



## **SUPERGENICS BERHAD**

[Registration No. 201601043153 (1214095-X)]  
(Incorporated in Malaysia)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 5th Annual General Meeting (“AGM”) of **SUPERGENICS BERHAD** (“Supergenics” or the “Company”) will be held fully virtual through live streaming via a remote participation and voting facilities at the Broadcast Venue at the Meeting Room of Supergenics Berhad at A-01-03, First Floor, The Place @ One City, Jalan USJ25/1A, 47650 Subang Jaya, Selangor Darul Ehsan, **Friday, 24 June 2022 at 10.00 a.m.** or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

#### **AGENDA**

##### **AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended (“FYE”) 31 December 2021 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors Fee of up to RM30,000 to the Independent Non-Executive Director Mr. Ng Fun Kim from 24 June 2022 until the date of the next AGM of the Company. **(Ordinary Resolution 1)**
3. To re-elect Mr. Ng Fun Kim, the Director retiring pursuant to Clause 104.2 of the Company’s Constitution and, who being eligible offers himself for re-election. **(Ordinary Resolution 2)**
4. To re-elect the following Directors who are retiring under Clause 106 of the Company’s Constitution. **(Ordinary Resolution 3)**  
**(Ordinary Resolution 4)**
  - (i) Mr. Chan Kiat Yang
  - (ii) Dr. Chua Kien Hui
5. To appoint Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

The retiring auditors, Messrs HLB AAC PLT, have expressed their intention not to seek re-appointment at the 5th AGM.

The Board of Directors (“**Board**”) do hereby recommend to the Shareholders to consider and if thought fit, to pass the following Ordinary Resolution pursuant to Section 271(4)(a) of the Companies Act 2016:-

“**THAT** Messrs HLB Ler Lum Chew PLT (201906002362 & AF0276) be appointed as Auditors of the Company for the financial year ending 31 December 2022 in place of the retiring Auditors, Messrs HLB AAC PLT, to hold office until the conclusion of the next AGM at a remuneration to be determined by the Directors.”

## AS SPECIAL BUSINESS

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

6. Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to Issue Shares.

“**THAT**, subject always to the Companies Act, 2016 (“**the Act**”), the Company’s Constitution, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next AGM of the Company, unless such approval is revoked/varied by resolution of the shareholders in general meeting and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deemed fit, PROVIDED that the aggregate number of the shares to be issued pursuant to this resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares for the time being and that the Directors are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares to be issued.”

**(Ordinary Resolution 6)**

7. To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act 2016.

In view of the current unprecedented situation, the Company may be required to make changes to the administration and arrangement of the AGM on short notice as it deems necessary. Hence, kindly check the announcements for the latest updates on the status of the AGM.

## BY ORDER OF THE BOARD

**RAMNATH R SUNDARAM**

**(MIA: 34590)**

Company Secretary

Kuala Lumpur

30 May 2022

Notes :-

### IMPORTANT NOTICE

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Act** which requires the Chairman of the meeting to be present at the main venue of the meeting.

Shareholders **will not be allowed** to attend this AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, participate, speak (by posing questions to the Board via real time submission of typed texts) and vote (collectively referred as “participate”) remotely at this AGM.

Please read these notes carefully and follow the procedures in the Administrative Guide for the AGM in order to participate remotely.

### **Appointment of Proxy**

1. A member of the Company entitled to participate in this AGM via Remote is entitled to appoint **not more than two (2) proxies** to participate, speak and vote in his stead at the same meeting.
2. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age i.e. 18 years old and above.
3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either (a) under the corporation's seal or (b) signed under the hand of an officer or attorney duly authorized, and in the case of (b) be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 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.
6. Where a member 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 in 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.
7. The appointment of a proxy may be made in a hard copy form or by email means in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the AGM or Adjourned General Meeting at which the person named in the appointment proposes to vote:
  - i. In hard copy form [In the case of an appointment made in hard copy form, the proxy form must be deposited at the registrar office of the Company, No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL).]
  - ii. By email to [admin@supergenic.com.my](mailto:admin@supergenic.com.my)
8. Last date and time for lodging the proxy form is on Wednesday, 22 June 2022 at 10.00 a.m.
9. A member of the Company will receive a link and password to enter the meeting one day before AGM.

### **General Meeting Record of Depositors**

10. For the purposes 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 64 of the Company's Constitution, to issue a General Meeting Record of Depositors as at close of business on 17 June 2022. Only members whose names appear in the General Meeting Record of Depositors as at 17 June 2022 and those members who have confirmed attendance 24-hours before AGM date via email to [admin@supergenic.com.my](mailto:admin@supergenic.com.my) shall be regarded as members and entitled to attend, speak and vote at the Meeting and a Virtual Registration Link for the meeting will be sent accordingly.

### **Ordinary Business**

11. Audited Financial Statements for FYE 31 December 2021 are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
12. **Ordinary Resolution 2** – Re-election of Director Article 104.2 of the Company's Constitution provides that 1/3 of the Directors of the Company shall retire by rotation at an AGM. With the current Board size of three, one Director is to retire in accordance with the Article 104.2 of the Company's Constitution. A retiring director shall be eligible for re-election and shall retain office until the close of the meeting at which he retires. The retiring Director had consented to his re-election and abstained from deliberation and decision on his own eligibility to stand for re-election.
13. **Ordinary Resolution 3** – Re-election of Director Article 106 of the Company's Constitution provides that the Company at the AGM at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that AGM it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that AGM is put to the AGM and lost or some other person is elected a Director in place of the

retiring Director, the retiring Director shall, if offering himself for re-election and not being disqualified under Act from holding office as a Director, be deemed to have been re-elected.

14. **Ordinary Resolution 6** – Authority under Sections 75 and 76 of the Act for the Directors to issue shares. The proposed Ordinary Resolution 6, if passed, will give authority to the Board to allot and issue ordinary shares in the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company, unless it is revoked/varied by resolution of the shareholders in general meeting. This new general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

As at the date of this Notice, no shares had been allotted and issued since the General Mandate granted to the Directors at the last AGM held on 23 June 2021 and this authority will lapse at the conclusion of the 5th AGM of the Company.

**Administrative Guide:-**

- a) A member is required to register ahead of the Meeting to allow the Company to make the necessary arrangement in relation to the Meeting, i.e. infrastructure, logistic and meeting venue(s) to accommodate the meeting participants by providing the below details by email to [admin@supergenic.com.my](mailto:admin@supergenic.com.my)
- Full Name;
  - Identity Card or Passport Number;
  - Contact number (optional – for better co-ordination); and
  - CDS account number
- b) Members are encouraged to appoint the Chairman of the Meeting (or any other person) to act as proxy to attend and vote at the Meeting on their behalf by submitting the proxy form with predetermined voting instruction.