

## Notice of Annual General Meetings

**NOTICE IS HEREBY GIVEN** that the Thirteenth Annual General Meeting ("13th AGM" or "Meeting") of MYKRIS INTERNATIONAL BERHAD ("MyKRIS" or "the Company") will be held on a fully virtual and entirely via remote participation and electronic voting via online meeting platform at [www.swsb.com.my](http://www.swsb.com.my) provided by ShareWorks Sdn. Bhd. in Malaysia (Domain registration number with MYNIC: D1A403841) on Thursday, 30 September 2021 at 10.00 a.m. or at any adjournment thereof, to transact the following businesses: -

### AGENDA

#### AS ORDINARY BUSINESS :

1. To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees and/or benefits of up to RM60,000 for the financial year ending 31 March 2022.
3. To re-elect Mr. Siow Hock Lee as Director of the Company who retires by rotation pursuant to Clause 108.1 of the Company's Constitution.
4. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

PLEASE REFER TO  
EXPLANATORY  
NOTE 1

ORDINARY  
RESOLUTION 1

ORDINARY  
RESOLUTION 2

ORDINARY  
RESOLUTION 3

#### AS SPECIAL BUSINESS :

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

5. **GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

ORDINARY  
RESOLUTION 4

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from 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 Annual General Meeting ("AGM") of the Company."

6. **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

SPECIAL RESOLUTION

"THAT the proposed amendments to the Company's Constitution as set out in "Appendix I", be approved for adoption with immediate effect AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company."

7. To transact any other business of which due notice shall have been given.

By order of the Board

**TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)**  
Company Secretary

Petaling Jaya, Selangor Darul Ehsan  
8 September 2021

#### Notes:

- a) A member of the Company who is entitled to attend and vote at the Meeting shall be entitled to appoint one (1) or more proxies to attend and vote at the Meeting in his/her stead. Where a member appoints two (2) or more proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- b) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- c) The instrument appointing a proxy shall be in writing signed by the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised.
- d) Where a member of the Company 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.
- e) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- f) To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via facsimile no. 03-62013121 or email to [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- g) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 70 of the Company's Constitution to issue a General Meeting Record of Depositors as at 23 September 2021. Only members whose names appear in the General Meeting Record of Depositors as at 23 September 2021 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- h) All the resolutions set out in this Notice of Meeting will be put to vote by poll.
  - i) The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
  - j) Given the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 13th AGM at short notice. Kindly check Bursa Securities' website at <https://www.bursamalaysia.com> and Company's website at [www.mykris.net](http://www.mykris.net) for the latest updates on the status of the Meeting.

#### EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

1. **Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 March 2021**

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

2. **Item 2 of the Agenda – Directors' Fees and Benefits**

The estimated Directors' fees and benefits proposed for the financial year ending 31 March 2022 were calculated based on the current Board size and the number of scheduled Board meetings to be held. This resolution is to facilitate the payment of Directors' fee and benefits on a current financial year basis. In the event of the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for the shortfall.

3. **Item 5 of the Agenda – General Authority for the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The Ordinary Resolution 4 proposed under item 5 of the Agenda is a renewal of the general mandate for the Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities.

This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s). This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at 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 the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Twelfth AGM held on 17 August 2020 which will lapse at the conclusion of the 13th AGM.

4. **Item 6 of the Agenda – Proposed Amendments to the Constitution of the Company**

The Special Resolution proposed under item 6 of the Agenda in relation to the proposed amendments to the existing Constitution of the Company ("Proposed Amendments"), are made mainly for the following purposes:

- (a) To provide clarity on the provisions of the Third Schedule of the Companies Act 2016;
- (b) to align the Company's Constitution with the Companies (Amendment) Act 2019 which came into operation on 15 January 2020 in relation to the alteration of share capital; and
- (c) to enhance administrative efficiency.

The proposed amendments to the Constitution of the Company shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.



**MYKRIS INTERNATIONAL BERHAD**  
**200801009751 (811039-T)**  
**(Incorporated in Malaysia)**

**APPENDIX I**

**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

This is the Appendix I referred to in Agenda 6 of the Notice of Thirteenth Annual General Meeting of the Company (“13<sup>th</sup> AGM”) dated 8 September 2021.

Day, Date and time of 13th AGM	:	Thursday, 30 September 2021 at 10.00 a.m.
Online Meeting Platform	:	The 13th AGM will be held on a fully virtual and entirely via remote participation and electronic voting via online meeting platform at <a href="http://www.swsb.com.my">www.swsb.com.my</a> provided by ShareWorks Sdn. Bhd. in Malaysia (Domain registration number with MYNIC: D1A403841)

Clause No.	Existing Clause	Clause No.	Proposed New Clauses
3.	Section 21 of the Companies Act 2016 shall apply.  The paragraphs as contained in the Third Schedule of the Companies Act 2016 (“the Act”) shall apply to the company except in so far as the same is repeated or contained in this Constitution.	3.	Section 21 of the Companies Act 2016 shall apply.  The paragraphs as contained in the Third Schedule of the Companies Act 2016 (“the Act”) shall <b>not</b> apply to the company except in so far as the same is repeated or contained in this Constitution.
64.1	The Company may alter its share capital by passing a special resolution to:-  (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;  (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares;	64.1	The Company may alter its share capital by passing a <b>resolution</b> to:-  (a) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived;  (b) convert all or any of its paid-up shares into stock and may reconvert that stock into paid-up shares;



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Clause No.	Existing Clause	Clause No.	Proposed New Clauses
	<p>(c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportions between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or</p> <p>(d) cancel any shares which at the date of the passing of the resolution which has been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.</p>		<p>(c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportions between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or</p> <p>(d) cancel any shares which at the date of the passing of the resolution which has been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.</p>
138.	<p>Any Director may participate at a meeting of Directors by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such Director shall be deemed to be physically present at the meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Directors attending the meeting provided that at least one (1) of the Directors present at the meeting was at such place for the duration of that meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.</p>	138.	<p><b>The meeting of Directors may be held by fully virtual or hybrid at more than one venue using any technology or method.</b> Any Director <b>or invitees</b> may participate at a meeting of Directors by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear <b>and speak with</b> each other and be heard for the entire duration of the meeting in which event such Director shall be deemed to be physically present at the meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting <b>and be entitled to vote on the resolutions tabled at the meeting.</b> All information and documents must be made equally available to all participants prior to or at/during the meeting.</p>
147.	<p>Notwithstanding any provisions to the contrary contained in this Constitution,</p>	147.	<p><b>The committee meeting may be held by fully virtual or hybrid at more than</b></p>



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<b>Clause No.</b>	<b>Existing Clause</b>	<b>Clause No.</b>	<b>Proposed New Clauses</b>
	<p>any member of a committee may participate at a committee meeting by way of telephone and video conferencing or by means of other communication' equipment whereby all persons participating in the meeting are able to hear each other, in which event such member shall be deemed to be physically present at the meeting whether for the purposes of these Clauses or otherwise. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting.</p>		<p><b>one venue using any technology or method.</b> Any member of a committee <b>or invitees</b> may participate at a committee meeting by way of telephone and video conferencing or by means of other communication' equipment whereby all persons participating in the meeting are able to hear <b>and speak with</b> each other, in which event such member shall be deemed to be physically present at the meeting whether for the purposes of these Clauses or otherwise. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting <b>and be entitled to vote on the resolutions tabled at the committee meeting.</b></p>



## MYKRIS INTERNATIONAL BERHAD

200801009751 (811039-T)  
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### ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL THIRTEENTH ANNUAL GENERAL MEETING ("13<sup>th</sup> AGM" OR "MEETING") OF MYKRIS INTERNATIONAL BERHAD ("MyKRIS" OR "THE COMPANY")

- Meeting Day & Date** : Thursday, 30 September 2021
- Time** : 10.00 a.m.
- Online Meeting Platform** : The 13<sup>th</sup> AGM will be held on a fully virtual and entirely via remote participation and electronic voting via online meeting platform at [www.swsb.com.my](http://www.swsb.com.my) provided by ShareWorks Sdn. Bhd. in Malaysia (Domain registration number with MYNIC: D1A403841)
- Platform for Communication** : Shareholders may submit questions to the Board of Directors ("**Board**") prior to the 13<sup>th</sup> AGM to [wkyaw@mykris.net](mailto:wkyaw@mykris.net) no later than 10:00 a.m. on 29 September 2021 or to use the Question and Answer ("**Q&A**") platform to transmit questions to the Board via Remote Participation and Voting ("**RPV**") platform during live streaming.

#### MODE OF MEETING

In view of the coronavirus disease 2019 ("**COVID-19**") pandemic and as part of safety measures against COVID-19, the 13<sup>th</sup> AGM will be held on a fully virtual basis through live streaming and online remote voting by using RPV facilities.

Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the Meeting as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.

All Shareholders of the Company, whether Individual Shareholders, Corporate Shareholders, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to attend the 13<sup>th</sup> AGM will have to register to attend remotely by using the RPV Facility, the details of which are set out below.

#### REMOTE PARTICIPATION AND VOTING FACILITIES ("RPV FACILITY")

1. The 13<sup>th</sup> AGM will be conducted on a fully virtual basis through live streaming and online remote voting. Should you wish to attend the 13<sup>th</sup> AGM, you are required to register yourself using the RPV Facility in accordance with the instructions as set out under paragraph 3 below.

With the RPV Facility, you may exercise your rights as a Shareholder to participate including to pose questions (in the form of real-time submission of typed texts) to the Board of the Company and vote remotely at the 13<sup>th</sup> AGM.

2. **Individual Members** are strongly encouraged to take advantage of the RPV Facility to participate and vote remotely at the 13<sup>th</sup> AGM. Please refer to the details as set out under RPV Facility for information. If an Individual Shareholder is unable to participate in the Meeting, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

**Corporate Members** (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the 13<sup>th</sup> AGM using the RPV Platform. Corporate Members who wish to participate and vote remotely at the 13<sup>th</sup> AGM must contact the poll administrator, ShareWorks Sdn. Bhd. ("**ShareWorks**") with the details set out below for assistance and will be required to provide the following documents to the Company no later than 28 September 2021 at 10:00 a.m.:-

- a. Certificate of appointment of its Corporate Representative or Proxy Form under the seal of the corporation;
- b. Copy of the Corporate Representative's or proxy's identity card (MyKad) (front and back) / Passport; and
- c. Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks will respond to your remote participation request.

If a Corporate Member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the 13<sup>th</sup> AGM, the Corporate Member is encouraged to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

In respect of **Nominee Company Members**, the beneficiaries of the shares under a Nominee Company's CDS account are also strongly advised to participate and vote remotely at the 13<sup>th</sup> AGM using RPV Facility. Nominee Company Members who wish to participate and vote remotely at the 13<sup>th</sup> AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the 13<sup>th</sup> AGM. Nominee Company must contact the poll administrator, ShareWorks with the details set out below for assistance and will be required to provide the following documents to the Company no later than 28 September 2021 at 10.00 a.m.:-

- a. Proxy Form under the seal of the Nominee Company;
- b. Copy of the proxy's identity card (MyKad) (front and back) / Passport; and
- c. Proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks will respond to your remote participation request.

If a Nominee Company Member is unable to attend the 13<sup>th</sup> AGM, he/she is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

3. The procedures for the RPV Facility in respect of the live streaming and remote voting at the 13<sup>th</sup> AGM is as follows:

Procedures		Action
<b>Before the 13<sup>th</sup> AGM</b>		
(i)	Register as a user	<ul style="list-style-type: none"> <li>• Access website <b>www.swsb.com.my</b></li> <li>• Click "<b>Login</b>" and click "<b>Register</b>" to sign up as a user. The registration will be open from 10.00 a.m. on 9</li> </ul>

Procedures		Action
		<p>September 2021 and close at 10.00 a.m. on 29 September 2021.</p> <ul style="list-style-type: none"> <li>• Complete the registration process and upload a softcopy of MyKAD (front and back) or Passport for foreign shareholders.</li> <li>• Read and agree to the terms &amp; conditions and thereafter submit your request.</li> <li>• Upon submission, kindly login to the valid email address and verify your user ID within <b>one (1) hour</b>.</li> <li>• Upon verification of the user ID, <b>ShareWorks</b> will send an email notification to approve you as a user.</li> <li>• After verification of your registration against the General Meeting Record of Depositors of the Company as at <b>23 September 2021</b>, the system will send you an email to notify you if your registration is approved or rejected after <b>24 September 2021</b>.</li> <li>• If your registration is rejected, you can contact <b>ShareWorks</b> or the Company for clarifications or to appeal.</li> </ul>
<b>On the day of 13<sup>th</sup> AGM</b>		
(ii)	Login to <a href="http://www.swsb.com.my">www.swsb.com.my</a>	<ul style="list-style-type: none"> <li>• Login with your user ID and password for remote participation at the 13<sup>th</sup> AGM at any time from <b>9.30 a.m.</b> i.e. <b>30 minutes</b> before the commencement of the 13<sup>th</sup> AGM on <b>30 September 2021 at 10.00 a.m.</b></li> </ul>
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>• Select the “<b>Virtual Meeting</b>” from the main menu.</li> <li>• Click the “<b>Join Meeting</b>” located next to the event. You are required to provide your full name as per the CDS account and your user registered email address.</li> <li>• Kindly click the video link and insert the password given to you in your email notification in order to join the live video streaming.</li> <li>• If you have any questions for the Chairman/ Board, you may use the Q&amp;A platform to transmit your question. The Chairman/Board will try to respond to all questions submitted by remote participants during the 13<sup>th</sup> AGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the meeting ended.</li> <li>• Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.</li> </ul>
(iv)	Online remote voting	<ul style="list-style-type: none"> <li>• Select “<b>Voting</b>” located next to the “<b>Join Meeting</b>” and indicate your votes for the resolutions that are tabled for voting.</li> <li>• The voting session will commence once the Chairman of the Meeting declares that the voting platform is activated and will announce the completion of the voting session of the 13<sup>th</sup> AGM.</li> <li>• Cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.</li> </ul>
(v)	End of RPV Facility	<ul style="list-style-type: none"> <li>• The RPV Facility will end and the Messaging window will be disabled the moment the Chairman of the Meeting announces the closure of the 13<sup>th</sup> AGM.</li> </ul>

## **PROXY**

If a member is unable to attend the 13<sup>th</sup> AGM, he/she may appoint a proxy or the Chairman of the meeting as his/ her proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

Please note that if an individual member has submitted his/her Proxy Form prior to the 13<sup>th</sup> AGM and subsequently decides to personally participate in the 13<sup>th</sup> AGM via RPV Facility, the individual member shall proceed to contact ShareWorks or the Company with the details set out below to revoke the appointment of his/her proxy no later than **28 September 2021 at 10.00 a.m.**

## **POLL VOTING**

The voting at the 13<sup>th</sup> AGM will be conducted by poll in accordance with Clause 85 of the Constitution of the Company. The Company has appointed ShareWorks as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed.

## **PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD**

To administer the proceedings of the 13<sup>th</sup> AGM in an orderly manner, shareholders may before the 13<sup>th</sup> AGM, submit questions to the Board to [wkyaw@mykris.net](mailto:wkyaw@mykris.net) no later than **29 September 2021 at 10.00 a.m.** The Board will endeavour to address the questions received at the 13<sup>th</sup> AGM.

## **NO RECORDING OR PHOTOGRAPHY**

By participating at the 13<sup>th</sup> AGM, you agree that no part of the 13<sup>th</sup> AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted, or uploaded in any form, platform or social media or by any means whether it is mechanical, electronic, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

## **ENQUIRY**

If you have any enquiry prior to the virtual meeting, please contact Mr. Wee Liam and Mr. Wai Kien during office hours (from 9.00 a.m. to 5.00 p.m.) on Monday to Friday except public holiday:

### **ShareWorks Sdn. Bhd.**

No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan (KL)

Telephone Number : 03-6201 1120  
Email : [ir@shareworks.com.my](mailto:ir@shareworks.com.my)