



197801005142 (42138-X)

POLY GLASS FIBRE (M) BHD.

NOTICE TO SHAREHOLDERS

23 September 2021

Dear Valued Shareholders of **POLY GLASS FIBRE (M) BERHAD** (“Company”),

NOTIFICATION ON POSTPONEMENT OF THE 31ST ANNUAL GENERAL MEETING (“AGM”)

We refer to our earlier announcements made on 27 July 2021 and 17 August 2021 in relation to the 31st AGM of the Company General Meeting, the Board of Directors of the Company wishes to inform that the 31st AGM of the Company originally scheduled to be held on 27 August 2021 is now postponed with the new date and details as set out below: -

Date & Time : 22 October 2021 (Friday), 10.30 a.m.
Venue : Kelawai Room, Lobby Level,
Evergreen Laurel Hotel Penang,
No. 53, Persiaran Gurney,
10250 Penang

The agenda of the meeting as stated in the 31st AGM notice remained unchanged.

You are advised to check the Company’s announcement(s) at Bursa Malaysia Securities Berhad’s website at www.bursamalaysia.com.my or the Company’s website at www.polyglass.my from time to time for the latest update, as we may be required to change the arrangements of the Postponed 31st AGM at short notice, if any, in view of the current unprecedented situation.

Should you require any assistance and clarification on the above, kindly contact the following:

Share Registrar

BOARDROOM SHARE REGISTRAR SDN. BHD.

11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia

11 Telephone No.: 03-7880 4700 Facsimile No.: 03-7890 4670

Email: BSR.Helpdesk@boardroomlimited.com

We thank you for your continued support to **POLY GLASS FIBRE (M) BHD.**

Yours faithfully,

Ch’ng Lay Hoon

SSM PC No.: 20198000494

MAICSA 0818580

Company Secretary



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NOTICE OF POSTPONED ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Postponed 31st Annual General Meeting (“AGM”) of the Company will be held at Kelawai Room, Lobby Level, Evergreen Laurel Hotel Penang, No. 53, Persiaran Gurney, 10250 Penang on 22 October 2021 at 10.30 a.m. for the following purposes: -

AGENDA

ORDINARY BUSINESS

1. To receive the Company’s Audited Financial Statements for the year ended 28 February 2021 together with the Reports of Directors and Auditors thereon.
2. To re-elect the following Directors who retire in accordance with Article 88 of the Company’s Constitution, and being eligible have offered themselves for re-election: -
 - (a) Mr. Fong Wah Kai (Resolution 1)
 - (b) Mr. Sia Taik Hian (Resolution 2)
3. To approve the Directors’ Fees of RM25,200 for the financial year ended 28 February 2021. (Resolution 3)
4. To approve the Directors’ Other Benefits Payables up to an amount of RM8,250 from 28 August 2021 to the next AGM of the Company. (Resolution 4)
5. To re-appoint Messrs KPMG PLT as Auditors to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Resolution 5)

SPECIAL BUSINESS

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

6. Authority to Issue Shares Pursuant to the Companies Act 2016

“That, subject always to the Companies Act 2016 (“the Act”) and the Constitution of the Company and approvals of the Bursa Malaysia Securities Berhad (“Bursa Securities”) and other relevant Governmental or regulatory authorities, where such approvals are necessary, the Directors be and are hereby given full authority, pursuant to 76 of the Act to issue and allot shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Directors may, in their discretion, deem fit, provided that the aggregate number of the shares to be issued pursuant to this resolution does not exceed ten percentum (10%) of the issued and paid-up share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next AGM of the Company.” (Resolution 6)

7. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

- (a) Subject to the passing of Resolution 2, to retain Mr. Sia Taik Hian, who has served for more than nine (9) years as the Independent Non-Executive Director of the Company, pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance (the “Code”). (Resolution 7)
 - (b) To retain En Omar Bin Mohamed Said, who have served for more than nine (9) years as the Independent Non-Executive Director of the Company, pursuant to Practice 4.2 of the Code. (Resolution 8)
8. To transact any other ordinary business for which due notice has been given in accordance with the Act.

NOTICE IS HEREBY GIVEN that for purpose of determining a member who shall be entitled to attend this 31st AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, to issue a General Meeting Record of Depositors as at 15 October 2021. Only a depositor whose name appears on the Record of Depositors as at 15 October 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

Ch’ng Lay Hoon
Company Secretary

Penang

23 September 2021



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NOTICE OF POSTPONED ANNUAL GENERAL MEETING

NOTES:

- i) A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend and vote in his place.
- ii) Where a member appoints more than one (1) proxy [but not more than two (2)], the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- iv) Where a member of the Company 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.
- v) All forms of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Georgetown Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.

The Proxy Form for the Postponed 31st AGM ("Revised Proxy Form") DOES NOT INVALIDATE the Proxy Form which was circulated together with the Notice of the 31st AGM dated 28 July 2021 ("Original Proxy Form"). All Original Proxy Forms and Revised Proxy Forms deposited at the Registered Office not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof shall be valid and acceptable. If the Company receives both the Original Proxy Form and the Revised Proxy Form from the same member, THE LATTER SHALL SUPERSEDE THE FORMER.

Explanatory Note On Special Business

Ordinary Resolution 6

The proposed resolution is in relation to authority to allot shares pursuant to Section 76 of the Act, and if passed, will give a renewed mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company ("General Mandate"). This General Mandate, unless revoked or varied at a general meeting of the Company, will expire at the conclusion of the next AGM of the Company or the period within which the next AGM of the Company 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 of the Company at the 30th AGM held on 28 August 2020 and which will lapse at the conclusion of the 31st AGM.

At this juncture, there is no decision to issue new shares. However, should the need arise to issue new shares the General Mandate would avoid any delay and costs in convening a general meeting of the Company to specifically approve such issue of share. If there should be a decision to issue new shares after the General Mandate is obtained, the Company would make an announcement in respect of the purpose and utilization of the proceeds arising from such issue.

Ordinary Resolution 7 & 8

The Board of Directors via the Nominating Committee assessed the independence of Mr. Sia Taik Hian and En Omar Bin Mohammed Said, who has served on the Board as Independent Non-Executive Directors of the Company for a cumulative of more than nine (9) years and the Board has recommended that the approval of the shareholders be sought to re-appoint Mr. Sia Taik Hian and En Omar Bin Mohammed Said, based on the following justifications: -

- (a) They have met the criteria the independence guidelines set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and therefore able to give independent opinion to the Board;
- (b) Being Directors for more than nine (9) years have enabled them to contribute positively during deliberations/discussions at meetings as they are familiar with the operations of the Company and possess tremendous knowledge of the Company's operations;
- (c) They have the caliber, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
- (d) They have contributed sufficient time and exercised due care during their tenure as Independent Non-Executive Directors and carried out their fiduciary duties in the interest of the Company and minority shareholders.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad's Main Market Listing Requirements

- 1) Save for re-election of the retiring Directors, there were no directors standing for election at the Postponed 31st AGM.
- 2) The proposed Ordinary Resolution 6 for the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at last AGM held on 28 August 2020.



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PROXY FORM

CDS ACCOUNT NO.	NO. OF SHARES HELD

I/We, _____
 (Full name of a member in BLOCK LETTERS as per Identity Card("MYKAD")/Passport/Certificate of Incorporation)

MYKAD/Passport No./Company No. _____ of _____

(Address in full)

telephone no. _____, being a member of POLY GLASS FIBRE (M) BHD.

("the Company") hereby appoint _____
 (Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD/Passport No. _____ of _____

(Address in full)

And/or failing him _____
 (Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD/Passport No. _____ of _____

(Address in full)

or failing the abovenamed proxies, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Postponed 31st Annual General Meeting of the Company, to be held at **Kelawai Room, Lobby Level, Evergreen Laurel Hotel Penang, No. 53, Persiaran Gurney, 10250 Penang on 22 October 2021 at 10.30 a.m.** and any adjournment thereof. My/our proxy/proxies is to be vote as indicated below:

	Resolution	For	Against
1.	Re-election of Mr. Fong Wah Kai as Director		
2.	Re-election of Mr. Sia Taik Hian as Director		
3.	Approval of Directors' Fees & Other Benefits Payable for the financial year ended 28 February 2021		
4.	Approval of Directors Other Benefits Payable up to RM8,250.00		
5.	Re-appointment of Auditors		
6.	Approval for Directors to issue shares pursuant to Section 76 of the Companies Act 2016		
7.	Continuing in Office as Independent Non Executive Director for Mr. Sia Taik Hian		
8.	Continuing in Office as Independent Non Executive Director for En Omar Bin Mohamed Said		

(Please indicate with "X" in the spaces on how you wish your votes to be cast for or against the resolutions. In the absence of specific directions, your proxy will vote or abstain from voting at his discretion.)

Dated this _____ day of _____ 2021

The proportions of my/or holding to be represented by my/our proxies are as follows: -		
	No. of Shares	Percentage
First Proxy		
Second Proxy		
Total		100%

Signature(s)/Common Seal of Member(s)

NOTES:

- A member entitled to attend and vote at this meeting may appoint more than one (1) proxy, who need not be a member, to attend and vote in his stead. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- If the appointer is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its officer or attorney duly authorised.
- Where a member of the Company is an exempt authorized nominee 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 exempt authorized nominee may appoint in respect of each Omnibus Account it holds.
- To be valid, the duly completed form of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend this 31stAGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, to issue a General Meeting Record of Depositors as at 20 August 2021. Only a depositor whose name appears on the Record of Depositors as at 20 August 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
 The Proxy Form for the Postponed 31st AGM ("Revised Proxy Form") DOES NOT INVALIDATE the Proxy Form which was circulated together with the Notice of the 31st AGM dated 28 July 2021 ("Original Proxy Form"). All Original Proxy Forms and Revised Proxy Forms deposited at the Registered Office not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof shall be valid and acceptable. If the Company receives both the Original Proxy Form and the Revised Proxy Form from the same member, THE LATTER SHALL SUPERSEDE THE FORMER.