

# AURORA

ITALIA

**Aurora Italia International Berhad**  
Registration No. 201801037877 (1299907-T)  
(Incorporated in Malaysia)

## NOTICE OF THIRD ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Third Annual General Meeting ("3<sup>rd</sup> AGM") of AURORA ITALIA INTERNATIONAL BERHAD ("AURORA" or the "Company") be held as a fully virtual meeting through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facilities provided by Vote2U at <https://web.vote2u.my> (Domain registration number with MYNIC D6A471702) on Friday, 24 September 2021 at 11.00 am for the purpose of considering the following business:-

### AGENDA

#### As Ordinary Business

- |    |   |                                    |
|----|---|------------------------------------|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of Directors and Auditors thereon.                       | Please refer to Explanatory Note 1 |
| 2. | To re-elect Dato' Wira Ng Chun Hau who retires in accordance with Clause 101 of the Company's Constitution and being eligible, offers himself for re-election.            | Ordinary Resolution 1              |
| 3. | To approve the payment of Directors' Fees of up to RM500,000 for the period commencing from 24 July 2020 through to the next AGM of the Company in 2022.                  | Ordinary Resolution 2              |
| 4. | To approve the payment of benefits payable to the Directors of up to RM15,000 for the period commencing from 1 April 2021 through to the next AGM of the Company in 2022. | Ordinary Resolution 3              |
| 5. | To re-appoint Messrs PKF as Auditors of the Company 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 as Ordinary Resolutions:

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|----|--|-----------------------|
| 6. | <b>AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016</b> | Ordinary Resolution 5 |
|----|--|-----------------------|
- "THAT, subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of any other relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, 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 the Company's shares issued pursuant to this Resolution must not be more than one hundred percent (100%) of the total number of issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must not be more than fifty percent (50%) of the total number of issued shares for the time being of the Company.
- THAT the Directors be and are also authorised and empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
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| 7. | To transact any other business of which due notice shall have been given in accordance with the Company's Constitution. |  |
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By Order of the Board

Ong Tze-En  
MAICSA 7026537 | SSM PC No. 202008003397  
Company Secretary  
Penang  
2 September 2021

#### Notes:

- The 3<sup>rd</sup> AGM will be held as a fully virtual meeting through live streaming and online remote voting using the RPV facilities provided by Vote2U at <https://web.vote2u.my>. Please follow the procedures provided in the Administrative Guide for Shareholders to register, participate and vote remotely via the RPV facilities.
- A proxy may but need not be a member.
- For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company, 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia not less than forty-eight (48) hours before the time for holding the meeting.
- A member entitled to attend, participate, speak and vote is entitled to appoint more than one (1) proxy to attend, participate, speak and vote instead of him. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an authorized nominee as defined under 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 with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an Exempt Authorized 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 Authorized Nominee may appoint in respect of each omnibus account it holds. An Exempt Authorized Nominee refers to an authorized nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- If the appointor is a corporation the Proxy Form must be executed under the corporation's common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or its attorney duly authorised in writing.
- In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on 17 September 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy to attend and/or vote on his/her behalf.

#### Explanatory Notes on Ordinary and Special Business:

- Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of shareholders of the Company and hence, agenda 1 is not put forward for voting.
- The **Ordinary Resolutions 2 and 3** is to facilitate payment of Directors' fees and benefits payable on current financial year basis, based on the current Board size and assuming that all Directors shall hold office until the end of the financial year. In the event the proposed Directors' fees and benefits payable is insufficient (due to the enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall. It will also authorised payment to be made by the Company on a monthly basis and/or as and when incurred. The Board is of the view that it is fair and equitable for the Directors to be paid 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.
- The proposed **Ordinary Resolution 5** is a renewal of the previous year mandate and if passed, will empower the Directors of the Company 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 without having to convene a general meeting. The aggregate number of shares to be allotted and issued pursuant to this Ordinary Resolution 5, if passed, must not be more than one hundred percent (100%) of the total number of issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must not be more than fifty percent (50%) of the total number of issued shares for the time being 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 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 general mandate sought will provide flexibility and enable the Directors of the Company to issue and allot shares for fund raising activities, including but not limited to placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.  
The Company did not utilise the mandate obtained at the last AGM and thus no proceeds were raised from the previous mandate.