

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Twenty-First ("21st")** Annual General Meeting ("AGM") of the Company will be held at **The Ballroom, 2nd Floor, Mercure Selangor Selayang, B-G-12 Dataran Emerald, Jalan PS 11, Prima Selayang, 68100 Batu Caves, Selangor Darul Ehsan on Thursday, 26 May 2022 at 11.30 a.m.** for the following purposes: -

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.
- To approve a final single tier dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2021. **(Ordinary Resolution 1)**
- To approve the payment of Directors' fees and benefits up to RM366,200.00 from 21st AGM until the next AGM of the Company. **(Ordinary Resolution 2)**
- To re-elect the following Directors retiring pursuant to Article 86 and 92 respectively of the Company's Constitution and being eligible, offer themselves for re-election: -
 - Dr. Lim Pang Kiam **(Ordinary Resolution 3)**
 - Mr. Ng Yik Soon **(Ordinary Resolution 4)**
 - Dato' Leanne Koh Li Ann **(Ordinary Resolution 5)**
- To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

As Special Business

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

- Authority to Issue Shares** **(Ordinary Resolution 7)**

"THAT pursuant to Section 75 and 76 of the Companies Act 2016 ("Act"), and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company."
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** **(Ordinary Resolution 8)**

"THAT, the mandate granted by the shareholders of the Company at the 20th AGM held on 27 May 2021 pursuant to paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad, authorising the Company and its subsidiary ("**Engtex Group**") to enter into recurrent transactions of a revenue or trading nature as set out in Section 2.3(i) of the Circular to Shareholders dated 27 April 2022 with the related parties mentioned therein which are necessary for the Engtex Group's day-to-day operations, be and is hereby renewed.

THAT Engtex Group be and is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein provided that: -

 - the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
 - the disclosure will be made in the Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year based on the type of Recurrent Related Party Transactions made, the names of the related parties involved in each type of Recurrent Related Party Transactions and their relationships with the Company.

THAT authority conferred shall continue to be in force until: -

 - the conclusion of the next AGM of the Company following the forthcoming 21st AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
 - the expiration of the period within which the next AGM 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
 - revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier;

AND THAT the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."
- Proposed Renewal of Share Buy-Back Authority** **(Ordinary Resolution 9)**

"THAT subject to the Act, the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the audited retained earnings of the Company as at 31 December 2021 of RM35,490,831.00 to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company; THAT an amount not exceeding the Company's retained profits be allocated by the Company for the proposed share buy-back; THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 127 of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may sell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them; THAT the authority conferred by this Resolution will be effective immediately upon the passing this Resolution and will expire at:

 - the conclusion of the next AGM of the Company following the forthcoming 21st AGM at which the Proposed Renewal of Share Buy-Back Authority was passed, at which time it will lapse unless by a resolution passed at the AGM, the authority is renewed;
 - the expiration of the period within which the next AGM after the date it 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
 - revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any);

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority."

- To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the 21st AGM, a final single tier dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2021 will be paid on 1 July 2022 to depositors whose names appear in the Record of Depositors on 15 June 2022.

A Depositor shall qualify for entitlement to the Dividend only in respect of: -

- Shares transferred to the Depositor's securities account before 4.30 p.m. on 15 June 2022 in respect of transfers.
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

KHOO CHONG KEONG (MIA CA11413)
LIM SECK WAH (MAICSA NO. 0799845)
TANG CHI HOE (KEVIN) (MAICSA NO. 7045754)

Secretaries

Selangor Darul Ehsan

Date: 27 April 2022

Notes:-

General Meeting Record of Depositors

For the purpose of determining a member who shall be entitled to attend the 21st AGM, the Company shall request the Record of Depositors as at 20 May 2022. Only a depositor whose name appears on the Record of Depositors as at 20 May 2022 shall be entitled to attend, speak and vote at this meeting or appoint proxy/proxies to attend, speak and vote in his stead.

Appointment of Proxy

- A member may appoint up to two (2) proxies who need not be members of the Company to attend, speak and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- 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 with ordinary shares of the Company standing to the credit of the said securities account.
- 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**"), the Exempt Authorised Nominee may appoint any number of proxy (no limit) in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under either its common seal or the hand of its officer or attorney duly authorized. The instrument duly completed shall be deposited at the Company's registered office or email to mega-share@megacorp.com.my not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. The completed instrument appointing a proxy once deposited will not preclude the member from attending and voting in person at the general meeting should the member subsequently wish to do so.
- By submitting the duly executed proxy form, a 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 this meeting and any adjournment thereof.

Explanatory Notes to Special Business

- Ordinary Resolution 7 - Authority to issue shares**

The proposed Resolution 7, if passed, will empower the Directors to issue shares up to 10% of the total number of issued shares of the Company at any one time during the validity of the authority granted for such purposes as they may consider being in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The general mandate sought to grant authority to Directors to issue shares is a renewal of the mandate that was approved by the shareholders at the 20th AGM held on 27 May 2021. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

The previous mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.
- Ordinary Resolution 8 - Proposed Shareholders' Mandate**

The explanatory note on Ordinary Resolution 8 is set out in the Circular to Shareholders dated 27 April 2022.
- Ordinary Resolution 9 - Proposed Renewal of Share Buy-Back Authority**

The explanatory note on Ordinary Resolution 9 is set out in the Circular to Shareholders dated 27 April 2022.