



BCM ALLIANCE BERHAD
[Registration No. 201501009903 (1135238-U)]
(Incorporated in Malaysia)

NOTICE OF SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting ("7th AGM" or "Meeting") of BCM ALLIANCE BERHAD ("BCM" or "the Company") will be held at Zamrud Room, Ground Floor, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 23 June 2022 at 10:30 a.m. or at any adjournment thereof, to transact the following businesses:-

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. *Please refer to Explanatory Note 1*
- To approve the payment of Directors' fees and benefits of up to RM216,000.00 for the period from 24 June 2022 until the next Annual General Meeting ("AGM") of the Company. *Ordinary Resolution 1*
- To re-elect the following Directors who retire by rotation in accordance with Clause 105 of the Company's Constitution:-
 - Datin Latiffah Binti Endot; and
 - Mr. Yap Kim Choy*Ordinary Resolution 2*
Ordinary Resolution 3
- To re-appoint ChengCo PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. *Ordinary Resolution 4*

AS SPECIAL BUSINESS:

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

- GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *Ordinary Resolution 5*

"THAT subject always to the Constitution of the Company, the Companies Act 2016 ("Act"), the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company to such persons, at any 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 does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier."
- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** *Special Resolution*

"THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in "Appendix A" with immediate effect AND THAT the Directors and/or the Secretary of the Company be authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
- To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC No. 201908001272)
Company Secretary

Petaling Jaya, Selangor Darul Ehsan
29 April 2022

Notes:

- A member who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she 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. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy 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 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 multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- To be valid, the instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company situated at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, or via fax at +603 2094 9940 or +603 2095 0292 or emailed to eservices@sshsb.com.my, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 69 of the Company's Constitution to issue a General Meeting Record of Depositors as at 16 June 2022. Only members whose names appear in the General Meeting Record of Depositors as at 16 June 2022 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- All the resolutions set out in this Notice of the Meeting will be put to vote by poll.
- The members are advised to refer to the Administrative Notes on the registration and voting process for the Meeting.
- Given the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our Meeting at short notice. Kindly check Bursa Securities' and the Company's website at www.bcmalliance.com.my for the latest updates on the status of the Meeting.

EXPLANATORY NOTES TO ORDINARY BUSINESS AND SPECIAL BUSINESS

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2021**

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
- Item 2 of the Agenda – Directors' Fees and Benefits**

The estimated Directors' fees and benefits were calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and benefit for the period from 24 June 2022 until the next AGM of the Company to be held in the year 2023. In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for such shortfall.
- Item 3 of the Agenda – Re-election of Directors**

Clause 105 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not a multiple of three, then the number nearest to one-third (1/3) shall retire by rotation at an AGM of the Company and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Hence, two (2) out of six (6) Directors of the Company are to retire in accordance with Clause 105 of the Company's Constitution.

Datin Latiffah Binti Endot and Mr. Yap Kim Choy ("Retiring Directors") who were appointed to the Board on 2 November 2015 and 4 January 2021 respectively, will retire and being eligible, have offered themselves for re-election at the 7th AGM in accordance with Clause 105 of the Company's Constitution.

The Board has endorsed the Nomination Committee's recommendation to seek shareholders' approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the Retiring Directors are provided in the Directors' Profile on Pages 6 and 8 of the Company's Annual Report 2021.

4. Item 5 of the Agenda – General Authority for the Directors to Allot and Issue Shares pursuant to Sections 75 and 76 of the Act

The Company had at its Sixth AGM held on 24 June 2021 ("6th AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any 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 does not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) at any point of time ("20% General Mandate"). This 20% General Mandate will expire at the conclusion of this 7th AGM.

As at the date of this Notice, no new ordinary shares were issued and allotted by the Company via private placement pursuant to the 20% General Mandate granted to the Directors at the 6th AGM.

In view of the challenging time due to the COVID-19 pandemic, Bursa Securities had on 16 April 2020 introduced this 20% General Mandate and on 23 December 2021 further extended the implementation and utilisation of this 20% General Mandate to 31 December 2022 to allow a listed issuer to seek a higher general mandate under Rule 6.04 of the Listing Requirements of Bursa Securities of not more than twenty per centum (20%) of the total number of issued shares (excluding treasury shares) for issue of new securities.

The Ordinary Resolution 5 proposed under item 5 of the Agenda, is to seek a general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act. This 20% General Mandate may be utilised by the Company to issue and allot new ordinary shares until 31 December 2022 and thereafter, unless extended by Bursa Securities, the 10% limit under Rule 6.04(1) of the Listing Requirements of Bursa Securities will be reinstated. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The Board of Directors' Statement

The Board of Directors of BCM ("Board"), after due consideration, is of the opinion that in the face of unprecedented challenges brought by COVID-19, this 20% General Mandate is the most appropriate avenue of fund raising at this juncture. This 20% General Mandate will enable the Company to raise funds expeditiously without having to incur interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow. The funds raised will be used to finance the day-to-day operational expenses, working capital for the 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 shareholders.

5. Item 6 of the Agenda – Proposed Amendments to the Constitution of the Company

The proposed amendments to the Constitution of the Company under item 6 of the Agenda are mainly for the following purposes:-

- To ensure compliance with the Listing Requirements of Bursa Securities and the Act; and
- To enhance administrative efficiency.

This Special Resolution if passed, will allow the Company to alter or amend the whole of the existing Constitution by the replacement with the proposed new Constitution as per "Appendix A" in accordance with Section 36(1) of the Act. The proposed amendments to the Constitution of the Company shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.



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**ADMINISTRATIVE NOTES FOR (PHYSICAL)
SEVENTH ANNUAL GENERAL MEETING (“7th AGM”)**

The (Physical) 7th AGM of the Company has been scheduled to be held as follows:-

Day/Date : Thursday, 23 June 2022
Time : 10:30 a.m.
Venue : Zamrud Room, Ground Floor, The Saujana Hotel Kuala Lumpur,
Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam,
Selangor Darul Ehsan

GUIDANCE REGARDING THE (PHYSICAL) 7TH AGM

In view of the outbreak COVID-19 pandemic is still subsisting, safety remains our utmost priority. The (Physical) 7th AGM of the Company will be conducted in accordance with the General Standard Operating Procedures (“SOP”) issued by the Malaysian National Security Council and Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and subsequently revised on 16 July 2021 (“**SC Guidance Note & FAQs**”).

The Company would be implementing the following in holding its (Physical) 7th AGM:-

1. Prior Registration of Physical Attendance

Shareholders who wish to attend **physically** at the 7th AGM are required to register ahead of the 7th AGM and provide the following details by email to info@sshsb.com.my, **by 16 June 2022** before the 7th AGM:-

- (a) Company name – BCM ALLIANCE BERHAD;
- (b) Full name;
- (c) Identity card no./Passport no.;
- (d) CDS account number; and
- (e) Mobile phone number.

After verification of your registration against the Record of Depositors as at 16 June 2022, the Company's Share Registrar will send you an email on or after 16 June 2022 to approve or reject your registration to attend **physically** at the meeting venue.

This is to allow the Company to make the necessary arrangement on the 7th AGM day to ensure compliance with the SOP on public gathering/event issued by the Malaysia Government and other relevant authorities.

2. SOP and Precautionary Measures at the 7th AGM

The Company will implement the following precautionary measures to minimise possible COVID-19 transmission at the 7th AGM. Shareholders, proxies and other attendees attending the (Physical) 7th AGM are expected to **comply with all the SOP** issued by the Malaysian National Security Council and **precautionary measures**. Anyone who **declines** to adhere to any of the measures or cooperate with the Company's staff will be **denied entry** to the 7th AGM venue:-

- a. If attendees have travelled overseas or unwell with sore throat/fever/flu/cough/shortness of breath, attendees are required to comply with the directives issued by the Malaysia Government to self-quarantine or seek medical advices.
- b. The Company reserves the right to request all attendees to perform *Rapid Antigen Test* before entering as an extra safety precaution to contain the spread of COVID-19.
- c. Only attendees who completed full vaccination (as defined by Malaysian National Security Council) are allowed to physically attend the 7th AGM. At the 7th AGM, the attendees are required to show their fully vaccinated status and "Low Risk" or "Casual Contact Low Risk" status through MySejahtera Application/COVID-19 vaccination card and undergo a temperature screening. Attendees with body temperature of over 37.5 Celsius or show symptoms as stated in item (a) above will be declined entry into the meeting venue.
- d. Patients under Investigation (PUI) and Persons under Surveillance (PUS) are **PROHIBITED** from attending the 7th AGM.
- e. Attendees must maintain good self-hygiene and sanitise their hands at the entrance.
- f. Attendees must observe social distancing of at least 1 meter at any queue according to the marked spot and at all times at the 7th AGM.
- g. Attendees **MUST** wear a face mask at all times at the 7th AGM.
- h. Attendees must always practise social distancing in washroom and meeting venue.
- i. Attendees are **PROHIBITED** from gathering outside of the meeting venue **BEFORE** or **AFTER** the 7th AGM.

Alternatively, instead of attending shareholders may appoint the Chairman as their proxy to cast their votes.

Important Notes

This Administrative Notes have taken into account the latest measures to-date to deal with the COVID-19 situation announced and/or implemented in Malaysia which affect the holding or conduct of general meetings. The Company will closely monitor the situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the 7th AGM. Any material developments will be announced on the Bursa Malaysia Securities Berhad and members are advised to check the Company's announcement(s) made via Bursa Malaysia Securities Berhad regularly for updates on the 7th AGM and/or material developments.

3. Submission of Questions prior to the 7th AGM

Shareholders are encouraged to submit questions ahead of the 7th AGM and email your questions to Securities Services (Holdings) Sdn. Bhd. at info@sshbs.com.my, **latest by Thursday, 16 June 2022 at 10:30 a.m.**

The Company will endeavour to answer your questions at the 7th AGM if time permits or by email after the 7th AGM. A written record of the questions and answers would be published in the Summary of Key Matters Discussed at the 7th AGM (to be uploaded by the Company in its corporate website in due course).

The 7th AGM proceedings will focus on the proposed resolutions with the view to minimising crowd gathering time in an enclosed environment.

4. Registration

- a. Please read the signage to ascertain the registration counter to register yourself for the 7th AGM and join the queue accordingly.
- b. Please produce your original identity card (“**IC**”) / passport to the Share Registrar for verification. Please make sure you collect your IC / passport thereafter.
- c. After the verification, you are required to write your name and sign on the attendance list placed at the registration counter.
- d. **NO** person will be allowed to register on behalf of another person even with the original IC / passport of that other person.

RECORDING/PHOTOGRAPHY

By participating at the 7th AGM, you agree that no part of the 7th AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronic, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

ENQUIRY

Should you require further assistance, kindly contact our Share Registrar at their general line +603-2084 9000 or Mr. Wong Piang Yoong (Tel: +603-2084 9168 or email: Piang.Yoong.Wong@sshbsb.com.my) or Mr. Tan Hor Seng (Tel: +603-2084 9165 or email: hor.seng.tan@sshbsb.com.my) or Ms. Lee Pei Yeng (Tel: +603-2084 9169 or email: pei.yeng.lee@sshbsb.com.my) and/or fax at +603-2094 9940 / 2095 0292 during office hours.