



**KARYON INDUSTRIES BERHAD**  
[Registration No. 200301010377 (612797-T)]  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 18th Annual General Meeting (“AGM”) of KARYON INDUSTRIES BERHAD (“the Company”) will be held on a fully virtual basis through Remote Participation and Voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia via its TIH online website at <https://tjh.online> on **Friday, 8 October 2021 at 2.00 p.m.** for the following purposes:

**AGENDA**

**ORDINARY BUSINESS:**

- To receive the Audited Financial Statements for the financial year ended 31 March 2021 and the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ Fees amounting to RM505,167-00 for the financial year ended 31 March 2021.
- To approve the payment of Directors’ benefits payable to the Directors of the Company up to RM80,000-00 from 9 October 2021 until the conclusion of the next AGM in 2022.
- To re-elect the following Directors who retire by rotation in accordance with Clause 76(3) of the Constitution of the Company:
  - Mr See Hock Chuan
  - Mr Low Chiun Yik
  - Ms Kok Lee Nee
- To re-elect the following Directors who retire in accordance with Clause 78 of the Constitution of the Company:
  - Mr Yeoh Eng How
  - Mr Yeoh Chin Kiang
- To re-appoint Messrs BDO PLT as Auditors of the Company for the financial year ending 31 March 2022 and to authorise the Board of Directors to fix their remuneration.

Please refer to Explanatory Notes No. 1  
**Resolution 1**  
**Resolution 2**  
**Resolution 3**  
**Resolution 4**  
**Resolution 5**  
**Resolution 6**  
**Resolution 7**  
**Resolution 8**

**SPECIAL BUSINESS:**

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

**7. PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“PROPOSED Authority”)**

**Resolution 9**

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) 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 any 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 absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, 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”).

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 Listing Requirements provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, 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 of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed 10% General Mandate”).

THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

- the conclusion of the next AGM of the Company held after the approval was given;
  - 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,
- whichever is the earlier.

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter refer to as “Proposed General Mandate”).

THAT the Directors of the Company be and are hereby also 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 Mandate 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 Mandate.

- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of The Board

**KARYON INDUSTRIES BERHAD**

**YONG MAY LI (LS NO. 0000295)**

(SSM Practising Certificate No. 202008000285)

Company Secretary

Johor Bahru

30 August 2021

**Notes:**

**1. IMPORTANT NOTICE**

As part of the initiatives to curb the spread of Coronavirus Disease 2019 (“COVID-19”), the AGM will be conducted as a fully virtual meeting with online remote voting via RPV provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia via its TIH Online website at <https://tjh.online>. Please follow the procedures provided in the Administrative Guide for the AGM which is available on the Company’s website in order to register, participate and vote remotely via the RPV.

In view of the COVID-19 pandemic and further to the Guidance Note And FAQs On The Conduct of General Meetings For Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (Revised: 16 July 2021), listed issuers are only allowed to conduct fully virtual general meetings during the Phase One of the National Recovery Plan. A fully virtual general meeting is conducted online where all meeting participants including the Chairman of the meeting, board members, senior management and shareholders participate in the meeting online.

The main venue of the AGM for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the Meeting to be at the main venue, is the TIH Online meeting platform provided by Tricor in Malaysia.

- For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 30 September 2021. Only a member whose name appears on this Record of Depositors shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
  - A member entitled to attend and vote at this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
  - A member of the Company who is entitled to attend and vote at an AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the AGM.
  - If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
  - Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds in 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 (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 refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.
  - Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
  - A member who has appointed a proxy or attorney or corporate representative to attend and vote via RPV at this AGM must request his/her proxy or attorney or corporate representative to REGISTER himself/herself for RPV at Tricor’s TIH Online website at <https://tjh.online>. Please follow the Procedures for RPV in the Administrative Guide Issued by the Company.
  - 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 adjourned AGM at which the person named in the appointment proposes to vote:
    - In hard copy form  
In the case of an appointment made in hard copy form, this Proxy Form must be deposited at the Registered Office of the Company situated at Suite 1301, 13<sup>th</sup> Floor, City Plaza, Jalan Tebrau 80300 Johor Bahru, Johor.
    - By electronic means via facsimile  
In the case of an appointment made by facsimile transmission, this Proxy Form must be received via facsimile at 07-3328096.
    - By electronic means via email  
In the case of an appointment made via email transmission, this Proxy Form must be received via email at [js.enquiry@my.tricorglobal.com](mailto:js.enquiry@my.tricorglobal.com).
  - For options (ii) and (iii), the Company may request any member to deposit original executed Proxy Form to its registered office before or on the day of meeting for verification purpose.
    - By electronic means via TIH Online  
In the case of an appointment made via TIH Online, this Proxy Form must be deposited via TIH Online at <https://tjh.online> (applicable to individual member only). Kindly refer to the Administrative Details on the procedure for electronic lodgement of Proxy Form via TIH Online.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office of the Company situated at Suite 1301, 13<sup>th</sup> Floor, City Plaza, Jalan Tebrau 80300 Johor Bahru, Johor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
  - Please ensure ALL the particulars as required in this Proxy Form are completed, signed and dated accordingly.
  - Last date and time for lodging this Proxy Form is **2.00 p.m., 6 October 2021 (Wednesday)**.
  - For a corporate member who has appointed an authorised representative instead of a proxy to attend this meeting, please submit the **Original / Duly Certified** certificate of appointment executed in the manner as stated in this Proxy Form if this has not been lodged at the Company’s registered office earlier. The certificate of appointment of authorised representative should be executed in the following manner:

- If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the Constitution of the corporate member.
- If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
  - at least two (2) authorised officers, of whom one shall be a director; or
  - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

**Explanatory Notes:**

- Item 1 of the Agenda**  
**To receive the Audited Financial Statement**  
The Audited Financial Statements under this Agenda is meant for discussion only as the provisions of Sections 248(2) and 340(1) of the Companies Act 2016 do not require a formal approval of the Shareholders. Hence, this Agenda item is not put forward for voting by shareholders of the Company.
  - Item 3 of the Agenda**  
**Ordinary Resolution 2**  
**Directors’ Benefits from 9 October 2021 until the conclusion of the next AGM in 2022**  
The total estimated benefits payable comprised of meeting fees and Directors’ liability insurance for the Directors of the Company from 9 October 2021 until the conclusion of the next AGM in 2022.
  - Item 4 and 5 of the Agenda**  
**Ordinary Resolution 3, 4, 5, 6 and 7**  
**Re-Election of Directors**  
Mr See Hock Chuan, Mr Low Chiun Yik, Ms Kok Lee Nee, Mr Yeoh Eng How and Mr Yeoh Chin Kiang are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 18<sup>th</sup> AGM.  
The Board has through the Nominating Committee, had considered and assessed the retiring Directors and agreed that they meet the qualification of Directors as prescribed by Paragraph 2.20A of the Listing Requirements and have the character, experience, integrity, competence and time to effectively discharge their roles as Directors.
  - Item 6 of the Agenda**  
**Ordinary Resolution 8**  
**Re-Appointment Of Auditors**  
The Board has through the Audit Committee, considered the re-appointment of BDO PLT as the Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the 18<sup>th</sup> AGM are disclosed in the Audit Committee Report of the 2021 Annual Report.
- Special Business:**
- Item 7 of the Agenda**  
**Ordinary Resolution 9**  
**Proposed Authority to Allot and issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
The Proposed Ordinary Resolution 9 under Item 7, 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, convert any securities into 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 Listing Requirements.  
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.  
The Board of Directors of the Company is of the view that the Proposed 20% General Mandate is in the best interest of the Company and its shareholders as:  
    - Amid the unprecedented uncertainty surrounding the recovery of the COVID-19 pandemic, this Proposed 20% General Mandate provides the Company flexibility to raise funds quickly and efficiently during this challenging time to meet its funding requirements for working capital, operational expenditure or for a new business opportunity.
    - To provide additional relief to the Company cashflow to support the business operations in view of the tougher economic environment that arose from the COVID-19 pandemic.
- 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 grant of rights to subscribe for shares, 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 did not implement its proposal for new allotment of shares under the general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by the shareholders at the 17<sup>th</sup> AGM held on 9 October 2020 and will lapse at the conclusion of the 18<sup>th</sup> AGM. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.