

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Third (43<sup>rd</sup>) Annual General Meeting ("AGM") of the Company will be held and conducted by way of virtual meeting entirely through live streaming via a Remote Participation and Voting ("RPV") facilities via Mlabs VGM platform operated by Mlabs Research Sdn Bhd at the main venue at Boardroom, Suite 11.1, Level 11, Menara 1 Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur on Tuesday, 15 March 2022 at 10.30 a.m. to transact the following businesses: -

1. To receive the audited financial statements for the financial year ended 30 September 2021 together with the Directors' and Auditors' Reports thereon.  
**Please refer to Note A.**
2. To re-elect the following Director who are retiring pursuant to the Company's Constitution:
  - i) Dato' Seri Abdul Azim bin Mohd Zabidi (Article 105(1)) Ordinary Resolution 1
3. To approve the payment of Directors' fees and other benefits payable of up to RM310,000 to the Directors of the Company for the financial year ending 30 September 2022. Ordinary Resolution 2
4. To re-appoint Messrs. CAS Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 3

### SPECIAL BUSINESSES:

To consider and, if thought fit, to pass the following Resolutions:

5. **Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016** Ordinary Resolution 4  
 THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), Additional Temporary Relief Measures to Listed Corporations for Covid-19, issued by Bursa Securities on 16 April 2020, its subsequent letter dated 23 December 2021 on extension of implementation of the 20% General Mandate and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, 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 pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("20% General Mandate"); AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities which would be utilised before 31 December 2022 and thereafter, the 10% general mandate will be reinstated;  
 AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

6. **Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** Ordinary Resolution 5

"THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.4 of the Circular to Shareholders dated 31 January 2022 for the purposes of Paragraph 10.09, Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), subject to the following:

- (i) the transactions are necessary for the day to day operations of the Company's subsidiaries in the ordinary course of business, at arm's length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
- (ii) the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until: -
  - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
  - (b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - (c) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is earlier.

(iii) disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where:-

- (a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
- (b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%, whichever is higher;

and amongst other, based on the following information:

- (a) the type of the Recurrent Related Party Transactions made; and
- (b) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with Anzo Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

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

By order of the Board,

Tan Tong Lang (MAICSA 7045482/ SSM PC No.201908002253)  
Company Secretary

Selangor  
31 January 2022

### Notes

1. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at this virtual Forty-Third AGM using RPV Facilities provided by Mlabs Research Sdn Bhd via Webex Events platform through the link <https://rebrand.ly/AnzoAGM>.
2. A member entitled to participate and vote at this meeting is entitled to appoint a proxy/proxies to participate and vote instead of him. 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 participate and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
3. Where a member appoints more than one proxy to participate the same meeting, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, either under its Common Seal or signed by attorney so authorized.
6. The Form of Proxy must be deposited at the Company's Share Registrar Office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to participate the Forty-Third AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 8 March 2022. Only members whose name appears on the Record of Depositors as at 8 March 2022 shall be entitled to participate the said meeting or appoint proxies to participate and/or vote on his/her behalf.

### EXPLANATORY NOTES ON SPECIAL BUSINESSES

#### Note A: Audited Financial Statements for the financial year ended 30 September 2021

This Agenda item is meant for discussion only as Section 340(1) of the Companies Act 2016 and the Company's Constitution provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, it is not put forward for voting.

#### Ordinary Resolutions 2: Directors' Fees and Benefits

In accordance with Section 230 (1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Company pays Directors' fees and benefits to the Independent Non-Executive Directors ("INEDs"). The Executive Directors do not receive any fees and benefits as Directors, but they are remunerated with salary, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders.

The Board recommends that shareholders approve a maximum aggregate amount of RM310,000 for the payment of Directors' fees and benefits to the INEDs of the Company during the course of the period from October 2021 until the next AGM of the Company.

#### Ordinary Resolution 4: Authority to Directors to Allot and Issue Shares

The proposed Ordinary Resolution 4, if passed, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 20% of the total number of issued share of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. Bursa Securities has via their letter dated 23 December 2021 granted an extension to the temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being ("20% General Mandate"). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2022 and thereafter, the 10% general mandate will be reinstated. Having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, pursuant to Section 76(4) of the Companies Act 2016 from its shareholders at the forthcoming Forty-Third AGM of the Company. The 20% General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions. The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the 31 December 2022. The Board of Directors of the Company, after due consideration, is of the opinion that in the face of unprecedented challenges to the Company brought by Covid-19 pandemic, this 20% General Mandate will enable the Company further flexibility to raise funds expeditiously other than incurring additional interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow and achieve a more optimal capital structure. Any funds raised from this 20% General Mandate is expected to be used as working capital to finance day-to-day operational expenses, on-going projects or future projects/investments to ensure the long-term sustainability of the Company. The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its subsidiaries. As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the last AGM held on 9 March 2021 and which will lapse at the conclusion of the Forty-Third AGM.

#### Ordinary Resolution 5: Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Ordinary Resolution 5, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company.



ANZO HOLDINGS BERHAD  
安 卓 控 股 有 限 公 司

**ANZO HOLDINGS BERHAD**

[Registration No.: 197701005955 (36998-T)]  
(Incorporated in Malaysia)

**43rd ANNUAL GENERAL MEETING (“AGM”)**

| <u>Date</u>   | <u>Time</u> | <u>Main Venue</u>   |
|---------------|-------------|---|
| 15 March 2022 | 10.30 a.m.  | Boardroom, Suite 11.1, Level 11, Menara 1 Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur |

The AGM will be hosted virtually at <https://rebrand.ly/AnzoAGM> operated by Mlabs Research Sdn. Bhd.

**MODE OF MEETING**

In view of the COVID-19 outbreak and as part of the safety measures, the AGM will be conducted on a virtual basis through live streaming from the Main Venue.

Shareholders of the Company (“Shareholders”) are NOT REQUIRED to be physically present NOR ADMITTED at the Main Venue on the day of the AGM.

Shareholders will have to register to attend the AGM remotely by using the Remote Participation and Voting (“RPV”) Facilities, the details as set out below.

**RPV**

The AGM will be conducted through live streaming and online remote voting. You encouraged to attend the AGM by using the RPV Facilities. With the RPV Facilities, you may exercise your rights as a Shareholder to participate (including to pose questions to our Board) and vote at the AGM.

**Individual Members** are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the AGM. Please refer to the details as set out under RPV Facilities for information.

If an individual member is unable to attend the AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the Form of Proxy 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 AGM using the RPV Facilities. Corporate Members who wish to participate and vote remotely at the AGM must contact the poll administrator, ShareWorks Sdn. Bhd. with the details set out below for assistance and will be required to provide the following documents to our Company no later than Sunday, 13 March 2022 at 10.30 a.m.

- i. Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation;
- ii. Copy of the Corporate Representative’s or proxy’s MyKad (front and back)/ Passport; and
- iii. Corporate Representative’s or proxy’s email address and mobile phone number.

Upon receipt of such documents, ShareWorks Sdn. Bhd. or our Company will respond to your remote participation request. If a Corporate Member (through Corporate Representative(s) or appointed proxy(ies) is unable to attend the AGM, the Corporate Member is encouraged to appoint the Chairman of the Meeting as its proxy and indicate the voting instructions in the Form of the Proxy 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 AGM using RPV Facilities. Nominee Company Members who wish to participate and vote remotely at the AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the AGM. Nominee Company must contact the poll administrator, ShareWorks Sdn. Bhd. with the details set out below for assistance and will be required to provide the following documents to our Company no later than Sunday, 13 March 2022 at 10.30 a.m.

- (i) Form of Proxy under the seal of the Nominee Company;
- (ii) Copy of the proxy’s MyKad (front and back)/ Passport; and
- (iii) Proxy’s email address and mobile phone number.

Upon receipt of such documents, ShareWorks Sdn. Bhd. or our Company will respond to your remote participation request.

If a Nominee Company Member is unable to attend the AGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

The procedures for the RPV in respect of the live streaming and remote voting at the AGM is as follows:

| Procedures               |   | Action  |
|--------------------------|---|---|
| <b>Before AGM</b>        |   |   |
| 1.                       | Register as participant in Virtual AGM<br><br> | <ul style="list-style-type: none"> <li>Using your computer, access the registration website at <a href="https://rebrand.ly/AnzoAGM">https://rebrand.ly/AnzoAGM</a>. Click on the <b>Register</b> link to register for the AGM session.</li> <li>If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click <b>Register</b> and enter your email followed by <b>Next</b> to fill in your details to register for the AGM session.</li> <li>Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.</li> <li>The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.</li> </ul>  |
| 2.                       | Submit your online registration   | <ul style="list-style-type: none"> <li>Shareholders who wish to participate and vote remotely at the AGM via RPV Facilities are required to register prior to the meeting. The registration will be open from <b>31 January 2022 at 7:00 pm</b> and the registration will close at <b>14 March 2022 at 10:30 am</b>.</li> <li>Clicking on the link mentioned in item 1 will redirect you to the AGM event page. Click on the <b>Register</b> link for the online registration form.</li> <li>Complete your particulars in the registration page. Your name <b>MUST</b> match your CDS account name (not applicable for proxy).</li> <li>Insert your CDS account number(s) and indicate the number of shares you hold</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declarations.</li> <li>Please ensure all information given is accurate before you click <b>Submit</b> to register your remote participation. Failure to do so will result in your registration being rejected.</li> <li>System will send an email to notify that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors of the Company as at <b>8 March 2022</b>, the system will send you an email to notify you if your registration is approved or rejected after <b>9 March 2022</b>.</li> <li>If your registration is rejected, you can contact the Company's Poll Administrator or the Company for clarifications or to appeal.</li> </ul> |
| <b>On the day of AGM</b> |   |   |
| 3.                       | Attending Virtual AGM   | <ul style="list-style-type: none"> <li>Two reminder emails will be sent to your inbox. First is one day before the AGM Day, while the 2nd will be sent 1 hour before the AGM session.</li> <li>Click <b>Join Event</b> in the reminder email to participate the RPV.</li> </ul>   |
| 4.                       | Participate with live video   | <ul style="list-style-type: none"> <li>You will be given a short brief about the system.</li> <li>Your microphone is muted throughout the whole session.</li> <li>If you have any questions for the Chairman/Board, you may use the <b>Q&amp;A panel</b> to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email.</li> <li>The session will be recorded.</li> <li>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>  |

|    |                             |  |
|----|-----------------------------|--|
| 5. | Online Remote Voting        | <ul style="list-style-type: none"> <li>• The Chairman will announce the commencement of the Voting session and the duration allowed at the respective AGM.</li> <li>• The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame.</li> <li>• Click on the <b>Submit</b> button when you have completed.</li> <li>• Votes cannot be changed once it is submitted.</li> </ul> |
| 6. | End of remote participation | <ul style="list-style-type: none"> <li>• Upon the announcement by the Chairman on the closure of the AGM, the live session will end.</li> </ul>  |

### **Proxy**

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally attend and participate in the AGM via RPV Platform, the Shareholder must contact ShareWorks Sdn. Bhd. to revoke the appointment of his/her proxy no later than **13 March 2022 at 10: 30 am**

### **Poll Voting**

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the AGM and on Bursa Malaysia website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

### **No Recording or Photography**

Strictly NO recording or photography of the proceedings of the AGM is allowed.

### **No Breakfast/Lunch Packs, Door Gifts or Food Vouchers**

There will be no distribution of breakfast / lunch packs, door gifts or food vouchers,

### **Enquiry**

If you have any enquiry prior to the meeting, please contact the following officers during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

### **For Registration, logging in and system related: Mlabs Research Sdn Bhd**

Name: Ms Eris /Mr Bryan / Mr Hong  
Telephone No: +603-7688 1013  
Email: vgm@mlabs.com

### **For Proxy and other matters: ShareWorks Sdn. Bhd.**

Name: Mr Vemalan a/l Naraynan / Mr Kou Si Qiang  
Telephone No: 03 6201 1120  
Email: ir@shareworks.com.my