

**ACME HOLDINGS BERHAD**Registration No. 198901012432 (189740-X)  
(Incorporated in Malaysia)**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of ACME Holdings Berhad ("ACME" or the "Company") will be held fully virtual through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities at the online meeting platform provided by Propoll Solutions Sdn Bhd in Malaysia via its website at [www.propollsolutions.com.my](http://www.propollsolutions.com.my) (Domain registration number D1A403203) on Wednesday, 10 November 2021 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED DISPOSAL OF 1,666,665 ORDINARY SHARES IN SUPPORTIVE TECHNOLOGY SDN BHD ("STSB"), REPRESENTING 100% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN STSB, TO ASIA FILE CORPORATION BHD ("ASIA FILE") FOR A TOTAL CASH CONSIDERATION OF RM21,468,000 ("PROPOSED DISPOSAL")**

"THAT subject to the relevant conditions precedent as stipulated in the share sale agreement dated 10 September 2021 entered into between the Company and Asia File for the Proposed Disposal ("SSA") being met or waived (as the case may be) and subject to all approvals being obtained from the relevant authorities and/or third party (if any), approval be and is hereby given for the Company to dispose its entire equity interest in STSB to Asia File for a cash consideration of RM21,468,000 in accordance with the terms and conditions of the SSA including any modifications, variations, amendments and additions thereto from time to time;

**AND THAT** the board of directors of the Company ("Board") be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as the Board may deem necessary, expedient and/or appropriate to implement and give full effect to and to complete the Proposed Disposal with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Disposal."

**ORDINARY RESOLUTION 2**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN ACME ("ACME SHARES") (EXCLUDING ANY TREASURY SHARES) AT ANY POINT IN TIME DURING THE TENURE OF THE SCHEME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF ACME AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES, IF ANY) ("GROUP") ("PROPOSED ESOS")**

"THAT subject to provisions under the Companies Act 2016 and approvals of the relevant authorities being obtained for the Proposed ESOS, approval be and is hereby given for the Company to:

- establish and administer the Proposed ESOS which involves the granting of options ("ESOS Options") to all eligible directors and employees of the Group (excluding dormant subsidiaries, if any) who meet the criteria of eligibility for participation in the Proposed ESOS ("Eligible Person(s)") as set out in the by-laws governing the Proposed ESOS, a draft of which is set out in **Appendix IV ("By-Laws")** of the circular to shareholders dated 18 October 2021 ("Circular");
- allot and issue such number of new ACME Shares to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed ESOS while this approval is in force provided that the aggregate number of ACME Shares to be allotted and issued shall not exceed in aggregate 15% of the total number of issued ACME Shares (excluding any treasury shares) at any point in time during the tenure of the Proposed ESOS;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new ACME Shares which may from time to time be allotted and issued pursuant to the Proposed ESOS. Such new ACME Shares to be issued upon exercise of the ESOS Options ("ESOS Shares") shall, upon allotment and issuance, rank equally in all respects with the then existing ACME Shares, save and except that the ESOS Shares will not be entitled to any dividends, rights, allotments or any other distributions where the entitlement date precedes the relevant date of allotment and issuance of the new ACME Shares;
- extend the duration of the Proposed ESOS for a maximum period of an additional 5 years (the duration of the Proposed ESOS would then be for a total period of 10 years from the effective date of the Proposed ESOS), if the Board deems fit; and
- modify and/or amend the By-Laws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed ESOS;

**THAT** the By-Laws, a draft of which is set out in **Appendix IV** of the Circular, be and is hereby approved and adopted;

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed ESOS with full power to assent to and to adopt and implement any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities or as the Board may deem fit or necessary at its absolute discretion."

**ORDINARY RESOLUTIONS 3 TO 7**

**PROPOSED ALLOCATION OF ESOS OPTIONS TO THE DIRECTORS, INTERESTED MAJOR SHAREHOLDER AND INTERESTED EMPLOYEE OF ACME ("PROPOSED ALLOCATIONS")**

"THAT subject to the passing of Ordinary Resolution 2 above, the directors of the Company be and are hereby authorised, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant such number of ESOS Options to subscribe for ESOS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) to the following directors, interested major shareholder and interested employee of the Company:

(a)	Ooi Soon Hong, Executive Director and interested major shareholder of the Company	Ordinary resolution 3
(b)	Lim Shiou Ghay, Independent Non-Executive Chairman of the Company	Ordinary resolution 4
(c)	Lee Chiong Meng, Independent Non-Executive Director of the Company	Ordinary resolution 5
(d)	Tan Chee Keong, Independent Non-Executive Director of the Company	Ordinary resolution 6
(e)	Ugene Ooi-U Jin, interested employee of the Company	Ordinary resolution 7

provided always that:

- he/she must not participate in the deliberation or discussion of his/her own allocation of ESOS Options as well as allocation to persons connected to him/her;
- the allocation to him/her who, either singly or collectively through person connected with him/her, holds 20% or more of the total number of issued ACME Shares (excluding any treasury shares), does not exceed 10% of the total number of ESOS Shares; and
- subject always to such terms and conditions of the By-Laws and the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time;

**AND THAT** the Board be and is hereby authorised to allot and issue such number of ESOS Shares credited as fully paid-up to the directors, interested major shareholder and interested employee of ACME pursuant to the exercise of such ESOS Options as well as to take such steps as are necessary or expedient to implement, finalise or give full effect to the Proposed Allocations with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to complete and implement the Proposed Allocations; and to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

**By Order of our Board****WONG YEE LIN (MIA 15898)**

SSM Practicing No: 201908001793

**HING POE PYNG (MAICSA 7053526)**

SSM Practicing No: 202008001322

Joint Company Secretaries  
Pulau Pinang

Date: 18 October 2021

**Notes:**

- A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote in his stead, and a proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. The proxy so appointed shall be entitled to vote on any matter which may properly come before the meeting.
- A member shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member 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.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the registered office, 51-8-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 George Town, Penang not less than 24 hours before the time for holding the meeting or any adjournments thereof PROVIDED that in the event the member(s) duly executes the Proxy Form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the Proxy Form, other than the particulars of the proxy have been duly completed by the member(s). Proxy Form via facsimile or electronic mail will not be accepted.
- For the purpose of determining a member who shall be entitled to attend the meeting, the Company shall be requesting the Depository to issue a General Meeting Record of Depositors as at 2 November 2021. Only Depositors whose names appear on the Record of Depositors as at 2 November 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his behalf.
- All resolutions as set out in this notice of extraordinary general meeting are to be voted by poll.

**PERSONAL DATA POLICY**

By submitting the duly executed Form of Proxy, the 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 the purpose of the EGM, and any adjournment thereof.



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## ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL EXTRAORDINARY GENERAL MEETING (“EGM”)

Day & Date	Wednesday, 10 November 2021
Time	10.30 a.m.
Online Meeting Platform	Online Meeting Platform via <a href="http://www.propollsolutions.com.my">www.propollsolutions.com.my</a> (“Propoll Portal”)

### PROCEDURES FOR REMOTE PARTICIPATION AND VOTING (“RPV”)

Members/proxies/corporate representatives who wish to participate the EGM remotely using RPV must follow the following procedures:-

Procedure	Action
<b>BEFORE THE DAY OF THE EGM</b>	
(i) Register as User	<ul style="list-style-type: none"> <li>• Access the Propoll Portal at <a href="http://www.propollsolutions.com.my">www.propollsolutions.com.my</a></li> <li>• Click &lt;&lt;Login/Register&gt;&gt; followed by &lt;&lt;Register New User&gt;&gt; to register as a new user.</li> <li>• Complete the registration by filling up the information required and upload a clear copy of your MyKAD (both front and back page) or Passport.</li> <li>• Read and agree to the terms &amp; conditions and thereafter, submit your registration.</li> <li>• Please enter a valid email address in order for you to receive the verification email from the Propoll Portal.</li> <li>• Your registration will be verified and approved by the Propoll Portal. Once approved, an email notification will be sent to you.</li> <li>• If you are already a user with the Propoll Portal, you are not required to register again.</li> </ul>
(ii) Submit your Question	<ul style="list-style-type: none"> <li>• You may pre-submit your questions by using the Propoll Portal from 5:00 pm on 3 November 2021 up to 10:00 am on 10 November 2021</li> </ul>
<b>ON THE DAY OF THE EGM</b>	
(iii) Login to Propoll Portal at <a href="http://www.propollsolutions.com.my">www.propollsolutions.com.my</a>	<ul style="list-style-type: none"> <li>• Login with your user ID and password for remote participation at the EGM at any time from 10.00 a.m., i.e. 30 minutes before the commencement of the EGM.</li> <li>• If you have forgotten your password, you can reset it by clicking on “Forgot Password”.</li> </ul>

Procedure		Action
<b>ON THE DAY OF THE EGM</b>		
(iv)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>• Select &lt;&lt;My Virtual Meeting&gt;&gt; under Main Menu.</li> <li>• Click &lt;&lt;Join Meeting&gt;&gt; in order to join the live streaming of the EGM.</li> <li>• If you have any question(s) during the EGM, you may use the Q&amp;A platform in Zoom Cloud Meetings App to submit your question(s). The Chairman of the EGM (“Chairman”) / Board / Management will try to respond to all relevant questions submitted during the EGM.</li> <li>• If you are using a smartphone to participate in the EGM, please download Zoom Cloud Meetings App from the Google Play Store or App Store before the EGM.</li> <li>• Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li> </ul>
(v)	Online Remote Voting	<ul style="list-style-type: none"> <li>• Please select the &lt;&lt;Voting&gt;&gt; option located next to &lt;&lt;Join Meeting&gt;&gt; to indicate your votes for the resolutions that are tabled for voting.</li> <li>• Voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman.</li> <li>• Please 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>
(vi)	End of the RPV Facility	<ul style="list-style-type: none"> <li>• The RPV Facility will end and the Q&amp;A platform will be disabled the moment the Chairman announces the closure of the EGM.</li> </ul>

**Notes to users of the RPV Facility:**

- (a) *Should your registration to join the EGM be approved, we will make available to you the rights to join the live streamed EGM and to vote remotely using the RPV Facility. Your login to the Propoll Portal on the day of the EGM will indicate your presence at the EGM.*
- (b) *If you encounter any issue with your online registration at the Propoll Portal, please call +6010-526 5490 or e-mail to [propollsolution@gmail.com](mailto:propollsolution@gmail.com) for assistance.*

**Enquiry**

If you have any enquiry in relation to registration, logging in and system related, please contact the Technical Support:-

**Technical Support :** Propoll Solutions Sdn Bhd

**Telephone No.** : +6010-526 5490



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**PROXY FORM**

<b>Number of Shares Held</b>	<b>CDS ACCOUNT NO.</b>										

\*I/We ..... \*NRIC//Company No. ....  
 (Full Name in Block Letters)

of ..... Tel No.....  
 (Address)

being a member/members of the ACME Holdings Berhad hereby appoint:

Full Name in Block Letters	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Telephone No.			

\*and/or

Full Name in Block Letters	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Telephone No.			

or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of our Company to be held fully virtual through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities at the online meeting platform provided by Propoll Solutions Sdn Bhd in Malaysia via its website at [www.propollsolutions.com.my](http://www.propollsolutions.com.my) (Domain registration number D1A403203) on Wednesday, 10 November 2021 at 10.30 a.m., and at any adjournment thereof and to vote as indicated below:

No.	Resolutions	For	Against
1.	Ordinary Resolution 1 – Proposed Disposal		
2.	Ordinary Resolution 2 – Proposed ESOS		
3.	Ordinary Resolution 3 – Proposed Allocation of ESOS Options to Ooi Soon Hong		
4.	Ordinary Resolution 4 – Proposed Allocation of ESOS Options to Lim Shiou Ghay		
5.	Ordinary Resolution 5 – Proposed Allocation of ESOS Options to Lee Chiong Meng		
6.	Ordinary Resolution 6 – Proposed Allocation of ESOS Options to Tan Chee Keong		
7.	Ordinary Resolution 7 – Proposed Allocation of ESOS Options to Ugene Ooi-U Jin		

Please indicate with an “X” in the spaces provided above as to how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his/her discretion.

The proportion of \*my/our holding to be represented by \*my/our proxies are as follows:-

	No. of shares	%
Proxy 1		
Proxy 2		
		100

Signed this..... day of ..... 2021

Signature(s)/Common Seal of Shareholder

\* Strike out whichever is inapplicable