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MANAGEPAY SYSTEMS BERHAD

(Reg. No.: 201001003108 (887689-D))

(Incorporated in Malaysia)

REVISED NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting (“AGM”) of ManagePay Systems Berhad (the “Company”) will be held at Poolside Cove, Sunway Lagoon Club, No. 3, Jalan Lagoon Timur, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Friday, 24 June 2022 at 10:30 a.m. for the following purposes: -

A G E N D A

As Ordinary Business

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors’ and Auditors’ reports thereon. *Explanatory Note 1*
2. To approve the fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM500,000 for the period from 25 June 2022 until the next Annual General Meeting of the Company and the payment thereof. **Ordinary Resolution 1**
3. To re-elect Dato’ Dr. Mohd Aminuddin Bin Mohd Rouse who retires by rotation pursuant to Clause 95 of the Constitution of the Company. **Ordinary Resolution 2**
4. To re-elect Dato’ Chong Yoke Har who retires by rotation pursuant to Clause 95 of the Constitution of the Company. **Ordinary Resolution 3**
5. To re-elect Ms Wong Hui Liang who retires pursuant to Clause 102 of the Constitution of the Company. **Ordinary Resolution 4**
6. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 5**

As Special Business

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

7. **AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES**

“**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory authorities (if any) being obtained for such allotment and issue.”

Ordinary Resolution 6

8. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

"THAT pursuant to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.3 of the Circular to Shareholders dated 29 April 2022, which are necessary for the day-to-day operations; and are undertaken in the ordinary course of business of the Company and its subsidiaries, on arm's length basis, and normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT such approval shall continue to be in force until: -

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the "Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the Proposed Renewal of Shareholders' Mandate."

Ordinary Resolution 7

9. **AUTHORITY FOR MR CHEONG CHEE YUN TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR OF THE COMPANY**

"THAT authority be and is hereby given for Mr Cheong Chee Yun who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company until the conclusion of the next Annual General Meeting, in accordance with the Malaysian Code on Corporate Governance."

Ordinary Resolution 8

10. **AUTHORITY FOR DATO' DR. MOHD AMINUDDIN BIN MOHD ROUSE TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR OF THE COMPANY**

"THAT, contingent upon the passing of Ordinary Resolution 2, authority be and is hereby given for Dato' Dr. Mohd Aminuddin Bin Mohd Rouse who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company until the conclusion of the next Annual General Meeting, in accordance with the Malaysian Code on Corporate Governance."

Ordinary Resolution 9

BY ORDER OF THE BOARD

TAI YIT CHAN (SSM PC No. 202008001023 & MAICSA 7009143)
CHAN YOKE PENG (SSM PC No. 202008001791 & MAICSA 7053966)
Company Secretaries

Selangor Darul Ehsan

Date: 14 June 2022

Notes:-

1. A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991) (“SICDA”) of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead at the same meeting. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. There shall be no restriction as to the qualification of the proxy.
2. Where a member of the Company appoints two (2) proxies, the member shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 in the Company.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

4. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing and in the case of corporation shall be given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
5. The Form of Proxy or the Power of Attorney or other authority, if any, under which it is signed or notarially certified copy of that Power of Attorney or authority, must be deposited at the office of the Company’s Share Registrar 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 or alternatively, can be submitted by electronic means via TIIH Online website at <https://tiah.online>, not less than forty-eight (48) hours before the time for holding the AGM no later than Wednesday, 22 June 2022 at 10.30 a.m. or at any adjournment thereof.
6. Pursuant to Rule 8.31A of the ACE Market Listing Requirements (“AMLR”) of Bursa Malaysia Securities Berhad, all the resolutions set out in the notice of meeting will be put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
7. For the purpose of determining a member who shall be entitled to participate and vote at this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at **16 June 2022** and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, participate, speak and vote at this meeting and entitled to appoint proxy or proxies.

EXPLANATORY NOTES ON ORDINARY BUSINESS AND SPECIAL BUSINESS

1. **Agenda Item 1 – Audited Financial Statements**
The Audited Financial Statements 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 shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting by shareholders of the Company.

2. **Ordinary Resolution 1 - Fees and Benefits Payable to the Directors**

Section 230(1) of the Companies Act 2016 provides amongst others that the fees of the Directors and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors (the “Board”) of the Company wishes to seek shareholders’ approval for the payment of fees and benefits payable to the Directors up to an aggregate amount of RM500,000 for the period from 25 June 2022 until the next AGM to be held in 2023. The aggregate amount of RM500,000 consists of the Directors’ fees of up to RM300,000 payable to the Directors of the Company as members of the Board and benefits of RM200,000 payable to the Directors of the Company and its subsidiaries as meeting allowances.

Under the requirements of Bank Negara Malaysia (“BNM”), the board of directors of the subsidiaries of the Company shall comprise majority of independent directors to provide oversight, check and balance to the Management. The independent directors of the Company shall also be appointed to the board of directors of the subsidiaries of the Company. This has warranted the appointment of additional independent director(s) of the Company and its subsidiaries in compliance with the requirements of BNM.

The current structure of annual Directors’ fees and benefits payable to the Directors of the Company, which was last approved by the Board in 2021 had remained unchanged since financial year 2018. During a review in 2022, the Remuneration Committee recommended and the Board has approved that the Directors’ fees and benefits payable to Directors shall remain unchanged, subject to shareholders’ approval at this Twelfth AGM.

3. **Ordinary Resolutions 2, 3 and 4 – Re-election of Directors**

The Board via the Nomination Committee (“NC”) has reviewed the performance, contribution and effectiveness of each Director subject for re-election. The NC and the Board are satisfied that the Directors, namely Dato’ Dr. Mohd Aminuddin Bin Mohd Rouse, Dato’ Chong Yoke Har and Ms Wong Hui Liang (collectively, “the retiring Directors”) standing for re-election have performed their duties as per the Board Charter and they will continue to bring to bear their knowledge, experience and skills and contribute effectively to the Board’s discussions, deliberations and decisions. In view thereof, the Board recommends that they be re-elected as Directors of the Company.

The retiring Directors being eligible, have offered themselves for re-election at the Twelfth AGM.

The retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election at the relevant Board meeting.

The profiles of the Directors who are standing for re-election under Ordinary Resolutions 2, 3 and 4 are set out in the Directors’ Profile on pages 11, 13 and 14 of the Annual Report 2021.

4. **Ordinary Resolution 5 - Re-appointment of Auditors**

Messrs Baker Tilly Monteiro Heng PLT, the auditors of the Company have expressed their willingness to continue in office as auditors of the Company for the financial year ending 31 December 2022. The Board has approved the Audit and Risk Management Committee’s recommendation that they be retained after taking into account relevant feedback on their experience, performance and independence following a formal assessment.

5. **Ordinary Resolution 6 - Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares**

The Company had, during its Eleventh Annual General Meeting held on 25 June 2021, obtained its shareholders’ approval for the general mandate of up to 20% of the total number of issued shares for issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016 which would lapse at the conclusion of the Twelfth AGM. As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

Ordinary Resolution 6 proposed under item 7 of the Agenda, if passed, will empower the Directors to allot and issue shares speedily in the Company up to an amount not exceeding in total 10% of the total number of issued shares (excluding treasury shares, if any) of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The authority will provide flexibility to the Company for any fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

Should there be a decision to issue new shares pursuant to this mandate, the Company will make an announcement in respect thereof.

6. Ordinary Resolution 7 - Proposed Renewal of Shareholders' Mandate

The Ordinary Resolution 7 proposed under item 8 of the Agenda, if passed, will benefit the Company by facilitating the Company and its subsidiaries (the "Group") to enter into transactions with related parties specified in Section 2.3 of the Circular to Shareholders dated 29 April 2022 in the ordinary course of the Group's business on commercial terms, in a timely manner and will enable the Group to continue to carry out recurrent related party transactions necessary for the Group's day-to-day operations.

Details of the Proposed Renewal of Shareholders' Mandate are set out in the Circular to Shareholders dated 29 April 2022.

7. Ordinary Resolutions 8 and 9 – Retention of Independent Directors

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance ("MCCG") published on 28 April 2021, the tenure of an independent director should not exceed a term limit of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the board as a non-independent director. If the board intends to retain an independent director beyond nine (9) years, shareholders' approval must be sought through a two-tier voting process and the board must provide justification for the retention.

Proposed Ordinary Resolutions 8 and 9, if passed, will allow Mr Cheong Chee Yun ("Mr Cheong") and Dato' Dr. Mohd Aminuddin Bin Mohd Rouse ("Dato' Dr. Mohd Aminuddin") to continue to serve as Independent Directors of the Company until the conclusion of the next AGM of the Company.

Mr Cheong was appointed as an Independent Non-Executive Director of the Company on 5 April 2010 and has served for a cumulative term of more than nine (9) years prescribed by the MCCG. In accordance with the MCCG, the NC and the Board, after having assessed the independence of Mr Cheong, consider him to be independent based on amongst others, the following justifications and recommend that Mr Cheong be retained as an Independent Director of the Company:-

- (i) He has confirmed and declared that he is an Independent Director as defined under Rule 1.01 of the AMLR of Bursa Malaysia Securities Berhad;
- (ii) He does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;
- (iii) He actively participates in Board's and Board Committees' deliberations and decision making in an objective manner, exercises due care in all undertakings of the Group and carried out his fiduciary duties in the interest of the Company; and
- (iv) The Board is of the opinion that Mr Cheong is an important Independent Director in view of his many years on the Board with incumbent knowledge of the Company and the Group's activities and corporate history and has provided invaluable contributions to the Board in this role as an Independent Director.

Dato' Dr. Mohd Aminuddin was appointed as an Independent Non-Executive Director of the Company on 2 February 2012 and has served for a cumulative term of more than nine (9) years prescribed by the MCCG. In accordance with the MCCG, the NC and the Board, after having assessed the independence of Dato' Dr. Amin, consider him to be independent based on amongst others, the following justifications and recommend that Dato' Dr. Mohd Aminuddin be retained as an Independent Director of the Company: -

- (i) He has confirmed and declared that he is an Independent Director as defined under Rule 1.01 of the AMLR of Bursa Malaysia Securities Berhad;
- (ii) He does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;

- (iii) He actively participates in Board's deliberations and decision making in an objective manner, exercises due care in all undertakings of the Group and carried out his fiduciary duties in the interest of the Company; and
- (iv) The Board is of the opinion that Dato' Dr. Mohd Aminuddin is an important Independent Director in view of his many years on the Board with incumbent knowledge of the Company and the Group's activities and corporate history and has provided invaluable contributions to the Board in his role as an Independent Director.

Both Mr Cheong and Dato' Dr. Mohd Aminuddin have abstained from deliberations and decision on their own retention as Independent Directors of the Company at the relevant NC and Board meetings, where applicable. Pursuant to the MCCG, the Company would adopt a two-tier voting process in seeking annual shareholders' approval to retain Mr Cheong and Dato' Dr. Mohd Aminuddin at the Twelfth AGM.

Personal data privacy: -

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.