



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting ("40th AGM") of Brem Holding Berhad ("Brem" or "the Company") will be held on a fully virtual basis via live streaming and online remote voting via Remote Participation and Voting facilities provided by Dvot Services Sdn. Bhd. in Malaysia via its website at <https://Dvotv.my> on Tuesday, 28 September 2021, at 10.30 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing with or without modification the following businesses:

- To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and the Auditors thereon. (Please Refer Note 10 (a))
- To approve the payment of Directors' fees of RM102,500 in respect of the financial year ended 31 March 2021. (Resolution 1)
- To approve the payment of Directors' benefits up to an amount of RM200,000 from the 40th AGM until the 41st AGM of the Company, or at any adjournment thereof. (Resolution 2)
- To re-elect the following directors who are retiring pursuant to Clause 114 of the Constitution of the Company and being eligible, have offered themselves for re-election: (Resolution 3)
 - Low Yew Hwa (Resolution 3)
 - Khoo Hui Giok (Resolution 4)
- To re-appoint Messrs. Baker Tilly Monteiro Heng PLT. as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)
- As Special Businesses: -
To consider and, if thought fit, to pass the following Ordinary Resolutions: -

(a) Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016 (Resolution 6)

"THAT subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of any other relevant governmental/regulatory bodies where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares in the Company, to such persons, at any time 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 issued does not exceed ten percent (10%) of the total number of issued shares for the time being of the Company AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."

(b) Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Resolution 7)

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given for the Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate") for the Company and/or its subsidiary companies ("the Group") to enter into and to give effect to the category of Recurrent Related Party Transactions of a Revenue or Trading nature from time to time with the Related Party as specified in Part A - Section 1.4 of the Circular to Shareholders dated 30 August 2021 ("Circular") provided that such transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public; and
- are not prejudicial to the minority shareholders of the Company.

THAT such approval shall continue to be in force until: -

- the conclusion of the next AGM of the Company following this at which time the Proposed Shareholders' Mandate is passed, at which time it will lapse unless by a resolution passed at a general meeting, the authority is renewed; or
- the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- is revoked or varied by resolution passed by shareholders in a general meeting,

whichever is earlier,

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

(c) Proposed Renewal of Authority for Share Buy-Back (Resolution 8)

"THAT, subject to compliance with Section 127 of the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws and regulations, the Company be and is hereby authorised to allocate an amount not exceeding the total available retained profits of the Company for the purpose of and to purchase such amount of ordinary shares in the Company ("Proposed Purchase") as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;

AND THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to retain the shares as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder AND THAT the Directors are further authorised to resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends to the Company's shareholders or to deal with the treasury shares in the manners as allowed by the Act;

AND THAT the Directors be and are hereby empowered to carry out the above immediately upon the passing of this resolution and from the date of the passing of this resolution until:

- the conclusion of the next AGM of the Company, following this at which time the authority shall lapse unless by an ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders at a general meeting,

whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provision of the Listing Requirements and any other relevant authorities AND THAT authority be and is hereby given to Directors of the Company to take all steps as are necessary and/or to do all such acts and things as the Directors deem fit and expedient in the interest of the Company to give full effect to the Proposed Purchase with full powers to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed by the relevant authorities."

(d) Continuing in Office of Mr. Wong Miow Song as Independent Non-Executive Director (Resolution 9)

"THAT approval be and is hereby given to Mr. Wong Miow Song who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next AGM."

- To transact any other business for which due notice shall have been given.

**By Order of the Board,
ANDREA HUONG JIA MEI (MIA 36347)(SSM PC No.20200803125)
Company Secretary**

Kuala Lumpur
30 August 2021

Notes:

- Due to unprecedented circumstances arising from the total lockdown and measures that have been implemented nationally by the Malaysian Government to curb the spread of COVID-19 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 40th AGM of the Company will be conducted on a fully virtual basis through live streaming and online remote voting using the Remote Participation and Voting ("RPV") Facilities provided by Dvot Services Sdn. Bhd. in Malaysia via its website at <https://Dvotv.my>. Please refer to Administrative Guide for the 40th AGM.
- Members/proxies will not be allowed to attend the 40th AGM in person on the day of the meeting. 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 40th AGM via the Remote Participation and Voting facilities ("RPV") provided by Dvot Services Sdn. Bhd. in Malaysia via its website at <https://Dvotv.my>. Please refer to Administrative Guide for the 40th AGM.
- A member of the Company entitled to attend and vote remotely at this meeting is entitled to appoint up to two (2) proxies to attend, speak (including posing questions to the Board via real time submission of typed texts and vote (collectively, "participate") instead of him/her. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an Exempt Authorised Nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act, 1991 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 EAN may appoint in respect of each omnibus account it holds.
- Where a Member is an Authorised Nominee, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares standing to the credit of the said Securities Account.
- In the case of a corporate body, the proxy appointed must be in accordance with the Constitution and the instrument appointing a proxy shall be given under the Company's Common Seal or under the hand of the officer or attorney duly authorised.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or at any adjourned general meeting at which the person named in the appointment proposes to vote:
 - In hard copy form**
The proxy form must be deposited at the office of the Poll Administrator, Dvot Services Sdn Bhd at Lot 9-7 Menara Sentral Vista, No. 150 Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur either personally or by post.
 - By electronic means via electronic mail**
The proxy form can be electronically lodged with the Poll Administrator of the Company by electronic mail to dvotsevice@gmail.com

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 AGM as his/hers proxy.

- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("MMLR") of Bursa Securities, all the Resolutions set out in this Notice will be put to vote by poll.
- General Meeting Record of Depositors**
For purposes of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depositors Sdn Bhd to calculate based on the number of scheduled Board and Board Committee Meeting from 29 September 2021 (being the day after the 40th AGM) until the 41st AGM. In the event, the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.
- Retirement of Directors**
Clause 114 of the Constitution of the Company states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once in three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.
- Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**
Resolution No. 6 is to seek a renewal of the general mandate for the issue of new ordinary shares pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by shareholders at the AGM last year ("the previous mandate"). As at the date of this Notice, the Company did not allot any shares pursuant to the previous mandate.

The proposed Resolution No. 6, if passed, will empower the Directors of the Company to issue and allot new shares in the Company at any time and for such purposes as the Directors considered would be in the interests of the Company up to an aggregate not exceeding ten percent (10%) of the total number of issued shares 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 or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

The renewed mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding investment projects), working capital and/or acquisition.

(e) Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Resolution No. 7, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and are on terms not more favourable to the related parties than those generally available to the public and shall lapse at the conclusion of the next AGM unless authority for its renewal is obtained from the shareholders of the Company at a general meeting. For further information, please refer to Part A of the Circular to Shareholders dated 30 August 2021, which is circulated together with this Annual Report.

(f) Proposed Renewal of Authority for Share Buy-Back

Resolution No. 8, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the issued shares of the Company. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM. For further information, please refer to Part B of the Circular to Shareholders dated 30 August 2021 which is circulated together with this Annual Report.

(g) Resolution No. 9

The proposed Ordinary Resolution No. 9, if passed, will allow Mr. Wong Miow Song to be retained as Independent Non-Executive Director ("INED") of the Company. The Board of Directors had, wide the Nomination Committee, assessed the independence of Mr. Wong Miow Song, who has served as INED of the Company for a cumulative term of more than twenty (20) years and recommended him to continue to act as an INED of the Company. The justifications of the Board of Directors for recommending and supporting the resolutions for him continuing in office as INED are set out under the Corporate Governance Overview Statement in the Company's 2021 Annual Report.

Resolution No. 9, if passed, will authorise Mr. Wong Miow Song to continue in office as INED of the Company until the conclusion of the next AGM of the Company.



**ADMINISTRATIVE GUIDE FOR THE
FORTIETH ANNUAL GENERAL MEETING (“40th AGM”)**

- Date : Tuesday, 28 September 2021
- Time : 10:30 a.m.
- Meeting Platform : Dvote Online website at <https://Dvote.my>
- Depository of Form of Proxy : **(i) In hard copy form**
Poll Administrator,
Dvote Services Sdn Bhd
Lot 9-7 , Menara Sentral Vista,
No. 150 Jalan Sultan Abdul Samad,
Brickfields, 50470 Kuala Lumpur
- (ii) By electronic means**
To be sent via e-mail to:
dvoteservice@gmail.com

MODE OF MEETING

Due to unprecedented circumstances arising from the total lockdown and measures that have been implemented nationwide by the Malaysian Government to curb the spread of COVID-19 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 40th Annual General Meeting will be conducted on a fully virtual basis through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) Facilities (collectively referred hereinafter as “Virtual 40th AGM”) provided by Dvote Services Sdn. Bhd. in Malaysia via its website at <https://Dvote.my> on Tuesday, 28 September 2021 at 10.30 a.m..

The above decision was made pursuant to Section 327 of the Companies Act 2016 and Clause 58 of the Constitution of the Company. The online meeting platform can be recognised as the meeting venue of the 40th AGM under 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 40th 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 40th AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the Virtual 40th AGM.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the **Record of Depositors as at 21 September 2021** (General Meeting Record of Depositors) shall be eligible to participate the Virtual 40th 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 40th 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 for holding the meeting or any adjournment thereof :-

In hard copy form	OR	By electronic means
To be deposited at office of the Poll Administrator, Dvote Services Sdn Bhd Lot 9-7 , Menara Sentral Vista, No. 150 Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur		To be sent via e-mail to : dvoteservice@gmail.com

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 40th AGM by yourself, please write in to 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 40th 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 40th 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 40th 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 40th 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 40th AGM remotely using the RPV Facilities are to follow the requirements and procedures as summarised below:

BEFORE MEETING DAY - USER REGISTRATION		
	Procedure	Action
(a)	Sign-up as a user with Dvote Online	<ul style="list-style-type: none"> Access the website at https://Dvote.my. Click on Sign up to register as a new user with Dvote Online. Complete registration and upload soft copy of Malaysia Identification Card (front and back) or passport (foreigner(s)). <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 Dvote Online	<ul style="list-style-type: none"> Registration for Remote Participation will remain open from 23 September 2021 until the commencement of the polling during the Virtual 40th AGM. Log in to https://Dvote.my/user-login with your user ID (i.e.: email address) and password. Select event: BREM HOLDING BERHAD – 40th Annual General Meeting and click Register. You will receive an email notifying on your registration for the remote participation and verification. <p>Once your registration has been verified against the Record of Depositors as at 21 September 2021, you will be notified via email whether your request for remote participation is approved/rejected.</p> <ul style="list-style-type: none"> If approved, you will receive an invitation email together with the meeting link to Join Meeting.

ON THE DAY OF VIRTUAL 40th AGM		
	Procedure	Action
(a)	Join the Live Stream Meeting	<ul style="list-style-type: none"> Click on Join Meeting link in the invitation email and you will be directed to the live streaming room. You are advised to log in early, at least 20 minutes, before the Meeting time.
(b)	Post Questions during Live Streaming	<ul style="list-style-type: none"> If you have any question(s) for the Board of Directors, you may use the Post Question box to transmit your question(s).
(c)	Online Voting during Live Streaming	<ul style="list-style-type: none"> Click on Proceed to Vote, to cast your votes for each resolution(s). Review your casted votes, confirm and submit your votes.

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 for assistance.

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

A member who has appointed a proxy(ies) / corporate representative(s) / attorney(s) to participate in the Virtual 40th AGM via RPV Facilities must request his/her proxy(ies) / corporate 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 40th AGM as the meeting is conducted on a fully virtual basis.

NO RECORDING OR PHOTOGRAPHY

Strictly no recording or photography of the Virtual 40th AGM proceedings is allowed.

ENQUIRY

If you have any enquiry relating to the meeting or Agenda of 40th AGM prior to the meeting, please contact the following Company's representatives during office hours from Monday to Friday (except for public holiday) :-

Contact Person : Mr. Marcus Neoh / Ms. M.C.Lee
Telephone No. : +603-7958 7888
Email : corporate@bremholding.com

If you have any enquiry(ies) relating to the Administrative Guide for the Fully Virtual 40th AGM, RPV Facilities or encounters issues with the pre-registration, log in, steps to connect to live streaming and online voting, please contact Dvote Services Sdn. Bhd. 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

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 40th AGM's arrangement.

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