

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting ("17th AGM") of the Company will be conducted entirely through live streaming / fully virtual from the Broadcast Venue at Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor (<https://rebrand.ly/mToucheAGM>) on Thursday, 3 March 2022 at 10.00 a.m. for the purpose of considering the following businesses:-

A G E N D A

Ordinary Business

- To receive the Audited Financial Statements for the financial period ended 30 September 2021 together with the Reports of the Directors and the Auditors thereon.
- To re-elect Ms Kunamony A/P S. Kandiah, a Director who is retiring in accordance with Regulation 97 of the Company's Constitution.
- To re-elect Mr Ng Kok Hok, a Director who is retiring in accordance with Regulation 104 of the Company's Constitution.
- To re-elect Encik Khairul Azwan bin Harun, a Director who is retiring in accordance with Regulation 104 of the Company's Constitution.
- To approve the payment of Directors' fees of RM627,143.00 for the financial year ending 30 September 2022.
- To approve the payment of Directors' remuneration (excluding Directors' fees) payable to the Board of the Company and its subsidiaries amounting to RM488,090 for the financial period from 1 December 2021 until 28 February 2023.
- To re-appoint Messrs Afrizan Tarmili Khairul Azhar as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Please refer to Explanatory Note 1)
Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6

Special Business

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

- Authority to Issue Shares**
"THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the issued capital (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."
- To transact any other business of which due notice shall have been given.

Ordinary Resolution 7

By order of the Board
Ng Sally (MAICSA 7060343 & PC No. 202008002702)
Goh Xin Yee (LS 0010359 & PC No. 202008000375)
Company Secretaries

31 January 2022
Kuala Lumpur

Notes :

- A member shall be entitled to appoint up to three (3) proxies to attend and vote at the same meeting. 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. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy must 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 seal or at hand of an officer or attorney duly authorised.
- Where a member of the Company 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.
- The instrument of appointing a proxy shall be deposited at the Company's Share Registrar's Office at Shareworks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjourned meeting as the case may be.
- Form of Proxy sent through facsimile transmission shall not be accepted.
- The 17th AGM will be conducted virtually at the Broadcast Venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.
- GENERAL MEETING RECORD OF DEPOSITORS**
For the purposes of determining a member who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Regulation 62 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 24 February 2022. Only the Company's members whose names appear on such Record of Depositors shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on their behalf.
- EXPLANATORY NOTES TO SPECIAL BUSINESS**
 - Item 1 of the Agenda
This Agenda item is meant for discussion only, as the provision of Section 248(1) and Section 340(1)(a) of the Companies Act 2016 ("Act") does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
 - Items 5 & 6 of the Agenda
Section 230(1) of the Act provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 17th AGM on the Directors' remuneration in two (2) separate resolutions as below:
 - Resolution 4 on payment of Directors' fees for the financial year ending 30 September 2022; and
 - Resolution 5 on payment of Directors' remuneration (excluding Directors' fees) for the financial period from 1 December 2021 until 28 February 2023 ("Relevant Period").The payment of the Directors' Fees for the financial year ending 30 September 2022 and the Directors' remuneration (excluding Directors' fees) will only be made if the proposed Resolutions 4 and 5 have been passed at the 17th AGM pursuant to Regulation 105 of the Company's Constitution and Section 230(1) of the Act.
The Directors' remuneration (excluding Directors' Fees) comprises the allowances and other emoluments payable to the Board of the Company and its subsidiaries as follows:-

	Executive Directors (RM)	Independent Non-Executive Directors (RM)	Total (RM)
Meeting allowance	0	19,500	19,500
Other Benefits & Emoluments	468,590	0	468,590
Total	468,590	19,500	488,090

The estimated total amount of Directors' remuneration (excluding Directors' Fees) for the Relevant Period of RM488,090 were determined based on the various factors including the number of scheduled meetings for the Board and Board Committees as well as the extent of involvement of the respective Directors.

Payment of Directors' Fees for the financial year ending 30 September 2022 and Directors' remuneration (excluding Directors' Fees) will be made by the Company and its subsidiaries on a quarterly basis and/or as and when incurred if the proposed Resolutions 4 and 5 have been passed at the 17th AGM. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' Fees for the financial year ending 30 September 2022 and Directors' remuneration (excluding Directors' Fees) on a quarterly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the Relevant Period. In the event where the payment of Directors' Fees for the financial year ending 30 September 2022 and Directors' remuneration (excluding Directors' Fees) payable during the above period exceeded the estimated amount sought at the 17th AGM, a shareholders' approval will be sought at the next AGM.

- Item 8 of the Agenda
The proposed Ordinary Resolution 7, if passed, will give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.
This is the renewal of the mandate obtained from the shareholders at the last AGM held on 3 December 2020 ("the Previous Mandate"). The Company had utilised the mandate for the issuance of 116,498,000 new shares at an issue price of RM0.0618 per share under the Previous Mandate which was approved by the shareholders at the last AGM held on 3 December 2020 and total proceeds of RM7,199,576.40 was raised accordingly.
The purpose of this new general mandate is for possible fund raising exercises 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.

Statement Accompanying Notice of AGM

Pursuant to Rule 8.29 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities")

- General Mandate for issue of securities in accordance with Rule 6.04(3) of the ACE Market Listing Requirements of Bursa Securities

The Company has obtained the mandate for issue of shares from the shareholders at the last AGM held on 3 December 2020 ("The Previous Mandate"). The Previous Mandate has been utilised for the private placement of 10% of the issued shares of the Company ("Private Placement"). Pursuant to the Previous Mandate, the Company has undertaken a private placement exercise which has been completed on 15 January 2021 following the listing and quotation of 116,498,000 placement shares, being the first and last tranche of the private placement on the ACE Market of Bursa Securities. The Private Placement has raised a gross proceed of RM7,199,576.40 and that the details of the utilisation of the proceeds raised from the Private Placement, as at the date of the printing of this Annual Report, are as follows:-

Utilisation of proceeds	Status of Utilisation (RM'000)	Actual Utilisation (RM'000)	Amount Unutilised (RM'000)
Purchase of COVID-19 Test Kits and related equipment	4,400	4,400	0
Set up of clean room and cold storage facility	2,000	2,000	0
Working capital for the Distribution and Sale of Test Kits Business	400	400	0
Estimated expenses in relation to the Proposed Private Placement	400	400	0
Total	7,200	7,200	0