

**NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fifth Annual General Meeting of the Company will be held at Grand Ballroom, Lower Ground Floor, Eastin Hotel KL, 13, Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan on Thursday, 8 December 2022 at 9.30 a.m., for the following purposes:-

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of Directors and Auditors thereon. (Please refer to Explanatory Note 2)
2. To approve the payment of a final single-tier dividend of 3 sen per share in respect of the financial year ended 30 June 2022. (Resolution 1)
3. To approve the payment of the under provision of Directors' Fees amounting to RM125,322 for the financial year ended 30 June 2022. (Resolution 2)
4. To approve the payment of Directors' Fees of up to RM1,125,000 for the financial year ending 30 June 2023. (Resolution 3)
5. To approve the payment of Directors' benefits of up to RM36,000 for the period from 9 December 2022 until the next Annual General Meeting of the Company. (Resolution 4)
6. To re-elect Dato' Ting Heng Peng who retires pursuant to Clause 76(3) of the Company's Constitution. (Resolution 5)
7. To re-elect the following Directors who retire pursuant to Clause 78 of the Company's Constitution:-  
i) Dato' Seri Thai Kim Sim (Resolution 6)  
ii) Sung Fong Fui (Resolution 7)
8. To re-appoint Messrs RSM Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 8)

**SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions, with or without modifications, as Ordinary Resolutions of the Company:-

9. **ORDINARY RESOLUTION I  
WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016** (Resolution 9)

"THAT pursuant to Section 85 of the Companies Act 2016 ("the Act"), read together with Clause 12(3) of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution II – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act."

10. **ORDINARY RESOLUTION II  
AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** (Resolution 10)

"THAT contingent upon the passing of the Ordinary Resolution I on waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 ("the Act") and pursuant to Sections 75 and 76 of the Act, Main 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 during the 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 General Mandate").

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

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. 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
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

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 Main 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."

11. **ORDINARY RESOLUTION III  
PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK** (Resolution 11)

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back")

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- (i) To cancel all or part of the Purchased Shares;
- (ii) To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- (iii) To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- (iv) To resell all or part of the treasury shares;
- (v) To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- (vi) To transfer all or part of the treasury shares as purchase consideration;
- (vii) To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or

- (viii) To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."

12. **ORDINARY RESOLUTION IV  
PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN, WHICH COMPRISES THE PROPOSED EMPLOYEES' SHARES OPTION SCHEME AND THE PROPOSED SHARE GRANT PLAN ("PROPOSED SGP") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN SUPERMAX CORPORATION BERHAD ("SCB" OR THE "COMPANY") (EXCLUDING TREASURY SHARES, IF ANY) ("PROPOSED LTIP")** (Resolution 12)

"THAT, subject to the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board of Directors of SCB ("Board"), be and is hereby authorised and empowered to:-

- i. establish, implement and administer the Proposed LTIP during the duration of the Proposed LTIP for the eligible Directors and employees of SCB and its subsidiaries (the "Group") (excluding subsidiaries which are dormant, if any) who fulfil the eligibility criteria ("Eligible Persons") in accordance with the provisions of the by-laws governing the rules, terms and conditions of the Proposed LTIP ("By-Laws"), a draft of which is set out in Appendix I of the circular to the shareholders of SCB dated 31 October 2022 in relation to the Proposed LTIP ("Circular");
- ii. allot and issue and/or transfer such number of ordinary shares in SCB ("SCB Share(s)" or "Share(s)") from time to time to the Eligible Persons upon the vesting of any award of SCB Shares in writing to the Eligible Persons at no payment by the Eligible Persons ("SGP Award(s)") and/or exercise of the share options awarded in writing to the Eligible Persons ("ESOS Option(s)") to subscribe for new SCB Shares at the prescribed exercise price, subject to the terms and conditions of the By-Laws ("ESOS Award(s)"), provided that the total number of such SCB Shares to be issued under the Proposed LTIP shall not in aggregate exceed 15% of the total number of issued Shares (excluding treasury shares, if any) in the Company at any point in time during the duration of the Proposed LTIP (collectively, the SGP Award(s) and ESOS Award(s) are referred to as "LTIP Award(s)");

Any new Shares to be issued pursuant to the exercise of ESOS Options, shall upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/or any other forms of distribution precedes the relevant date of allotment and issuance of the new Shares. The new Shares will be subject to all provisions of the Constitution of SCB and such amendments thereafter, if any; and

Any existing Shares and/or treasury shares transferred in satisfaction of the SGP Award will rank equally in all respects with the existing Shares, including voting rights, and will be entitled to all dividends, rights, allotments and/or any other forms of distribution that may be declared subsequent to the date of transfer of such Shares;

- iii. add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed LTIP from time to time provided that such addition, amendment, modification and/or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed LTIP;
- iv. extend the duration of the Proposed LTIP for a period of up to another five (5) years, provided always that such extension of the Proposed LTIP made in accordance with the provisions of the By-Laws shall not in aggregate exceed a duration of ten (10) years from the date the Proposed LTIP takes effect or such other period determined by the relevant authorities;
- v. do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad for the listing of and quotation for new SCB Shares that may, hereafter from time to time, be allotted and issued under the Proposed LTIP; and
- vi. to appoint and authorise a committee ("LTIP Committee") by which the Proposed LTIP will be administered in accordance with the By-Laws by the said LTIP Committee, who will be responsible for, amongst others, implementing and administering the Proposed LTIP. The members of the LTIP Committee shall comprise such number of Directors and/or senior management personnel of the Group to be identified from time to time.

AND THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/or expedient to implement, finalise and give full effect to the Proposed LTIP;

AND THAT pursuant to Section 85 of the Companies Act, 2016 ("Act") read together with Clause 12(3) of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new SCB Shares ranking equally to the existing issued SCB Shares arising from any issuance of new SCB Shares to the Eligible Persons pursuant to the Proposed LTIP;

AND THAT the draft By-Laws as set out in Appendix I of the Circular and which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), be and is hereby approved and adopted."

13. **ORDINARY RESOLUTION V  
PROPOSED ALLOCATION OF LTIP AWARDS TO DATO' SERI THAI KIM SIM, EXECUTIVE CHAIRMAN OF THE COMPANY PURSUANT TO THE PROPOSED LTIP** (Resolution 13)

"THAT, subject to the passing of the Ordinary Resolution IV and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Dato' Seri Thai Kim Sim, ESOS Options and/or awards of SCB Shares pursuant to the Proposed SGP under the Proposed LTIP (where applicable), in accordance with the Listing Requirements (where applicable) and/or any prevailing guidelines issued by Bursa Malaysia Securities Berhad and/or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, provided always that:-

- i. he does not participate in the deliberation or discussion of his own allocation;
- ii. not more than 10% of the new SCB Shares which may be made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares of SCB (excluding treasury shares), if any; and
- iii. subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time;

AND THAT pursuant to Section 85 of the Act read together with Clause 12(3) of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new SCB Shares ranking equally to the existing issued SCB Shares arising from any issuance of new SCB Shares to Dato' Seri Thai Kim Sim pursuant to the Proposed LTIP;

AND THAT the Board is also authorised to issue and allot new SCB Shares and/or transfer existing SCB Shares (including treasury shares) corresponding to the number of SCB Shares arising from the exercise of the ESOS Options and/or pursuant to the vesting of the SGP Award that may be awarded to him under the Proposed LTIP."

14. **ORDINARY RESOLUTION VI  
PROPOSED ALLOCATION OF LTIP AWARDS TO TAN CHEE KEONG, EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED LTIP** (Resolution 14)

"THAT, subject to the passing of the Ordinary Resolution IV and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Tan Chee Keong, ESOS Options and/or awards of SCB Shares pursuant to the Proposed SGP under the Proposed LTIP (where applicable), in accordance with the Listing Requirements (where applicable) and/or any prevailing guidelines issued by Bursa Malaysia Securities Berhad and/or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, provided always that:-

- i. he does not participate in the deliberation or discussion of his own allocation;
- ii. not more than 10% of the new SCB Shares which may be made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares of SCB (excluding treasury shares, if any); and





**NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING**

Cont'd

**23. ORDINARY RESOLUTION XV PROPOSED ALLOCATION OF LTIP AWARDS TO SABRINA CHAN MEI LING, OPERATIONS MANAGER OF ONE OF SCB'S SUBSIDIARY COMPANY, NAMELY SUPERMAX HEALTHCARE INC. PURSUANT TO THE PROPOSED LTIP**

(Resolution 23)

"**THAT**, subject to the passing of the Ordinary Resolution IV and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Sabrina Chan Mei Ling, ESOS Options and/ or awards of SCB Shares pursuant to the Proposed SGP under the Proposed LTIP (where applicable), in accordance with the Listing Requirements (where applicable) and/ or any prevailing guidelines issued by Bursa Malaysia Securities Berhad and/ or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, provided always that:-

- i. she does not participate in the deliberation or discussion of her own allocation;
- ii. not more than 10% of the new SCB Shares which may be made available under the Proposed LTIP shall be allocated to her, if she, either singly or collectively through persons connected to her, holds 20% or more of the total number of issued shares of SCB (excluding treasury shares, if any); and
- iii. subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time;

**AND THAT** pursuant to Section 85 of the Act read together with Clause 12(3) of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new SCB Shares ranking equally to the existing issued SCB Shares arising from any issuance of new SCB Shares to Sabrina Chan Mei Ling pursuant to the Proposed LTIP;

**AND THAT** the Board is also authorised to issue and allot new SCB Shares and/ or transfer existing SCB Shares (including treasury shares) corresponding to the number of SCB Shares arising from the exercise of the ESOS Options and/ or pursuant to the vesting of the SGP Award that may be awarded to her under the Proposed LTIP."

24. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the members at the Twenty-Fifth Annual General Meeting to be held on 8 December 2022, a final single-tier dividend of 3 sen per share in respect of the financial year ended 30 June 2022 will be paid on 18 January 2023.

The entitlement date for the dividend is 19 December 2022.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 19 December 2022 in respect of transfers; and
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD**

**WONG WAI FOONG**  
SSM PC No.: 202008001472 (MAICSA 7001358)  
**JOANNE TOH JOO ANN**  
SSM PC NO. 202008001119 (LS 0008574)

Company Secretaries

Kuala Lumpur  
Date: 31 October 2022

**Notes:**

**1. APPOINTMENT OF PROXY**

- a) For the purpose of determining who shall be entitled to attend this Annual General Meeting ("AGM"), the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 30 November 2022. Only a member whose name appears on this Record of Depositors shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- b) A member entitled to attend, participate, speak and vote at this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- c) A member of the Company who is entitled to attend and vote at the AGM may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the AGM.
- d) If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- e) Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- f) 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- g) Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- h) The appointment of a proxy may be made in a hard copy form and submit to the Company's Share Registrar, namely Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. Alternatively, the proxy appointment may also be lodged electronically via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for further information. All proxy form submitted must be received by the Company not less than forty-eight (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) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's Share Registrar, namely Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or via email to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com), not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/ or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- j) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- k) Last date and time for lodging the proxy form is Tuesday, 6 December 2022 at 9.30 a.m.
- l) Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
  - (a) Identity card (NRIC) (Malaysian), or
  - (b) Police report (for loss of NRIC/ Temporary NRIC (Malaysian), or
  - (c) Passport (Foreigner).
- m) For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's registered office earlier.

**2. ITEM 1 OF THE AGENDA – ORDINARY BUSINESS AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022**

The Audited Financial Statements is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.

**3. ITEMS 3, 4 AND 5 OF THE AGENDA – ORDINARY BUSINESS PAYMENT OF DIRECTORS' FEES AND BENEFITS**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.

The proposed Resolution 2 is to facilitate the payment of the shortfall of Directors' fees amounting to RM125,322 for the financial year ended 30 June 2022 due to the enlarged Board size arising from the appointment of Dato' Seri Thai Kim Sim and Sung Fong Fui as Executive Chairman and Independent Non-Executive Director respectively on 8 December 2021. The Company had sought the shareholders' approval in the previous Annual General Meeting ("AGM") for an amount of up to RM738,000.

The proposed Resolution 3 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors' fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

The Directors' benefits proposed under Resolution 4 are calculated based on the current Board size and the number of scheduled Board and Committee meetings for the period commencing from the date immediately after this AGM up to the date of the next AGM. In the event the proposed amount is insufficient (due to enlarged Board size or more meetings), approval will be sought at the next AGM for the shortfall.

**4. ITEMS 6 AND 7 OF THE AGENDA – ORDINARY BUSINESS RE-ELECTION OF DIRECTORS**

Dato' Ting Heng Peng, Dato' Seri Thai Kim Sim and Sung Fong Fui are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Twenty-Fifth Annual General Meeting.

The Board has through the Nomination and Remuneration Committee ("NRC"), considered the assessment of Dato' Ting Heng Peng, Dato' Seri Thai Kim Sim and Sung Fong Fui and agreed that they met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their roles as Directors. The abovementioned Directors have also met the relevant requirements under the fit and proper assessment and the NRC is satisfied with the outcome of the fit and proper assessments.

The Board had also through the NRC, conducted an annual assessment on the independence of Sung Fong Fui and is satisfied that she complied with the criteria prescribed by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Board supports and recommended the abovementioned Directors to be re-elected as Directors of the Company.

Dr. Rashid Bin Bakar, who is subject to retirement by rotation pursuant to Clause 76(3) of the Company's Constitution had indicated to the Company that he would not be seeking for re-election and will retire at the conclusion of Twenty-Fifth Annual General Meeting of the Company.

**5. EXPLANATORY NOTES TO SPECIAL BUSINESS**

**(a) ITEM 9 OF THE AGENDA WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016**

The proposed Resolution 9 is pertaining to the waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016. By voting in favour of the Resolution 9, the shareholders of the Company would be waiving their pre-emptive right. The Resolution 9 if passed, would allow the Directors to issue new shares to any person under the Proposed General Mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

**(b) ITEM 10 OF THE AGENDA AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

The proposed Resolution 10 is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

Subject to passing the Ordinary Resolution I on the waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016, the proposed Resolution 10, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's current and/ or future investment project(s), working capital, repayment of borrowings and/ or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company ("Proposed General Mandate").

**(c) ITEM 11 OF THE AGENDA PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**

The proposed Resolution 11, if passed, will empower the Company to purchase up to ten per centum (10%) of the issued share capital of the Company through Bursa Malaysia Securities Berhad.

For further information, please refer to the Statement to Shareholders dated 31 October 2022.

**(d) ITEMS 12 TO 23 OF THE AGENDA PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN, WHICH COMPRISES THE PROPOSED EMPLOYEES' SHARES OPTION SCHEME AND THE PROPOSED SHARE GRANT PLAN OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN SUPERMAX CORPORATION BERHAD ("SCB" OR THE "COMPANY") [EXCLUDING TREASURY SHARES, IF ANY] ("PROPOSED LTIP")**

**Ordinary Resolutions IV, V, VI, VII, VIII, IX, X, XI, XII, XIII, XIV and XV**

The proposed Ordinary Resolutions IV, V, VI, VII, VIII, IX, X, XI, XII, XIII, XIV and XV in relation to the Proposed LTIP shall be read together as a whole.

Section 85(1) of the Companies Act 2016 ("the Act") provides that:-

*"Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."*

Clause 12(3) of the Constitution of the Company states that:-

*"(a) Subject to the Act, the Listing Requirements and any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled;*

*(b) The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company; and*

*(c) The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution."*

By voting in favour of the proposed Ordinary Resolutions IV, V, VI, VII, VIII, IX, X, XI, XII, XIII, XIV and XV, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Act and Clause 12(3) of the Constitution of the Company to be first offered the SCB Shares which will result in a dilution of their shareholding percentage in the Company.

For further information, please refer to the Circular to Shareholders dated 31 October 2022.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**  
(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

**Election/Appointment as Directors**

There are no individuals standing for election/appointment as Directors at the Twenty-Fifth Annual General Meeting ("AGM").

The Directors who are standing for re-election at the AGM are Dato' Ting Heng Peng, Dato' Seri Thai Kim Sim and Sung Fong Fui, whose profiles are set out on Pages 7 to 10 of the 2022 Annual Report.

The Board has through the Nomination and Remuneration Committee ("NRC"), considered the assessment of Dato' Ting Heng Peng, Dato' Seri Thai Kim Sim and Sung Fong Fui and agreed that they met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their roles as Directors. The abovementioned Directors have also met the relevant requirements under the fit and proper assessment and the NRC is satisfied with the outcome of the fit and proper assessments.

The Board had also through the NRC, conducted an annual assessment on the independence of Sung Fong Fui and is satisfied that she complied with the criteria prescribed by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Having considered the above, the Board supports and recommended the re-election of Dato' Ting Heng Peng, Dato' Seri Thai Kim Sim and Sung Fong Fui as Directors of the Company.

**General Mandate for Issue of Securities**

Kindly refer to items 5(a) and 5(b) of the Explanatory Notes to Special Business as contained in the Notice of AGM.