

# 1DIMENSION

## IDIMENSION CONSOLIDATED BHD.

Registration No. 201001042062 (925990-A)  
(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Eleventh Annual General Meeting of the Company will be held at Springs 2, Nilai Springs Resort, PT 4770, Nilai Springs, 71800 Putra Nilai, Negeri Sembilan Darul Khusus on Wednesday, 29 December 2021 at 10:00 a.m. for the following purposes:

#### AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Note No. 7)*
- To approve the payment of Directors' fees on a monthly basis from the Eleventh Annual General Meeting of the Company until the Twelfth Annual General Meeting of the Company to be held in year 2022 as follows:
  - Independent Non-Executive Chairman – RM3,000.00 per month
  - Independent Non-Executive Director cum Audit Committee Chairman – RM3,000.00 per month
  - Executive Director cum Managing Director – RM3,000.00 per month
  - Each of the other Independent Non-Executive Directors/Executive Directors – RM2,500.00 per month *(Resolution 1)*
- To re-elect the following Directors who shall retire pursuant to Clause 118 of the Company's Constitution and being eligible, have offered themselves for re-election:
  - Datu Dr. Michael Dosim AK Lunjew; and *(Resolution 2)*
  - Mr. Kenneth Boo Hui Howe. *(Resolution 3)*
- To re-appoint Messrs. PCCO PLT as the Company's Auditors until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. *(Resolution 4)*
- As Special Business:

To consider and, if thought fit, with or without any modification, to pass the following resolutions:

#### (a) ORDINARY RESOLUTION 1

##### - AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

"THAT subject to the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." *(Resolution 5)*

#### (b) ORDINARY RESOLUTION 2

##### - PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS UNDER SECTION 230 OF THE COMPANIES ACT 2016

"THAT an amount of up to RM135,000.00 as benefits payable to the Directors from Eleventh Annual General Meeting of the Company until the Twelfth Annual General Meeting of the Company to be held in year 2022 be and is hereby approved for payment." *(Resolution 6)*

#### (c) ORDINARY RESOLUTION 3

##### - RETENTION OF DATU DR. MICHAEL DOSIM AK LUNJEW AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT Datu Dr. Michael Dosim AK Lunjew be and is hereby retain as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance." *(Resolution 7)*

- To transact any other ordinary business for which due notice shall have been given.

By Order of the Board

Chua Siew Chuan (SSM PC No. 201908002648) (MAICSA No.: 0777689)

Chin Mun Yee (SSM PC No. 201908002785) (MAICSA No.: 7019243)

Company Secretaries

Kuala Lumpur

29 October 2021

#### Explanatory Notes to Special Business:

##### 1. Authority to issue shares pursuant to the Companies Act 2016

The proposed adoption of Resolution 5 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fundraising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).

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 Tenth AGM of the Company held on 27 November 2020.

##### 2. Payment of benefits payable to the Directors under Section 230 of the Companies Act 2016

The proposed adoption of Resolution 6 is for the purpose of approving the payment of Directors' benefits of up to RM135,000.00 from Eleventh AGM of the Company until the Twelfth AGM of the Company to be held in year 2022. The Directors' benefits comprise meeting allowances. The total estimated amount of Directors' benefits payable is calculated based on the size of the Board and Board Committees and the number of meetings estimated to be held during the period from Eleventh AGM of the Company until the Twelfth AGM of the Company to be held in year 2022.

##### 3. Retention of Datu Dr. Michael Dosim AK Lunjew as an Independent Non-Executive Director

The proposed adoption of Resolution 7 is for the purpose of retaining Datu Dr. Michael Dosim AK Lunjew as an Independent Non-Executive Director of the Company who has served the Company for more than nine (9) years as an Independent Non-Executive Director of the Company. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements. The Board, therefore, considers him to be independent and recommends that he should be retained as an Independent Non-Executive Director of the Company.

#### Notes:

- Only a member whose name appears on the Record of Depositors as at 23 December 2021 shall be entitled to attend the Meeting and to speak and vote thereat.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to attend, participate, speak and vote at the Meeting and upon appointment, a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- Where a member is an exempt authorised nominee which holds deposited securities 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 instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, must be deposited at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof. The lodging of the Proxy Form will not preclude any shareholder from participating and voting at the Eleventh AGM of the Company should any shareholder subsequently wishes to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the Eleventh AGM of the Company or at any adjournment thereof. All resolutions set out in this notice of meeting are to be voted by poll. Please refer to the Administrative Guide for the Eleventh AGM of the Company for further details as attached in the Annual Report.
- The Agenda item no. 1 is meant for discussion only, as the provisions of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements for the financial year ended 30 June 2021. Hence, this Agenda item is not put forward for voting.