

**SOLUTION GROUP BERHAD**  
**Registration No. 200401016072 (654575-P)**  
**Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN THAT** the Nineteenth (19th) Annual General Meeting (“AGM”) of Solution Group Berhad will be held at PT 13796, Jalan Tekno Usahawan 2, Technology Park Malaysia, 57000 Kuala Lumpur on Wednesday, 31 May 2023 at 10.00 a.m. to transact the following businesses:

**A G E N D A**

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
2. To approve the payment of Directors’ Fees of RM235,100 for the financial year ended 31 December 2022. **RESOLUTION 1**
3. To approve the payment of Directors’ Fees and/or benefits up to the amount of RM271,000 for the period from 30 May 2023 until the next AGM of the Company. **RESOLUTION 2**
4. To re-elect the following Directors, who retire in accordance with Article 18.3 of the Company’s Constitution and being eligible, have offered themselves for re-election:
  - (i) Mr. Lim Hai Guan **RESOLUTION 3**
  - (ii) Dato’ Dr. Nazlee Bin Kamal **RESOLUTION 4**
  - (iii) Datuk Dr. Syed Muhamad Bin Syed Abdul Kadir **RESOLUTION 5**
5. To re-elect Miss Yvonne Low Win Kum, who retires pursuant to Article 18.10 of the Company’s Constitution and, being eligible, offers herself for re-election. **RESOLUTION 6**
6. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **RESOLUTION 7**

**SPECIAL BUSINESS**

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

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 and subject always to the approval from the relevant authorities, where such approval is necessary, the Board of Directors be authorised to issue and **RESOLUTION 8**

allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided always that the aggregate number of ordinary shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the ACE Market of Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM which is required by law to be held or revoked / varied by a resolution passed by the shareholders in general meeting whichever is the earlier.

**AND THAT** pursuant to Section 85 of the Companies Act 2016 read together with Article 15.2 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Companies Act 2016."

8. **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

**“THAT** subject to the provisions under the Companies Act 2016, the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and any other applicable laws, rules, regulations and guidelines for the time being in force, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company (“Shares”) as may be determined by the Directors from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities Berhad as at the point of purchase.

**RESOLUTION 9**

**THAT** the maximum amount of funds to be allocated for the purpose of purchasing the Shares shall not exceed the retained profits of the Company.

**THAT** authority be and is hereby given to the Directors to decide at their discretion, as may be permitted and prescribed by the Companies Act 2016 and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any of the Shares so purchased by the Company in the following manner:

- (a) the Shares so purchased could be cancelled; or

- (b) the Shares so purchased could be retained as treasury shares for distribution as dividends or bonus shares to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or transferred in accordance with the Companies Act 2016 and/or be cancelled subsequently; or
- (c) combination of (a) and (b) above.

**THAT** the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time the said authority would lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM is required by law to be held; or
- (iii) the authority is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting,

whichever occurs first.

**AND THAT** the Directors be and are hereby authorised to take such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.”

9. **PROPOSED ALLOCATION OF EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”) OPTIONS TO MISS YVONNE LOW WIN KUM**

**“THAT** pursuant to the ESOS of the Company approved by the shareholders of the Company at the Extraordinary General Meeting held on 16 January 2014, approval be and is hereby given to the Board to authorise the ESOS Committee at any time and from time to time, to offer and grant to Miss Yvonne Low Win Kum, Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of the Company under the ESOS provided that:-

**RESOLUTION 10**

- (a) not more than 10% of the new ordinary shares of the Company available under the ESOS shall be allocated to her, if she, either singly or collectively through persons connected with her (as defined in the Listing Requirements), holds 20% or more of the total number of issued shares of the Company (excluding treasury shares);

- (b) she must not participate in the deliberation or discussion of her own allocation on the ESOS Options to be offered to her under the ESOS;

and subject always to such terms and conditions of the ESOS By-Laws and/or any adjustments which may be made in accordance with the provisions of the ESOS By-Laws and any prevailing guidelines issued by Bursa Malaysia Securities Berhad, the Listing Requirements or any other relevant authorities, as amended from time to time;

**AND THAT** the Board is also authorised to allot and issue the corresponding number of new shares arising from the exercise of the ESOS Options that maybe granted to her under the ESOS.”

10. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

**SIEW SUET WEI (MAICSA 7011254)**

SSM Practicing Certificate No. 202008001690

**LIM YEN TENG (LS0010182)**

SSM Practicing Certificate No. 201908000028

Company Secretaries

Kuala Lumpur

Date: 28 April 2023

**NOTES: -**

- 1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 24 May 2023 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.*
- 2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy but not more than two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
- 3. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
- 4. The instrument appointing a proxy shall be in writing signed by the appointor or by his attorney who is authorised in writing. In the case of a corporation, the instrument appointing a proxy or proxies must be made either under its common seal or signed by an officer or an attorney duly authorised.*

5. *If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.*
6. *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the AGM or any adjournment thereof –*

*(i) In hard copy form*

*In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.*

*(ii) By electronic form*

*The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide for the 19th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.*

7. *Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice shall be put to vote by poll.*

## **EXPLANATORY NOTES**

### **1. Audited Financial Statements for the financial year ended 31 December 2022**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

### **2. Resolutions 1 & 2: Payment of Directors' Fees & Benefits**

Pursuant to Section 230(1) of the Companies Act 2016, the shareholders' approval is sought for the proposed payment of Directors' Fees for the financial year ended 31 December 2022 and Directors' Fees and/or benefits for the period from 30 May 2023 until the conclusion of the next AGM of the Company.

### **3. Resolutions 3, 4, 5 and 6: Re-election of Directors**

Article 18.3 of the Company's Constitution provides that an election of Directors shall take place each year at the annual general meeting of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Mr. Lim Hai Guan, Dato' Dr. Nazlee Bin Kamal and Datuk Dr. Syed Muhamad Bin Syed Abdul Kadir are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.

Article 18.10 of the Company's Constitution provides that any Director appointed either to fill a casual vacancy or as an addition to the existing Board of Directors shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation pursuant to Article 18.3 at that meeting. Miss Yvonne Low Win Kum was appointed as Independent and Non-Executive Director of the Company on 28 June 2022.

The profiles of the Directors standing for re-election are set out in the Annual Report 2022.

#### **4. Resolution 7: Re-appointment of Auditors**

The Board and Audit and Risk Management Committee had recommended the re-appointment of Grant Thornton Malaysia PLT for the financial year ending 31 December 2023. Grant Thornton Malaysia PLT have met the criteria prescribed under the Rule 15.21 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and indicated their willingness to continue their services for the next financial year.

#### **5. Resolution 8: Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares**

The Company had during its 18<sup>th</sup> AGM held on 31 May 2022 obtained from its shareholders, a general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot shares in the Company up to an amount not exceeding 10% of the issued share capital of the Company and this mandate had not being exercised by the Company.

The Resolution 8 is a renewal mandate of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. Pursuant to Section 85 of the Companies Act 2016 and Article 15.2 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. The mandate, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company. This mandate would provide the Company the flexibility to raise fund, including but not limited to placing of shares to finance future investments, projects, working capital and/or acquisitions without having to convene a general meeting.

#### **6. Resolution 9: Proposed renewal of authority for the Company to purchase its own shares**

The proposed Resolution 9, if passed, will give the Directors of the Company the authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or effect the purchase(s) of Shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. This authority will, unless renewed or revoked or varied by the Company at a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of

the Company following the 19th AGM is required by the law to be held. Detailed information on the proposed renewal of share buy-back authority is set out in the Share Buy-back Statement dated 28 April 2023.

**7. Resolution 10: Proposed allocation of Employees' Share Option Scheme ("ESOS") Options to Encik Faizal Sham Bin Abu Mansor**

The proposed Resolution 10 is to seek shareholders' approval for the Company to offer and grant ESOS options to Miss Yvonne Low Win Kum, Independent Non-Executive Director of the Company to participate in the ESOS in accordance with the By-Laws of the ESOS of the Company.

Miss Yvonne Low Win Kum, being an interested party in the resolution shall abstain from deliberation and voting in respect of his direct and indirect shareholdings in the Company on this resolution. She shall also ensure that persons connected to her will abstain from voting on their direct and/or indirect shareholdings in the Company, if any, on this resolution.