

# NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING



[Company No.: 200701021012 (779028-H)]

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting (“AGM”) of the Company will be conducted on a virtual basis at the Broadcast venue at PTD 109444, Jalan Sengkang, Kawasan Perusahaan Sri Sengkang, 81000 Kulai, Johor, Malaysia on Tuesday, 28 September 2021 at 2.00 p.m. for the purpose of transacting the following businesses: -

## AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 April 2021 together with the Directors’ and Auditors’ Reports thereon.
2. To approve the payment of Directors’ fees and benefits up to RM66,000 from this AGM until the next AGM of the Company. **Ordinary Resolution 1**
3. To re-elect the following Directors retiring pursuant to Article 86 of the Company’s Constitution and being eligible, have offered themselves for re-election: -
  - (i) Dato’ Sri Lee Hock Seng **Ordinary Resolution 2**
  - (ii) Dato’ Sri Lee Hock Chai **Ordinary Resolution 3**
4. To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

## AS SPECIAL BUSINESS

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

### 5. AUTHORITY TO ISSUE SHARES

“THAT pursuant to Section 75 and 76 of the Companies Act 2016 (“Act”) and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue 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 issued pursuant to this resolution does not exceed twenty (20) per cent of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.” **Ordinary Resolution 5**

## NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING (CONT'D)

### 6. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

“THAT subject to compliance with all applicable rules, regulations and orders made pursuant to the Act, provisions in the Company’s Constitution, the Listing Requirements of Bursa Securities and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of the Company (“**Proposed Renewal of Share Buy-Back**”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company PROVIDED THAT:-

*Ordinary  
Resolution 6*

- (i) the aggregate number of shares purchased or held does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the unappropriated profit of the Company. As at the latest financial year ended 30 April 2021, the audited unappropriated profit of the Company stood at RM4,686,928;
- (iii) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:-
  - (a) at the conclusion of the next AGM of the Company following the general meeting in which the authorisation is obtained, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
  - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first;

AND THAT upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manners:-

- (a) to cancel the ordinary shares so purchased; or
- (b) to retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancelled; or
- (c) to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; or
- (d) in any other manner prescribed by the Act, rules, regulations and orders made to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

## NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING (CONT'D)

AND THAT the Board of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interest of the Company.”

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 0799845)**  
**M. Chandrasegaran A/L S. Murugasu (MAICSA 0781031)**  
**Ng Chye Huat (MIA No.14186)**  
Company Secretaries  
Kuala Lumpur

30 August 2021

### Notes:-

#### *General Meeting Record of Depositors*

For the purpose of determining a member who shall be entitled to attend, speak and vote at the Fourteenth AGM, the Company shall be requesting the Record of Depositors as at 22 September 2021. Only a depositor whose name appears on the Record of Depositors as at 22 September 2021 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

#### *Appointment of Proxy(ies)*

1. The broadcast venue is strictly 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. No shareholders/ proxies from the public will be physically present at the meeting venue. Shareholders who wish to participate in the Fourteenth AGM will therefore have to register via the link [www.agm.virtualeagm.com.my](http://www.agm.virtualeagm.com.my) or email to [enquiry@virtualeagm.com](mailto:enquiry@virtualeagm.com). Kindly refer to the annexure of the Administrative Guide for further information.
2. A member entitled to attend and vote at the meeting is entitled to appoint a maximum of two proxies to attend and vote in his/her stead, and that a proxy need not be a member of the Company.
3. The appointment of two (2) proxies shall be invalid unless the proportion of the shareholding to be represented by each proxy is specified.
4. If the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. Where a member of the Company is an authorized nominee as defined in accordance with the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy but not more than two proxies for each securities account which it holds and the shares of the Company standing to the credit of the said securities account.
6. 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.

## **NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING (CONT'D)**

7. The instrument appointing a proxy(ies) shall be in writing, deposited at the Poll Administrator's office at AI Smartual Learning Sdn Bhd at 1-23-5, Menara Bangkok Bank, Berjaya Central Park, Jalan Ampang, 50450 Kuala Lumpur, Malaysia or email to enquiry@virtualeagm.com or register directly at the link www.agm.virtualeagm.com.my not less than forty-eight (48) hours before the time appointed for holding the meeting i.e. 26 September 2021 at 2.00 p.m. or any adjournment thereof, will not preclude the member from attending, speaking and voting at the Fourteenth AGM should the member subsequently wishes to do so. For further information on the electronic submission of proxy form, kindly refer to the Administrative Guide.
8. By submitting the duly executed proxy form, a 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 this meeting and any adjournment thereof.

### **Explanatory Notes on Special Business**

#### **Ordinary Resolution 5 – Authority to Issue Shares**

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 75 and 76 of the Act at the Fourteenth AGM of the Company.

Bursa Securities had vide its directive letter dated 16 April 2020, allowed a listed corporations to seek higher general mandate under paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities from the existing 10% to not more than 20% of the total number of issued shares (excluding treasury shares) (“**20% General Mandate**”) until 31 December 2021, subject to compliance with applicable legal requirements and the Company's Constitution, and thereafter, the 10% general mandate will be reinstated unless further extension is granted by Bursa Securities.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors would have to convene a general meeting to seek approval of the shareholders.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue and allot shares at any time to such persons/corporations in their absolute discretion for the purpose of funding future investment(s), working capital and/or acquisitions. The Directors are of the view that the 20% General Mandate is in the best interest of the Company and its shareholders as it will enable the Company to raise higher fund more speedily during this challenging period.

The Company did not issue any new shares under the previous mandate granted by the shareholders at its Thirteenth AGM held on 28 September 2020, hence, no proceeds was raised therefrom.

#### **Ordinary Resolution 6 - Proposed Renewal of Share Buy-Back Authority**

The Company has at the Thirteenth AGM on 28 September 2020, seek for shareholders' mandate to exercise the power to buy-back its' shares during the financial year. The mandate will be expired at the conclusion of the Fourteenth AGM.

The Board would like to seek for shareholders' mandate at the Fourteenth AGM.

This resolution will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total unappropriated profit of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The details on the Proposed Renewal of Share Buy-Back are set out in the Share Buy-Back Statement dated 30 August 2021 which is in the Company's Annual Report 2021.



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## **Administrative Guide for Fourteenth Annual General Meeting (“AGM”)**

Date and time of the AGM : Tuesday, 28 September 2021, 2.00 p.m.

Online Meeting Platform : [www.agm.virtualeagm.com.my](http://www.agm.virtualeagm.com.my)  
(Domain Registration No. with MyNIC Berhad: D1A444202)  
hosted on the e-Portal of AI Smartual Learning Sdn Bhd

Broadcast Venue : To be held virtually at the Broadcast venue at PTD 109444, Jalan Sengkang, Kawasan Perusahaan Sri Sengkang, 81000 Kulai, Johor, Malaysia  
(There will be no physical meeting venue)

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### **1. Virtual Meeting**

- 1.1 As guided by the Securities Commission Malaysia’s Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and its subsequent revisions, the Board of Directors (“Board”) of the Company have decided that the Fourteenth AGM shall be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities.
- 1.2 Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at our virtual Fourteenth AGM. Therefore, it is your responsibility to ensure that connectivity for the duration of the AGM is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants. The Company, its Directors, Officers and management, registrar and other professional advisers (if any) shall not be held responsible or be liable for any disruption in internet line resulting in the participants being unable to participate and/or vote at the AGM.

### **2. Entitlement to Participate and Vote**

- 2.1 Only depositors whose names appear on the Record of Depositors as at **22 September 2021** shall be entitled to participate and/or vote at the Fourteenth AGM or appoint proxy/corporate representative(s) to participate and/or vote on his/her behalf by depositing the duly executed Proxy Form(s).

### **3. Appointment of Proxy**

- 3.1 If you are unable to attend and participate at the Fourteenth AGM via RPV facilities, you may appoint a proxy(ies) or the Chairperson of the Fourteenth AGM as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.
- 3.2 Please ensure that the duly completed and executed Proxy Form is deposited at the office of our Poll Administrator not less than forty-eight (48) hours before the time appointed for holding the Fourteenth AGM i.e. latest by 26 September 2021 at 2.00 p.m.. Details of our Poll Administrator can be found in the enquiry section of this document. Alternatively, the duly completed and executed Proxy Form can also be submitted electronically, through enquiry@virtualeagm.com.
- 3.3 All appointed proxy need not register for remote participation on Smartual e-Portal. Upon processing of your Proxy Form, we will grant your proxy(ies) access to remote participation at the Fourteenth AGM to which he/she is appointed for instead of you, with the login credentials.

### **4. Submission of Questions**

- 4.1 Members and proxies may submit their questions via the real time submission of typed texts through a text box within Virtual portal before the start or during the live streaming of the Fourteenth AGM. The questions and/or remarks submitted by the shareholders and/or proxy(ies) will be broadcasted and responded by the Chairperson/relevant Director/relevant advisers during the Fourteenth AGM.

### **5. Voting Procedure**

- 5.1 Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the Fourteenth AGM will be conducted by poll.
- 5.2 For the purpose of the Fourteenth AGM, e-Voting can be carried out using personal smart mobile phones, tablets, personal computers or laptops.
- 5.3 The polling will commence from the scheduled starting time of the Fourteenth AGM and close ten (10) minutes after the Chairperson announced the final ten (10) minutes for voting towards the end of the Fourteenth AGM after the question and answer session.
- 5.4 The Independent Scrutineers appointed by the Company will verify the poll results reports upon closing of the poll session by the Chairperson. Thereafter, the Chairperson will announce and declare whether the resolutions put to vote were successfully carried or otherwise.

## **6. Remote Participation and Voting (“RPV”)**

- 6.1 Please note that all shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees, and proxies shall use the RPV facilities to participate and/or vote remotely at the Fourteenth AGM [(ii) to (iv) through their authorised representative(s)].
- 6.2 If you wish to participate in the Fourteenth AGM, you will be able to view a live webcast of the Fourteenth AGM, pose questions and/or cast your votes in real time whilst the Fourteenth AGM is in progress.
- 6.3 Kindly follow the steps as set out in **Appendix I** to register for RPV.

### **Enquiry and e-Services Assistance**

If you have any enquiry or require any e-Services Assistance relating to Smartual e-Portal, please reach our Poll Administrator by contacting the following person during office hours from Mondays to Fridays from 9.00 a.m. to 5.00 p.m. (except public holiday):

#### **Poll Administrator**

AI Smartual Learning Sdn Bhd

Address : 1-23-5, Menara Bangkok Bank  
Berjaya Central Park  
Jalan Ampang  
50450 Kuala Lumpur  
Malaysia

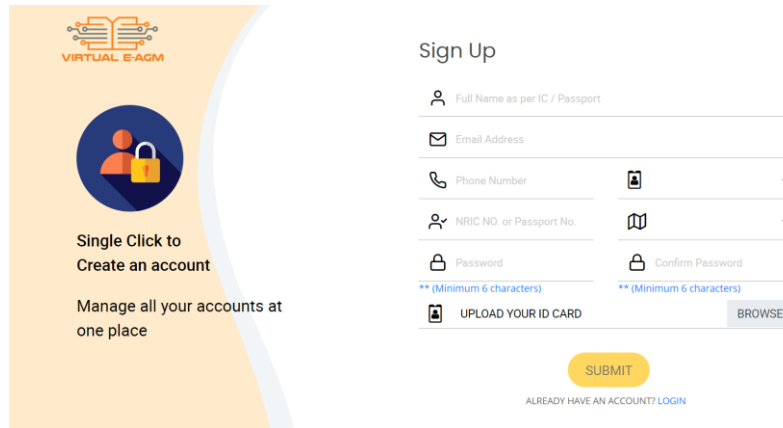
Email : jessychan@7globalconnect.com.my / spgoh@7globalconnect.com.my  
Contact person : Jessy Chan / Suphier Goh  
Telephone No. : 012-923 8231 / 010-276 3611

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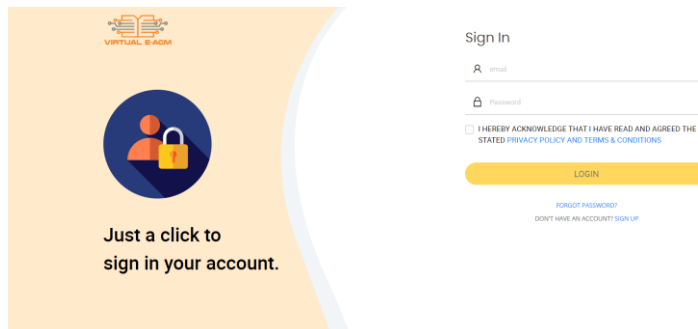
**VIRTUAL E-PORTAL USER GUIDE**

**STEP 1: Please browse the URL [www.agm.virtualeagm.com.my](http://www.agm.virtualeagm.com.my) to reach the Login Page as shown below to:**

a. Sign up



b. Log in

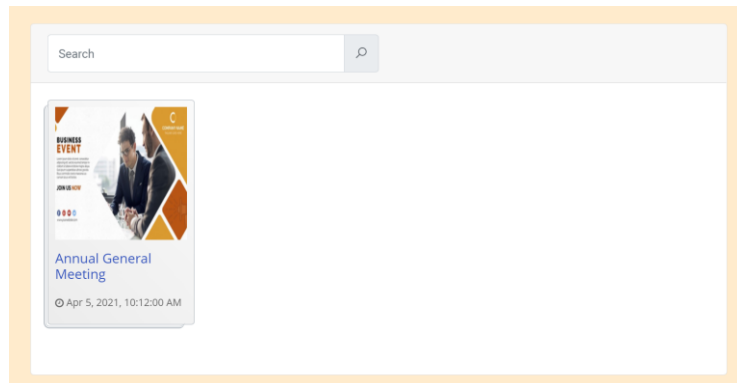


**Notes:**

- (1) This is a **ONE-TIME Registration**. If you are already a registered user of the e-Portal, you need not register again.
- (2) Your email address is your User ID.
- (3) All users must register latest by **Monday, 27 September 2021 at 2.00 p.m.** as ONE (1) working day is required to process all e-Portal user registrations.
- (4) For body corporates, the appointed Corporate/Authorised Representative must upload the evidence of his/her authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). The original evidence of authority, if required, has to be submitted to the office of our Poll Administrator for verification by **Monday, 27 September 2021 at 2.00 p.m.**



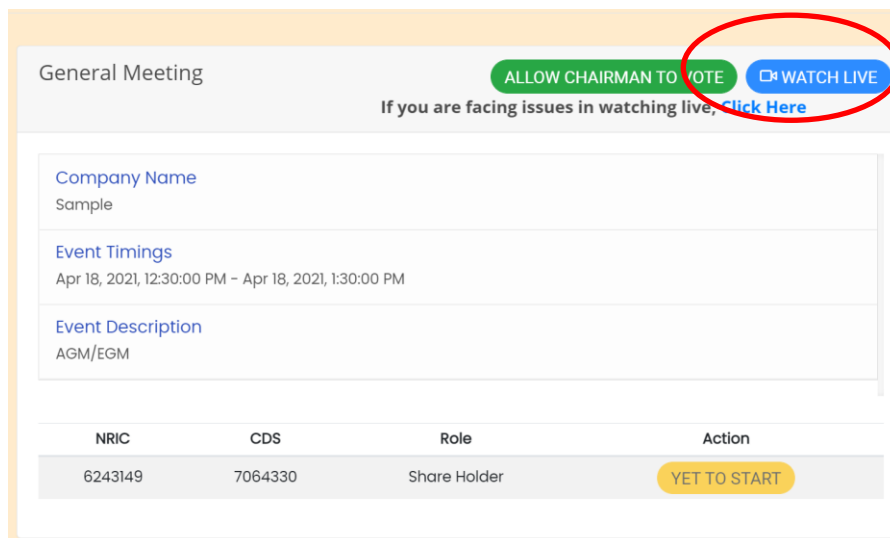
**STEP 2: You will see a DASHBOARD screen as shown below. Click on event icon.**



**Notes:**

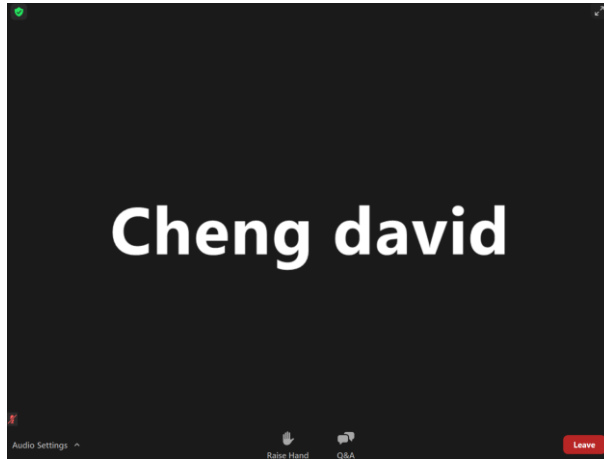
- (1) You can start to log in one hour (1) before the commencement of the Fourteenth AGM.
- (2) The quality of the live streaming is dependent on the stability of the internet connection at the location of the user.
- (3) Log in to [www.agm.virtualeagm.com.my](http://www.agm.virtualeagm.com.my) with your registered User ID (email address) and password. For proxy(ies) holder(s), please use the login credential that was sent to you by Smartual e-Portal

**STEP 3: Click on EVENT NAME ICON, you will see the following screen.**



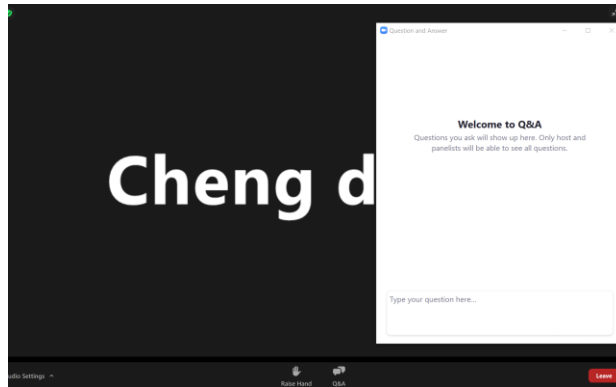
To watch live streaming, please click on the BLUE BUTTON as shown in the top right corner. If you are facing issues in watching live, click the “Click Here” to open the Zoom application directly.

**STEP 4: The screen will open in a new tab as shown below:**



ASKING QUESTIONS FEATURE

To ask questions, please click on your Q&A icon at the bottom of your screen and type your questions.



If you have any questions to raise at the Fourteenth AGM, type the question in the text box below. The Chairperson/Board/Management/relevant adviser(s) will endeavour to respond to your question during the Fourteenth AGM.

**STEP 5: To vote, please go back to your earlier tab as shown below:**

General Meeting ALLOW CHAIRMAN TO VOTE WATCH LIVE  
If you are fa

Company Name  
Sample

Event Timings  
Apr 18, 2021, 12:30:00 PM - Apr 18, 2021, 1:30:00 PM

Event Description  
AGM/EGM

NRIC	CDS	Role	Action
6243149	7064330	Share Holder	VOTE

Upon confirmation of your name, event details, NRIC and CDS number, please click on the VOTE button.

**STEP 6: Vote accordingly and click on the CONFIRM DETAILS AND SUBMIT VOTE button.**

General Meeting

**Non Voting Resolution**  
To receive the Audited Financial Statements for the financial year ended 30 September 2020 together with the Reports of the Directors and Auditors thereon.

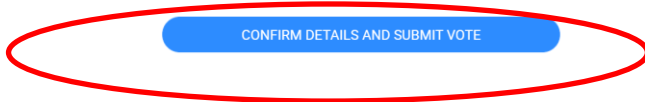
**Sample Ordinary Resolution**  
Vote Question 1

**Sample Special Resolution**  
Vote Question 2

FOR AGAINST ABSTAIN

FOR AGAINST ABSTAIN

Make sure you vote for all questions. If skipped, your response for that resolution will be saved as ABSTAIN



**STEP 7: To view the voting results, please click the “RESULTS”**

General Meeting

ALLOW CHAIRMAN TO VOTE WATCH LIVE

If you are facing issues |

Company Name  
Sample

Event Timings  
Apr 18, 2021, 12:30:00 PM - Apr 18, 2021, 1:30:00 PM

Event Description  
AGM/EGM

NRIC	CDS	Role	Action
6243149	7064330	Share Holder	VIEW RESULTS

