



EWAIN BERHAD

COMPANY NO. 200601023136 (742590-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of the Company will be held and conducted by way of virtual meeting entirely through live streaming via Remote Participation and voting facilities from the Broadcast Venue at the Meeting Room, Suite 1-01-02, Menara IJM Land, No. 1, Lebuhr Tunku Kudin 3, 11700 Gelugor, Pulau Pinang, on Friday, 24 June 2022 at 10.30 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
- To approve the payment of a final single tier dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2021. **Ordinary Resolution 2**
- To approve the payment of Directors' fees and Directors' benefits of RM355,000.00 for the financial year ending 31 December 2022. **Ordinary Resolution 3**
- To re-elect Ms Ewe Lay Khim who is retiring pursuant to Article 95 of the Company's Constitution. **Ordinary Resolution 4**
- To re-elect Mr Tan Yen Yeow who is retiring pursuant to Article 95 of the Company's Constitution. **Ordinary Resolution 5**
- To re-elect Mr Ewe Swee Kiat who is retiring pursuant to Article 102 of the Company's Constitution. **Ordinary Resolution 6**
- To re-appoint Messrs KPMG PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

AS SPECIAL BUSINESS:

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

8. ORDINARY RESOLUTION

AUTHORITY TO ISSUE SHARES

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at such time 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 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 7**

9. ORDINARY RESOLUTION

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

"THAT subject to Sections 112, 113 and 127 of the Act, the Company's Constitution, the provisions of the Main Market Listing Requirements of the Bursa Securities ("Listing Requirements") and all other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised, to make purchase(s) of ordinary shares in the Company on Bursa Securities subject to the following:-

- The aggregate number of shares which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company for the time being;
- The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits of the Company; and
- Upon completion of the purchase by the Company of its own shares, the Directors of the Company are authorised to deal with the shares so bought-back in their absolute discretion in any of the following manner:-
 - cancel the shares so purchased; or
 - retain the shares so purchased as treasury shares and held by the Company; or
 - retain part of the shares so purchased as treasury shares and cancel the remainder; or
 - distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or
 - transfer all or part of the treasury shares for purposes of an employees' share scheme, and/or as purchase consideration; orin any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authority for the time being in force;

AND THAT the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed, at which time the authority will lapse unless renewed by ordinary resolution passed at the AGM either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company after that 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
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is 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 Listing Requirements and other relevant guidelines issued by the Bursa Securities or any other relevant authorities.

AND THAT the Directors of the Company be and are authorised to take all such steps to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, revaluations and/or amendments as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter in accordance with the Act, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authorities."

- To transact any other business of which due notices shall have been given.

By Order of the Board,

CHEE WAI HONG (BC/C/1470)
SSM PC No. 202008001804
TAN SHE CHIA (MAICSA 7055087)
SSM PC No. 202008001923
Company Secretaries
Penang

Date: 29 April 2022

Notes:

- A member of a company entitled to attend and vote at a meeting of a company, shall be entitled to appoint any person as his/her proxy to attend and vote instead of the members at the meeting. There shall be no restriction as to the qualification of the proxy.
- A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting. A member shall not appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two proxies, to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
- The Form of Proxy must be duly completed and deposited at the office of the Share Registrar of the Company at Mega Corporate Services Sdn Bhd of Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur or email to AGM-support.UEWIN@megacorp.com.my not less than 48 hours before the date and time set for holding the meeting.
- If the appointor is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- The resolutions as set out in the Notice of AGM are to be voted by poll.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with the Company's Constitution and Paragraph 7.14(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, to make available a Record of Depositors ("ROD") as at 17 June 2022. Only a member whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and/or speak and/or vote in his/her behalf.

Explanatory Note:

Registration for Remote Participation and Voting Facilities

- The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. **No members/proxies/corporate representatives should be physically present at the broadcast venue on the day of the AGM.**
- Members, proxies and corporate representatives who wish to participate and vote remotely at the AGM will have to register via <https://vps.megacorp.com.my/TBtNhw> or scan the above QR code for online registration. Members are advised to read the Administrative Guide carefully and follow the procedures in the Administrative Guide for this AGM in order to participate remotely.

The Administrative Guide on the conduct of the virtual AGM of the Company is available at the Company's website at <https://www.eweinberhad.com>.

Explanatory Note on Ordinary Business:

Agenda 1

To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.

The item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require shareholders' approval for the audited financial statements. Therefore, this item will not be put forward for voting.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"). (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Notice Of Dividend Entitlement

NOTICE IS HEREBY GIVEN that a Final Single Tier Dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2021, if approved, will be paid on 22 September 2022 to depositors registered in the Record of Depositors at the close of business on 8 September 2022.

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

- shares transferred into the depositor's securities account before 4.30 p.m. on 8 September 2022.
- shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board,

CHEE WAI HONG (BC/C/1470)
SSM PC No. 202008001804
TAN SHE CHIA (MAICSA 7055087)
SSM PC No. 202008001923
Company Secretaries
Penang

Date: 29 April 2022

Ordinary Resolution 2 - Payment of Directors' fees and Directors' benefits

The proposed Ordinary Resolution 2 is to facilitate payment of Directors' fees and Directors' benefits on current financial year basis, calculated based on the number of scheduled Board and Committee meetings for 2022 and assuming that all Directors will hold office until the end of the financial year. In the event the Directors' fees and Directors' benefits proposed is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees and benefits to meet the shortfall.

Ordinary Resolution 3, 4, 5 - Re-election of directors

The following Directors are standing for re-election as Directors of the Company at the 16th Annual General Meeting of the Company and being eligible have offered themselves for re-election in accordance with the Company's Constitution:-

- Ms Ewe Lay Khim
 - Mr Tan Yen Yeow
 - Mr Ewe Swee Kiat
- (collectively referred to as "Retiring Directors")

The Nominating Committee ("NC") has assessed the performance and contribution of each of the Retiring Directors. Based on the results of the Board annual evaluation conducted for the financial year ended 31 December 2021, the performance of each of the Retiring Directors was found to be satisfactory.

The Board has also through the NC carried out assessment on the independence of the Independent Non-Executive Directors ("INEDs") and is satisfied with the independence and performance of the INEDs.

The Board has endorsed the NC's recommendation to seek shareholders' approval for the re-election of the Retiring Directors. The details and profiles of the Retiring Directors are provided in the Board of Directors section on pages 28 to 33 of the Annual Report 2021.

Explanatory Notes on Special Business:

Ordinary Resolution 7 - Authority to issue shares

The proposed Ordinary Resolution 7, if passed, primarily to renew the mandate to give authority to the Board of Directors of the Company to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company without convening a general meeting. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, the Company has not issued any new shares pursuant to Sections 75 and 76 of the Companies Act 2016 under the general authority which was approved at the 15th Annual General Meeting held on 28 June 2021 and which will lapse at the conclusion of the 16th Annual General Meeting to be held on 24 June 2022. A renewal of this authority is being sought at the 16th Annual General Meeting under proposed Ordinary Resolution 7.

This authority if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).

Ordinary Resolution 8 - Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 8, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase up to 10% of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The details of the proposal are set out in the Statement to Shareholders dated 29 April 2022.

Administrative Guide for The Virtual 16th Annual General Meeting (“AGM”)

Date	: Friday, 24 June 2022
Time	: 10.30 a.m.
Broadcast Venue	: THE MEETING ROOM, SUITE 1-01-02, MENARA IJM LAND, NO. 1, LEBUH TUNKU KUDIN 3, 11700 GELUGOR, PULAU PINANG



Voting via Digital Ballot Form at a Virtual 16th AGM

1. **Shareholders will not be allowed to attend the 16th AGM in person at the Broadcast Venue on the day of the meeting.** Shareholders who wish to participate at the 16th AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/TBtNhw> (please refer to para 4 for further details). After the registration is validated and accepted, Shareholders will receive an email with a link to grant access to the **Digital Ballot Form (“DBF”)**.
2. With the DBF, you may exercise your right as a shareholder of the Company to vote during the 16th AGM, at the comfort of your home or from any location.
3. Shareholders may use the Questions’ Pane facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before 48 hours of the AGM via email to the following e-mail address in relation to the agenda items for the 16th AGM:
AGM-support.EWEIN@megacorp.com.my

Registration Procedure

4. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Live-Streaming session to participate and vote remotely during the 16th AGM online:
 - a. Open this link <https://vps.megacorp.com.my/TBtNhw>, or scan the QR code at the top right corner of this document, and submit all requisite details at least twenty-four (24) hours before the date of 16th AGM.
 - b. Only Shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the Meeting.
 - c. Alternatively, you may deposit your Proxy Form, duly completed with the proxy’s email address and mobile phone number, at the office of the Poll Administrator 48 hours before the AGM:

Mega Corporate Services Sdn. Bhd.
Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur **or**;
Submit via e-mail to:
AGM-support.EWEIN@megacorp.com.my
 - d. For corporate Shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.
 - e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
 - i. **Meeting Link** – for the Live-Streaming Session
 - ii. **DBF** – for Voting Purposes

Administrative Guide for The Virtual 16th Annual General Meeting (“AGM”) (Cont’d)



Record of Depositors (“ROD”) for the 16th AGM

5. The date of ROD for the 16th AGM is Friday, 17 June, 2022. As such, only Shareholders whose name appear in the ROD shall be entitled to participate and vote at the 16th AGM or appoint proxy(ies) / corporate representative(s) to participate and vote on his / her behalf.

Poll Voting

6. The voting of the 16th AGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
7. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon completion of the voting session for the 16th AGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

No Refreshments and No Door Gifts

There will be no distribution of refreshments and door gifts for the AGM of the Company.

Enquiry

If you have any enquiries on the above, please contact the following during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.

Email : AGM-support.EWEIN@megacorp.com.my
Tel : +60 (3) 2694 8984
Alfred : +60 (12) 912 2734
Hisham : +60 (12) 252 9136