



**NESTCON BERHAD**  
[Registration No. 202001008684 (1365004-W)]  
(Incorporated in Malaysia)

**NOTICE OF SECOND ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Second Annual General Meeting ("2<sup>nd</sup> AGM") of Nestcon Berhad ("the Company") will be held as a fully virtual meeting through live streaming and online remote voting from the broadcast venue at Tricor Business Centre, Gemilang Room, Unit 29-02, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia ("Broadcast Venue") using the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd ("TIH") via its TIH Online website at <https://tihi.online> or <https://tihi.com.my> (Domain Registration No. with MYNIC: D1A282781) on Wednesday, 22 June 2022 at 10.00 a.m. to transact the following businesses:

**A G E N D A**

**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.
- To approve the Non-Executive Directors' fees payable to the Non-Executive Directors entitled to receive the Directors' fees for the financial year ended 31 December 2021, in such proportions and manner as the Directors may determine as follows:

No	Type of Director	Non-Executive Directors' fees of the Company (RM)
1	Chairman of the Board	38,000.00
2	Independent Non-Executive Directors	100,000.00
	<b>Total</b>	<b>138,000.00</b>

AND THAT to approve the Non-Executive Directors' benefits (excluding Directors' fees) payable to the Non-Executive Directors entitled to receive the Directors' benefits for the financial year ended 31 December 2021, in such manner as the Directors may determine as follows:

No	Type of Director	Non-Executive Directors' benefits (excluding Directors' fees) of the Company (RM)
1	Chairman of the Board	3,000.00
2	Independent Non-Executive Directors	6,000.00
	<b>Total</b>	<b>9,000.00</b>

- To approve the payment of Non-Executive Directors' fees for an amount of up to RM306,000.00 payable to Non-Executive Directors on a monthly basis for the period from 1 January 2022 until the next Annual General Meeting of the Company, in such proportions and manner as the Directors may determine as follows:

No	Type of Director	Non-Executive Directors' fees of the Company (RM)
1	Chairman of the Board	90,000.00
2	Independent Non-Executive Directors	216,000.00
	<b>Total</b>	<b>306,000.00</b>

AND THAT to approve the Non-Executive Directors' benefits (excluding Directors' fees) for an amount of up to RM36,000.00 payable to Non-Executive Directors for the period from 1 January 2022 until the next Annual General Meeting of the Company, in such manner as the Directors may determine as follows:

No	Type of Director	Non-Executive Directors' benefits (excluding Directors' fees) of the Company (RM)
1	Chairman of the Board	9,000.00
2	Independent Non-Executive Directors	27,000.00
	<b>Total</b>	<b>36,000.00</b>

- To re-elect the following Directors who retire pursuant to Clause 82 of the Company's Constitution and being eligible, have offered themselves for re-election:

- Encik Mohd Noor Bin Setapa; and
- Datuk Ir. Dr. Lim Jee Gin.

- To re-elect Cik Roslinda Binti Awang @ Mat Yazid, the Director who retires pursuant to Clause 89 of the Company's Constitution and being eligible, has offered herself for re-election.

- To re-appoint Messrs. Ecovis Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**AS SPECIAL BUSINESS**

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

**1. ORDINARY RESOLUTION**

**AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued does not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 20% General Mandate").

THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2022.

THAT with effect from 1 January 2023, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Rule 6.04 of the Listing Requirements provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer by the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, pursuant to this resolution, when aggregated with the total number of any such shares issued preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 10% General Mandate").

THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter refer to as "Proposed General Mandate".)

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.

- To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and/or the Companies Act 2016.

*[Please refer to Explanatory Note 1]*

*[Please refer to Explanatory Note 2] [Ordinary Resolution 1]*

*[Please refer to Explanatory Note 2] [Ordinary Resolution 2]*

*[Ordinary Resolution 3]*

*[Ordinary Resolution 4]*

*[Ordinary Resolution 5]*

*[Ordinary Resolution 6]*

*[Please refer to Explanatory Note 3] [Ordinary Resolution 7]*

BY ORDER OF THE BOARD  
**TEO SOON MEI** (SSM PC No. 201908000235) (MAICSA 7018590)  
**NG SHU FERN** (SSM PC No. 201908001840) (MAICSA 7062881)  
Company Secretaries

Kuala Lumpur  
Dated: 29 April 2022

**Explanatory Notes on Ordinary and Special Businesses:**

**1. Item 1 of the Agenda**

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. As such, this Agenda item is not put forward for voting.

**2. Items 2 and 3 of the Agenda**

Section 230(1) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Directors' fees and benefits payable to the Non-Executive Directors of the Company for the financial year ended 31 December 2021 is as follows:

	Company	
	Directors' Fees (RM)	Meeting allowance and claimable benefits (RM)
Chairman of the Board	38,000.00	3,000.00
Independent Non-Executive Directors	100,000.00	6,000.00
<b>Total</b>	<b>138,000.00</b>	<b>9,000.00</b>

Details of the Directors' Remuneration for the financial year ended 31 December 2021 are enumerated on page 55 of the Company's Annual Report 2021.

The Company is seeking shareholders' approval for the payment of:

- Non-Executive Directors' fees of RM138,000.00 and Non-Executive Directors' benefits of RM9,000.00 payable to the Non-Executive Directors for the financial year ended 31 December 2021 under Ordinary Resolution 1; and
- Non-Executive Directors' fees for an amount of up to RM306,000.00 on a monthly basis and Non-Executive Directors' benefits for an amount of up to RM36,000.00 payable to the Non-Executive Directors for the period from 1 January 2022 until the next Annual General Meeting of the Company under Ordinary Resolution 2.

The estimated Directors' fees proposed for the financial period from 1 January 2022 until the next Annual General Meeting of the Company are derived based on the current Board size.

The benefits payable to the Directors comprising of meetings allowances based on actual attendance of meetings by the Directors and other claimable benefits including reimbursable expenses incurred in the course of carrying out their duties as Directors. The payment of benefits to the Directors will be made by the Company as and when incurred.

Ordinary Resolution 2 is to facilitate payment of Directors' fees and benefits for the financial year 2022/2023.

In the event that the proposed Directors' fees and benefits payable are insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the next Annual General Meeting of the Company for the additional Directors' fees and benefits payable to meet the shortfall.

**3. Item 7 of the Agenda**

Bursa Securities had vide its letters dated 16 April 2020 and 23 December 2021 respectively, allowed and extended the implementation period of the increased general mandate of not more than twenty per centum (20%) of the total number of issued shares (excluding treasury shares) for new issue of securities. The Ordinary Resolution 7 is to seek a new general mandate for issuance and allotment of shares by the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer from time to time pursuant to the Companies Act 2016 at the forthcoming 2<sup>nd</sup> AGM of the Company provided that aggregate number of shares allotted pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2022. With effect from 1 January 2023, the Proposed 20% General Mandate will be reinstated to a 10% limit ("Proposed 10% General Mandate") according to Rule 6.04 of the Listing Requirements of Bursa Securities for ACE Market.

The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The Board of Directors of the Company is of the view that the Proposed 20% General Mandate is in the best interest of the Company and its shareholders as the Proposed 20% General Mandate will give the Directors the flexibility and cost effectively to raise funds quickly and efficiently during this challenging time to ensure the long-term sustainability of the Company and safeguard the interest of the Company and the shareholders.

The purpose of this new general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or such other purposes as the Directors may deem fit in the best interest of the Company.

**Notes:**

- The 2<sup>nd</sup> AGM of the Company will be held as a fully virtual meeting through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") via its TIH Online website at <https://tihi.online>. Please refer to the Administrative Guide for the 2<sup>nd</sup> AGM which is available at the Company's website at <http://www.nestcon.my/> for the procedures to register, participate and vote remotely at the 2<sup>nd</sup> AGM through the RPV facilities.
- Shareholders are to attend, participate, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 2<sup>nd</sup> AGM using the RPV.
- The Broadcast Venue of the 2<sup>nd</sup> AGM 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 at the main venue of the meeting. The Broadcast Venue is to inform shareholders where the electronic AGM production and streaming would be conducted from. No shareholder(s)/proxy(ies) from the public will be physically present at the broadcast venue on the day of the 2<sup>nd</sup> AGM.
- A member who is entitled to attend and vote at the 2<sup>nd</sup> AGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the 2<sup>nd</sup> AGM. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the 2<sup>nd</sup> AGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account which he/she holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners 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. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointer or of his/her attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration in the Proxy Form must be initialled.
- The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 2<sup>nd</sup> AGM or at any adjournment thereof.
  - In Hard Copy**  
The Proxy Form shall be deposited by hand or post to the Share Registrar's office, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - By Electronic Form**  
The Proxy Form can be lodged electronically via Tricor's TIH Online website at <https://tihi.online>. Kindly refer to the Procedure for Electronic Submission of Proxy Form.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of 2<sup>nd</sup> AGM will be put to vote by poll.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 June 2022 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the 2<sup>nd</sup> AGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.
- Those proxy forms which are indicated with "N" in the spaces provided to show how the votes are to be cast will also be accepted. Any alteration in the Proxy Form must be initialled.

**Personal data privacy:**

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, participate and vote at the 2<sup>nd</sup> AGM and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the 2<sup>nd</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2<sup>nd</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");
- warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company for the Purposes; and
- 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.



## NESTCON BERHAD

[Registration No. 202001008684 (1365004-W)]  
(Incorporated in Malaysia)

### ADMINISTRATIVE GUIDE FOR THE SECOND ANNUAL GENERAL MEETING (“2<sup>ND</sup> AGM”)

- Date & Time** : Wednesday, 22 June 2022 at 10.00 a.m.
- Broadcast Venue** : Tricor Business Centre, Gemilang Room,  
Unit 29-02, Level 29, Tower A,  
Vertical Business Suite, Avenue 3, Bangsar South,  
No. 8, Jalan Kerinchi,  
59200 Kuala Lumpur, Malaysia.
- Online Meeting Platform** : <https://tiih.online> or <https://tiih.com.my> (Domain Registration No. with  
MYNIC: D1A282781)

#### MODE OF MEETING

In view of the COVID-19 health concern and to align with the “**Transition to Endemic**” phase which was announced by the Prime Minister on 8 March 2022 and issuance of the revised Standard Operating Procedure by Majlis Keselamatan Negara and the Ministry of Health as well as the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022, the 2<sup>nd</sup> AGM of the Company will be held as a fully virtual meeting through live streaming and online remote voting from the broadcast venue using the Remote Participation and Voting (“**RPV**”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**”) via its TIIH Online website at <https://tiih.online>.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholder(s)/proxy(ies)/corporate representative(s)/attorney(s) **WILL NOT BE ALLOWED** to physically attend at the Broadcast Venue on the day of the 2<sup>nd</sup> AGM.

#### REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the 2<sup>nd</sup> AGM using RPV facilities from Tricor.

A shareholder who has appointed a proxy(ies) or attorney(s) or authorised representative(s) to participate at this 2<sup>nd</sup> AGM via RPV must request his/her proxy(ies) or attorney(s) or authorised representative(s) to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.

#### PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 2<sup>nd</sup> AGM using the RPV facilities:

Before the day of the 2 <sup>nd</sup> AGM		
	Procedure	Action
(a)	Register as a user with TIIH	<ul style="list-style-type: none"><li>Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “<b>e-Services</b>”, select the “<b>Sign Up</b>” button and followed by</li></ul>

<b>Before the day of the 2<sup>nd</sup> AGM</b>		
	<b>Procedure</b>	<b>Action</b>
	Online	<p><b>“Create Account by Individual Holder”</b>. Refer to the tutorial guide posted on the homepage for assistance.</p> <ul style="list-style-type: none"> <li>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li> <li>If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.</li> </ul>
(b)	Submit your registration for RPV	<ul style="list-style-type: none"> <li>Registration is open from Friday, 29 April 2022 until the day of 2<sup>nd</sup> AGM on Wednesday, 22 June 2022. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 2<sup>nd</sup> AGM to ascertain their eligibility to participate at the 2<sup>nd</sup> AGM using the RPV.</li> <li>Login with your user ID (i.e. email address) and password and select the corporate event: <b>“(REGISTRATION) NESTCON BERHAD 2<sup>ND</sup> AGM”</b>.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select <b>“Register for Remote Participation and Voting”</b></li> <li>Review your registration and proceed to register</li> <li>System will send an <b>e-mail to notify</b> 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 as at 15 June 2022, the system will send you an <b>e-mail on 20 June 2022 to inform</b> whether your registration for remote participation has been approved or rejected.</li> </ul> <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i></p>
<b>On the day of the 2<sup>nd</sup> AGM</b>		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> <li>Login with your user ID (i.e. email address) and password for remote participation at the 2<sup>nd</sup> AGM at any time from <b>9.00 a.m.</b> i.e. 1 hour before the commencement of the 2<sup>nd</sup> AGM on <b>Wednesday, 22 June 2022 at 10.00 a.m.</b></li> </ul>
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: <b>“(LIVE STREAM MEETING) NESTCON BERHAD 2<sup>ND</sup> AGM”</b> to engage in the proceedings of the 2<sup>nd</sup> AGM remotely.</li> <li>If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavour to respond to questions submitted by remote participants during the 2<sup>nd</sup> AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</li> </ul>
(e)	Online Remote Voting	<ul style="list-style-type: none"> <li>Voting session commences from 10.00 a.m. on Wednesday, 22 June 2022 until a time when the Chairman announces the end of the session.</li> <li>Select the corporate event: <b>“(REMOTE VOTING) NESTCON BERHAD 2<sup>ND</sup> AGM”</b> or if you are on the live stream meeting page, you can select <b>“GO TO REMOTE VOTING PAGE”</b> button below the query box.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select the CDS account that represents your shareholdings.</li> <li>Indicate your votes for the resolutions that are tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>
(f)	End of remote participation	<ul style="list-style-type: none"> <li>Upon the announcement by the Chairman on the closure of the 2<sup>nd</sup> AGM, the live streaming will end.</li> </ul>

### Notes to users of the RPV facilities:

1. Should your registration for the RPV facilities be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online website at <https://tiih.online> on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

### Entitlement to Participate and Appointment of Proxy(ies)

- Only shareholders whose names appear on the Record of Depositors as at 15 June 2022 shall be entitled to participate in the 2<sup>nd</sup> AGM or appoint a proxy(ies) to participate on his/her behalf.
- If a shareholder is unable to participate in the 2<sup>nd</sup> AGM, he/she may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the proxy form.
- If you wish to participate in the 2<sup>nd</sup> AGM yourself, please do not submit any proxy form for the 2<sup>nd</sup> AGM. You will not be allowed to participate in the 2<sup>nd</sup> AGM together with a proxy(ies) appointed by you.
- A shareholder who has appointed proxy(ies)/authorised representative(s)/attorney(s) to participate in the 2<sup>nd</sup> AGM via RPV must request his/her proxy(ies)/authorised representative(s)/attorney(s) to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please refer to the “Procedures for RPV”.
- Accordingly, proxy forms and/or documents relating to the appointment of proxy(ies)/corporate representative(s)/attorney(s) for the 2<sup>nd</sup> AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Monday, 20 June 2022 at 10.00 a.m.:**

(i) In Hard Copy:

By hand or post to the office of the Share Registrar, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By Electronic Form:

Alternatively, the proxy forms can be lodged electronically via TIIH Online website at <https://tiih.online> by following the steps as summarised below:

## PROCEDURES FOR ELECTRONIC SUBMISSION OF PROXY FORM

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>• Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>• If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>• After the release of the Notice of Meeting by the Company, login with your user ID (i.e. email address) and password.</li> <li>• Select the corporate event: <b>“NESTCON BERHAD 2<sup>ND</sup> AGM – SUBMISSION OF PROXY FORM”</b>.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.</li> <li>• Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy.</li> <li>• Indicate your voting instructions – <b>FOR or AGAINST</b>, otherwise your proxy(ies) will decide on your votes.</li> <li>• Review and confirm your proxy(ies) appointment.</li> <li>• Print the proxy form for your record.</li> </ul>
<b>ii. Steps for Corporate or Institutional Shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>▪ Access TIIH Online website at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>▪ Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects <b>“Create Account by Representative of Corporate Holder”</b>.</li> <li>▪ Complete the registration form and upload the required documents.</li> <li>▪ Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>▪ Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p><i>(Note: The representative of a corporate or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>▪ After the release of the Notice of Meeting by the Company, login with your user ID (i.e. email address) and password.</li> <li>▪ Select the corporate event: <b>“NESTCON BERHAD 2<sup>ND</sup> AGM - SUBMISSION OF PROXY FORM”</b></li> <li>▪ Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>▪ Proceed to download the file format for <b>“Submission of Proxy Form”</b> in accordance with the Guidance Note set therein.</li> <li>▪ Prepare the file for the appointment of proxy(ies) by inserting the required data.</li> <li>▪ Login to TIIH Online, select corporate event: <b>“NESTCON BERHAD 2<sup>ND</sup> AGM - SUBMISSION OF PROXY FORM”</b>.</li> <li>▪ Proceed to upload the duly completed proxy appointment file.</li> <li>▪ Select <b>“Submit”</b> to complete your submission.</li> <li>▪ Print the confirmation report of your submission for your record.</li> </ul>

## POLL VOTING

The voting at the 2<sup>nd</sup> AGM will be conducted by poll in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll voting electronically.

Shareholders or proxy(ies) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time from **10.00 a.m.** on **Wednesday, 22 June 2022** but before the end of the voting session which will be announced by the Chairman of the Meeting. Please refer to the “**Procedures for RPV**” for guidance on how to vote remotely via TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for the 2<sup>nd</sup> AGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

## PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board prior to the 2<sup>nd</sup> AGM via Tricor’s TIIH Online website at <https://tiih.online> by selecting “**e-Services**” to login, pose questions and submit electronically no later than **Monday, 20 June 2022** at **10.00 a.m.** The Board will endeavour to answer the questions received at the 2<sup>nd</sup> AGM.

## NO RECORDING OR PHOTOGRAPHY

Strictly no recording or photography of the 2<sup>nd</sup> AGM proceedings is allowed.

## NO DOOR GIFT/VOUCHER

There will be no distribution of door gift or voucher for attending the 2<sup>nd</sup> AGM.

We thank you for your continuous support to the Company.

## ENQUIRY

If you have any enquiries prior to the 2<sup>nd</sup> AGM, you may contact the Share Registrar on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays) at:

<b>Tricor Investor &amp; Issuing House Services Sdn Bhd</b> <i>Registration No. 197101000970 (11324-H)</i> Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia		<b>Telephone Number</b>
	General Line	603-2783 9299
	Ms Nur Qaisara Naaila	603-2783 9272 Nur.Qaisara.Naaila@my.tricorglobal.com
	Pn Nor Faeayzah	603-2783 9274 Nor.Faeayzah@my.tricorglobal.com
	Fax Number	603-2783 9222
Email	is.enquiry@my.tricorglobal.com	