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and thus, the Board recommended him to continue in office as Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), and thus, he would be able to provide check and balance and bring an element of objectivity to the Board;
- he is familiar with the Company's business operations and is able to advise the Board diligently on business legacy matters before the change in controlling interest;
- he was not appointed by the current controlling shareholder and hence the issue on special relationship with or loyalty to the controlling shareholder does not arise;
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making by actively participated in board discussion and provided an independent voice to the Board; and
- he has exercised his due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and the shareholders.



## RESINTECH BERHAD

[Registration No. 199501012460 (341662-X)]  
(Incorporated in Malaysia)

### **ADMINISTRATIVE GUIDE FOR THE TWENTY-SIXTH ANNUAL GENERAL MEETING**

- Date : Friday, 24 September 2021
- Time : 9:00 a.m.
- Meeting Platform : Dvote Online website at <https://Dvote.my>
- Depository of Form of Proxy : **(i) In hard copy form**  
Boardroom Share Registrars Sdn. Bhd.  
11th Floor, Menara Symphony,  
No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13,  
46200 Petaling Jaya,  
Selangor Darul Ehsan, Malaysia
- (ii) By electronic means**  
To be sent via e-mail to:  
[dvoteservice@gmail.com](mailto:dvoteservice@gmail.com)

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#### **MODE OF MEETING**

As a result of the implementation of phase 1 of the National Recovery Plan by the Malaysian Government and the updated Guidance and FAQs on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 16 July 2021 ("SC Guidance Note"), the Company wishes to inform that the 26th Annual General Meeting will be conducted on a fully virtual basis through electronic live streaming and online remote voting using the Remote Participation and Voting ("RPV") Facilities (collectively referred hereinafter as "Virtual 26th AGM") provided by Dvote Services Sdn. Bhd. in Malaysia via its website at <https://Dvote.my> on Friday, 24 September 2021 at 9.00 a.m. and there would be no physical meeting venue.

The above decision is made pursuant to Section 327 of the Companies Act 2016 and Clause 59 of the Constitution of the Company. The meeting platform is the venue of the Virtual 26th AGM and is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 and SC Guidance Note.

Pursuant to the SC Guidance Note, all meeting participants including the Chairman of the meeting, Board of Directors, Senior Management and Shareholders/Proxies are required to participate in the meeting online. Physical gatherings no matter how small are prohibited.

In line with the Malaysian Code on Corporate Governance Practice 13.3, conducting a Virtual 26th AGM, would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. With the RPV Facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the Virtual 26th AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the Virtual 26th AGM.

#### **ENTITLEMENT TO PARTICIPATE AND VOTE**

In respect of deposited securities, only members whose names appear in the **Record of Depositors as at 17 September 2021** (General Meeting Record of Depositors) shall be eligible to participate the Virtual 26th AGM or appoint proxy/proxies to participate and/or vote on his/her behalf.

## FORM(S) OF PROXY

Shareholders who are unable to participate in our Virtual 26th AGM are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy.

The appointment of proxy may be made in hard copy or in electronic form. The instrument appointing a proxy must be submitted in the following manners, at least forty-eight (48) hours before the time stipulated for holding the meeting or any adjournment thereof :-

<b>In hard copy form</b>	OR	<b>By electronic means</b>
To be deposited at Boardroom Share Registrars Sdn. Bhd. 11th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan, Malaysia		To be sent via e-mail to : <a href="mailto:dvoteservice@gmail.com">dvoteservice@gmail.com</a>

## REVOCAION OF PROXY

If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in the Virtual 26th AGM by yourself, please write in to [dvoteservice@gmail.com](mailto:dvoteservice@gmail.com) to revoke the earlier appointed proxy forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

## VOTING PROCEDURE

The voting at the Virtual 26th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Dvote Services Sdn. Bhd. ("Dvote") as Poll Administrator to conduct the poll by way of electronic voting or online remote voting ("e-voting").

Kindly refer to item (2) below of the Procedures for RPV Facilities for guidance on how to vote remotely from Dvote Online website at <https://Dvote.my>.

During the Virtual 26th AGM, the Chairman of the Meeting will invite the Poll Administrator to brief on the e-Polling housekeeping rules. The voting session will commence as soon as the Chairman of the Meeting calls for the poll to be opened and until such time when the Chairman of the Meeting announces the closure of the poll.

For the purposes of the Virtual 26th AGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

Upon the conclusion of the poll session, the Scrutineers will verify the poll results followed by the declaration by the Chairman of the Meeting whether the resolutions put to vote were successfully carried or not.

Kindly follow the steps below on how to register, request for login ID and password:-

### 1. REMOTE PARTICIPATION AND E-VOTING FACILITIES

Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "Participate") remotely at the Virtual 26th AGM using RPV Facilities provided by Dvote via its Dvote Online website at <https://Dvote.my>. Please refer to Procedure for RPV Facilities.

### 2. PROCEDURES FOR RPV FACILITIES

Member(s) / proxy(ies) / corporate representative(s) / attorney(s) who wish to participate in the Virtual 26th AGM remotely using the RPV Facilities are to follow the requirements and procedures as summarised below:

<b>BEFORE MEETING DAY - USER REGISTRATION</b>		
	<b>Procedure</b>	<b>Action</b>
(a)	Sign-up as a user with <b>Dvote Online</b>	<ul style="list-style-type: none"> <li>• Access the website at <a href="https://Dvote.my">https://Dvote.my</a>.</li> <li>• Click on <b>Sign up</b> to register as a new user with Dvote Online.</li> <li>• Complete registration and upload soft copy of Malaysia Identification Card (front and back) or passport (foreigner(s)).</li> </ul> <p>You will be notified via email once your user registration is accepted/rejected by Dvote Online.</p> <p><i>Note: If you are already a user with Dvote Online, you are not required to sign-up again. You may proceed to sign-in using your email address and password.</i></p>
(b)	Register Meeting with <b>Dvote Online</b>	<ul style="list-style-type: none"> <li>• Registration for Remote Participation will remain open from 21 September 2021 until the commencement of the polling during the Virtual 26th AGM.</li> <li>• Log in to <a href="https://Dvote.my/user-login">https://Dvote.my/user-login</a> with your user ID (i.e.: email address) and password.</li> <li>• Select event: <b>RESINTECH BERHAD – 26th Annual General Meeting</b> and click <b>Register</b>.</li> <li>• You will receive an email notifying on your registration for the remote participation and verification.</li> </ul> <p>Once your registration has been verified against the Record of Depositors as at 17 September 2021 you will be notified via email whether your request for remote participation is approved/rejected.</p> <ul style="list-style-type: none"> <li>• If approved, you will receive an invitation email together with the meeting link to <b>Join Meeting</b>.</li> </ul>

<b>ON THE DAY OF VIRTUAL 26TH AGM</b>		
	<b>Procedure</b>	<b>Action</b>
(a)	Join the Live Stream Meeting	<ul style="list-style-type: none"> <li>• Click on <b>Join Meeting</b> link in the invitation email and you will be directed to the live streaming room.</li> <li>• You are advised to log in early, at least 20 minutes, before the Meeting time.</li> </ul>
(b)	Post Questions during Live Streaming	<ul style="list-style-type: none"> <li>• If you have any question(s) for the Board of Directors, you may use the <b>Post Question</b> box to transmit your question(s).</li> </ul>
(c)	Online Voting during Live Streaming	<ul style="list-style-type: none"> <li>• Click on <b>Proceed to Vote</b>, to cast your votes for each resolution(s).</li> <li>• Review your casted votes, confirm and submit your votes.</li> </ul>

**Notes to users of the RPV Facilities:**

- (i) The quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection at the location of the user and the device of the user.
- (ii) Users are advised to allow themselves ample time to complete the log in process in advance of the meeting.
- (iii) In the event you encounter any issues with logging-in, connection to live streamed meeting or online voting on the meeting day, kindly call +603-2276 6138 and email to [Dvoteservice@gmail.com](mailto:Dvoteservice@gmail.com) for assistance.

## **APPOINTMENT OF PROXY(IES)/CORPORATE REPRESENTATIVE(S)/ATTORNEY(S)**

A member who has appointed a proxy(ies) / authorised representative(s) / attorney(s) to participate in the Virtual 26th AGM via RPV Facilities must request his/her proxy(ies) / authorised representative(s) / attorney(s) to register himself / herself for RPV Facilities via Dvote Online website at <https://Dvote.my>.

## **NO DOOR GIFTS OR FOOD VOUCHERS**

There will be no distribution of food vouchers or door gifts during the Virtual 26th AGM as the meeting is conducted on a fully virtual basis.

## **NO RECORDING OR PHOTOGRAPHY**

Strictly no recording or photography of the Virtual 26th AGM proceedings is allowed.

## **ENQUIRY**

If you have any enquiry relating to the meeting or Agenda of 26th AGM prior to the meeting, please contact the following Company's representative during office hours from Monday to Friday (except for public holiday) :-

Contact Person : Ms Wei Hwei Hong  
Telephone No. : +603 3122 2422 / 2428  
Email : [welcome@resintechmalaysia.my](mailto:welcome@resintechmalaysia.my)

If you have any enquiry(ies) relating to the Administrative Guide for the Virtual 26th AGM, RPV Facilities or encounters issues with the pre-registration, log in, steps to connect to live streaming and online voting, please contact Dvote during office hours from Monday to Friday (except for public holiday) :-

### **Dvote Services Sdn. Bhd.**

Lot 9-7, Menara Sentral Vista  
No. 150, Jalan Sultan Abdul Samad  
Brickfield, 50470 Kuala Lumpur

Contact Person : Mr Hugo Wong / Ms Sangetha  
Telephone No. : +603-2276 6138  
Email : [Dvoteservice@gmail.com](mailto:Dvoteservice@gmail.com)

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate and comply with any requirements or recommendation of any government agencies from time to time.

Kindly check the Company's website or announcements from time to time for the latest updates on the status or changes to the Virtual 26th AGM's arrangement.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.