

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth ("13th") 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, 26 May 2023 at 10:30 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Directors' and Auditors' reports thereon.
- To approve the fees up to an aggregate amount of RM300,000 and benefits of up to RM200,000 payable to the Directors of the Company and its subsidiaries for the period from 27 May 2023 until the next Annual General Meeting of the Company and the payment thereof.
- To re-elect Dato' Chew Chee Seng who retires by rotation pursuant to Clause 95 of the Constitution of the Company.
- To re-elect Dato' Mohamad Kamarudin Bin Hassan who retires by rotation pursuant to Clause 95 of the Constitution of the Company.
- To re-elect Datuk Wira Dr. Azizan Bin Osman who retires pursuant to Clause 102 of the Constitution of the Company.
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Board of Directors to fix their remuneration.

As Special Business

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

- AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES; AND WAIVER OF PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES ("SHARES") IN THE COMPANY UNDER SECTION 85(1) OF THE COMPANIES ACT 2016 READ TOGETHER WITH CLAUSE 59 OF THE CONSTITUTION OF THE COMPANY**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (the "Act"), and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered to issue new shares in the Company at any time, at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 59 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

- 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 27 April 2023, 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:-

- 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;
- 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
- 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."

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

"THAT 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."

- AUTHORITY FOR DATO' MOHAMAD KAMARUDIN BIN HASSAN TO CONTINUE IN OFFICE AS INDEPENDENT DIRECTOR OF THE COMPANY**

"THAT, contingent upon the passing of Ordinary Resolution 3, authority be and is hereby given for Dato' Mohamad Kamarudin Bin Hassan 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."

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: 27 April 2023

Notes:

- 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.
- 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.
- 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.
- The instrument appointing a proxy, in the case of an individual, shall be signed by the appointor 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.
- The Form of Proxy or the Power of Attorney or other authority, if any, under which it is signed or notariarily 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 TIH Online website at <https://tih.online>, not less than forty-eight (48) hours before the time for holding the AGM no later than Wednesday, 24 May 2023 at 10:30 a.m. or at any adjournment thereof.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), 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.
- 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 18 May 2023 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.
- Mr Cheong Chee Yun was appointed as an Independent Non-Executive Director of the Company on 5 April 2010 and had reached his maximum twelve (12)-year term limit as prescribed under the AMLR of Bursa Securities which will take effect on 1 June 2023. Therefore, he shall retire at the conclusion of the 13th AGM in compliance with the AMLR of Bursa Securities and pursuant to the Malaysian Code on Corporate Governance 2021 ("MCCG").

EXPLANATORY NOTES ON ORDINARY BUSINESS AND SPECIAL BUSINESS

- 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 Act 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.

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

Section 230(1) of the Act provides amongst others that the Directors' fees 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") wishes to seek shareholders' approval for the payment of fees and benefits payable to the Directors for the period from 27 May 2023 until the next AGM to be held in 2024.

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 2022 had remained unchanged since financial year 2018. During a review in 2023, 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 13th AGM.

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

For the purpose of determining the eligibility of the Directors to stand for re-election at the 13th AGM of the Company, the Board through its Nomination Committee ("NC") undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the MCGG and AMLR of Bursa Securities, which includes the following:-

- Performance and effectiveness of the Board as a whole, Board Committees and individual Directors;
- Independence of the Independent Director; and
- Fit and proper assessment.

The NC and the Board are satisfied that the Directors, namely Dato' Chew Chee Seng, Dato' Mohamad Kamarudin Bin Hassan and Datuk Wira Dr. Azizan Bin Osman (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 13th AGM.

The three (3) retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election at the relevant NC and Board meetings.

The profiles of the Directors who are standing for re-election under Ordinary Resolutions 2, 3 and 4 are set out in the Profiles of the Board of Directors on pages 9, 10 and 12 of the Annual Report 2022.

- Ordinary Resolutions 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 2023. 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.

- Ordinary Resolution 6 – Authority under Sections 75 and 76 of the Act for the Directors to allot and issue shares; and Waiver of pre-emptive rights**

This proposed resolution, if passed, will renew the authority given to the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of issued shares of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the 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.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 59 of the Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the Twelfth Annual General Meeting held on 24 June 2022 and which will lapse at the conclusion of the 13th AGM. If there should be a decision to issue new shares after the General Mandate is obtained, the Company will make an announcement in respect thereof.

Please refer Section 85(1) of the Act and Clause 59 of the Constitution of the Company as detailed below.

Details of Section 85(1) of the Act and Clause 59 of the Constitution of the Company

Section 85(1) of the Act provides as follows:-

"85. Pre-emptive rights to new shares

(1) 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 59 of the Constitution of the Company provides as follows:-

"Subject to 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. 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. 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 the 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 Clause."

- 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 27 April 2023 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 27 April 2023.

- Ordinary Resolutions 8 and 9 – Retention of Independent Directors**

Pursuant to Practice 5.3 of the MCGG 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 Dato' Dr. Mohd Aminuddin Bin Mohd Rouse ("Dato' Dr. Mohd Aminuddin") and Dato' Mohamad Kamarudin Bin Hassan ("Dato' Mohamad Kamarudin") to continue to serve as Independent Directors of the Company until the conclusion of the next AGM of the Company.

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 MCGG. In accordance with the MCGG, the NC and the Board, after having assessed the independence of Dato' Dr. Mohd Aminuddin, 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:-

- He has confirmed and declared that he is an Independent Director as defined under Rule 1.01 of the AMLR of Bursa Securities;
- 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;
- 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
- 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.

Dato' Mohamad Kamarudin was appointed as an Independent Non-Executive Director of the Company on 18 April 2014 and has served for a cumulative term of more than nine (9) years prescribed by the MCGG. In accordance with the MCGG, the NC and the Board, after having assessed the independence of Dato' Mohamad Kamarudin, consider him to be independent based on amongst others, the following justifications and recommend that Dato' Mohamad Kamarudin be retained as an Independent Director of the Company:-

- He has confirmed and declared that he is an Independent Director as defined under Rule 1.01 of the AMLR of Bursa Securities;
- 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;
- 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
- The Board is of the opinion that Dato' Mohamad Kamarudin 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 Dato' Dr. Mohd Aminuddin and Dato' Mohamad Kamarudin 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 MCGG, the Company would adopt a two-tier voting process in seeking annual shareholders' approval to retain Dato' Dr. Mohd Aminuddin and Dato' Mohamad Kamarudin at the 13th 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.