

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** the Third Annual General Meeting (“3<sup>rd</sup> AGM”) of Optimax Holdings Berhad (“**Optimax**” or the “**Company**”) will be held as a fully virtual meeting conducted through live streaming and online remote voting using the Remote Participation and Voting (“**RPV**”) facilities on the online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“**TIIH**”) in Malaysia at <https://tiih.online> (Domain registration number with MYNIC: D1A282781) on Thursday, 23 June 2022 at 10.30 a.m. or at any adjournment thereof for the following purposes:

**AGENDA**

**A. Ordinary Business**

1. To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2021.  
[Please refer to Explanatory Note (a)] *Please refer to the Explanatory Notes to the Agenda*
2. To re-elect the following Directors who retire by rotation pursuant to Clause 76(3) of the Company’s Constitution:  
(a) Tan Sing Yee *Ordinary Resolution 1*  
(b) Yap Ping Hong *Ordinary Resolution 2*
3. To re-elect the following Directors who retire by rotation pursuant to Clause 78 of the Company’s Constitution:  
(a) Dato’ Seri Dr. Chen Chaw Min *Ordinary Resolution 3*  
(b) Tan Sri Dato’ Seri Mohamad Noor Bin Abdul Rahim *Ordinary Resolution 4*
4. To approve the payment of Non-Executive Directors’ fees of up to RM330,000 for the financial year ending 31 December 2022 to be divided amongst the Directors of the Company in such manner as the Directors may determine. *Ordinary Resolution 5*
5. To approve the payment of Directors’ benefits of up to RM30,000 payable to the Non-Executive Directors for the period from 24 June 2022 up to the next annual general meeting (“**AGM**”) of the Company. *Ordinary Resolution 6*  
[Please refer to Explanatory Note (b)]
6. To re-appoint Messrs. KPMG PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors (“**Board**”) to determine their remuneration. *Ordinary Resolution 7*

**B. Special business**

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

7. **Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016** *Ordinary Resolution 8*  
“**THAT** subject always to the Companies Act 2016 (“**Act**”), the Company’s Constitution and the approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares in the Company from time to 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 issued pursuant to this ordinary resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that 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 continue to be in force until the conclusion of the next AGM of the Company.”  
[Please refer to Note (c)]
8. **Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** *Ordinary Resolution 9*  
“**THAT** approval and authority be and are hereby given for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with the related parties (“**Proposed Shareholders’ Mandate**”) as set out in Section 2.4 of the Circular to Shareholders dated 29 April 2022 in relation to the Proposed Shareholders’ Mandate, provided that such transactions are undertaken in the ordinary course of business, at arm’s length and based on commercial terms and on terms not more favourable to the related party than those generally available to/from the public and are not detrimental to the minority shareholders and that the breakdown of the aggregate value of the recurrent related party transactions conducted/to be conducted during the financial year, including the types of recurrent related party transactions made and the names of the related parties, will be disclosed in the annual report of the Company pursuant to the requirements of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad;  
**AND THAT** such approval shall continue to be in force until:  
(a) the conclusion of the next AGM of the Company following this AGM at which such Proposed Shareholders’ Mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at the meeting, the authority is renewed;  
(b) 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  
(c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.”  
**AND THAT** the Directors of the Company be and are hereby authorised to 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 transactions contemplated and/or authorised by this ordinary resolution.”  
[Please refer to Explanatory Note (d)]
9. To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

By Order of the Board

WONG YOKE FUN (SSM PC No.: 202008003051) (MAICSA 7027345)  
REBECCA KONG SAY TSUI (SSM PC No.: 202008001003) (MAICSA 7039304)  
Company Secretaries

Kuala Lumpur  
29 April 2022

**NOTES:**

1. The 3<sup>rd</sup> AGM will be held as a fully virtual meeting using live streaming and online remote voting through RPV facilities on the online meeting platform provided by TIIH in Malaysia at <https://tiih.online> (Domain registration number with MYNIC: D1A282781). Please follow the procedures provided in the Administrative Guide for 3<sup>rd</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
2. All participants including the Chairman of the meeting will be participating remotely through the online meeting platform at <https://tiih.online> (Domain registration number with MYNIC: D1A282781). This fulfils the requirements under Section 327(2) of the Act as stated in the revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia which was further revised on 7 April 2022.
3. Only a depositor whose name appears in the Record of Depositors of the Company as at 10 June 2022 shall be regarded as a member entitled to attend, speak and vote, and to appoint not more than 2 proxies to attend, speak and vote on his/her behalf, at the 3<sup>rd</sup> AGM.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners 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.
5. Where a member appoints more than 1 proxy to attend the 3<sup>rd</sup> AGM, the member shall specify the proportion of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy(ies).
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of a duly authorised officer or attorney of the corporation.
7. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company at least 48 hours before the time appointed for holding the 3<sup>rd</sup> AGM or at any adjournment thereof:
  - a. In hard copy form  
The Proxy Form must be deposited at the poll administrator’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - b. By electronic means  
The Proxy Form can be electronically lodged with the poll administrator via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for the 3<sup>rd</sup> AGM on the procedures for electronic lodgement of Proxy Form.
8. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to the Personal Data Protection Act 2010 set out below:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 3<sup>rd</sup> AGM or at 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 agent) for the purpose of the processing and administration of proxies and representatives appointed for the 3<sup>rd</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 3<sup>rd</sup> AGM (including any adjournment thereof), and in order for the Company (or its agent) 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 agent), 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 agent) 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 (or its agent) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

9. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice 3<sup>rd</sup> AGM will be put to vote by way of poll.

**EXPLANATORY NOTES:**

- a. Audited financial statements for the financial year ended 31 December 2021  
This agenda item is meant for discussion only as under the provision of Section 340(1) of Act, the audited financial statements do not require a formal approval of the members and hence, this item will not be put forward for voting.
- b. Ordinary Resolution 6 – Directors’ remuneration (excluding Directors’ fees)  
Pursuant to Section 230(1) of the Act, fees and benefits payable to the Non-Executive Directors of public company or a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Directors’ benefits payable comprises meeting attendance allowances and other claimable benefits. In determining the estimated total amount of Directors’ benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the period commencing from 24 June 2022 until the next AGM of the Company. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.
- c. Ordinary Resolution 8 – Authority to Directors to issue shares  
The Company wishes to obtain a mandate on the authority to issue shares pursuant to Sections 75 and 76 of the Act at the 3<sup>rd</sup> AGM of the Company to issue shares any time to such persons provided that the aggregate number of shares to be issued pursuant to this ordinary resolution during the preceding 12 months does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the “**General Mandate**”).  
The General Mandate will enable the Directors of the Company to issue shares in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM. The proceeds raised from the General Mandate 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 and/or acquisitions.
- d. Ordinary Resolution 9 – Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature  
The ordinary resolution, if passed, will empower 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, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to and/or from the public and are not, in the Company’s opinion, detrimental to the minority shareholders of the Company.