

**ELSOFT RESEARCH BERHAD**  
Registration No. 200301015084 (617504-K)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twentieth Annual General Meeting of Elsoft Research Berhad (“the Company”) will be held at the Conference Hall of the Company, Plot 85B, Lintang Bayan Lepas 9, Bayan Lepas Industrial Park, Phase 4, 11900 Pulau Pinang on Tuesday, 23 May 2023 at 10.00 a.m. for the transaction of the following business:

**AS 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.
2. To approve the payment of Directors’ fees of not exceeding RM350,000.00 to the Non-Executive Directors for the financial year ending 31 December 2023. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to Article 18.3 of the Company’s Constitution and being eligible, have offered themselves for re-election: -  
(i) Dato’ Dr Chong Eng Keat @ Teoh Eng Keat **Ordinary Resolution 2**  
(ii) Mr Ooi Toon Kit. **Ordinary Resolution 3**
4. To re-elect Mr Lee Soo Ghee as Director who retires pursuant to Article 18.10 of the Company’s Constitution and being eligible, has offered himself for re-election. **Ordinary Resolution 4**
5. To re-appoint Messrs. BDO PLT as Auditors of the Company until the conclusion of the next annual general meeting and to authorise the 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, as Ordinary Resolutions:

6. **AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 FOR THE DIRECTORS TO ISSUE SHARES**  
“THAT, subject always to the Companies Act, 2016 (“the Act”), the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorized, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit, provided that the aggregate of the shares to be issued does not exceed 10% of the total number of issued shares of the Company and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued.

And That pursuant to Section 85 of the Act read together with Article 13.2 of the Company's Constitution, approval be and is hereby given to the Company 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 Act."

## Ordinary Resolution 6

### 7. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"THAT, subject always to the Companies Act 2016, the provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorized to make purchase(s) of such amount of ordinary shares in the Company through Bursa Securities subject to the following:

- (a) The aggregate of the shares which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company ("Shares");
- (b) 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. As of 31 December 2022, the audited retained profits of the Company was RM4,265,975.
- (c) The authority conferred by this resolution 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 the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or
  - (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities or any other relevant authority; and

- (d) upon completion of the purchase(s) of the Shares by the Company, the Directors of the Company be and are hereby authorized to deal with the Shares in the following manner:
  - (i) cancel the Shares so purchased; or
  - (ii) retain the Shares so purchased as treasury shares; or
  - (iii) retain part of the Shares so purchased as treasury shares and cancel the remainder; or
  - (iv) distribute the treasury shares as share dividends to

- shareholders; or
- (v) resell the treasury shares on Bursa Securities; or
  - (vi) transfer the treasury shares, or any of the shares for the purposes of or under an employees' share scheme; or
  - (vii) transfer the treasury shares, or any of the shares as purchase consideration; or

in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorized to take all steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.”

**Ordinary Resolution 7**

**8. CONTINUATION IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

“THAT, Mr Ooi Toon Kit be retained as Independent Non-Executive Director of the Company until 21 June 2023.”

**Ordinary Resolution 8**

9. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

**BY ORDER OF THE BOARD,**

**OOI YOONG YOONG (SSM PC NO. 202008002042/MAICSA 7020753)**  
SECRETARY  
PENANG  
20 April 2023

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**Notes: -**

**Appointment Of Proxy**

1. A member may appoint any person to be his proxy save that the proxy must be of full age. There is no restriction as to the qualification of the proxy.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorized.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

6. Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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 Authorized Nominee may appoint in respect of each omnibus account it holds.
7. For a proxy to be valid, the instrument appointing a proxy must 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 appointed for holding the meeting or adjourned meeting:
  - (a) In hard copy form  

The Proxy Form must be deposited at the Registered Office at 39 Irving Road 10400 Georgetown, Pulau Pinang.
  - (b) By electronic means via email  

The Proxy Form must be received via email at [investor.relations@elsoftresearch.com](mailto:investor.relations@elsoftresearch.com). The member is required to deposit the original executed Proxy Form at the Registered Office before the day of meeting or the proxy is to bring the original executed Proxy Form on the day of meeting for verification purpose.
8. Last date and time for lodging the Proxy Form is **Sunday, 21 May 2023 at 10.00 a.m.**

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

9. Only a depositor whose name appears on the Record of Depositors of the Company as at 15 May 2023 shall be entitled to attend this Annual General Meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

#### **Ordinary Business**

10. **Ordinary Resolution 1 – Proposed payment of Directors’ fees of not exceeding RM350,000.00 to the Non-Executive Directors for the financial year ending 31 December 2023**

The proposed Ordinary Resolution 1 is to facilitate the payment of Directors’ fees on current year basis. In the event, the Directors’ fees proposed is insufficient, the Board will seek the approval from the shareholders at the next annual general meeting for additional fees to meet the shortfall.

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

Article 18.3 of the Company’s Constitution states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each Annual General Meeting. Each Director shall retire from office at least once in every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Article 18.10 of the Company’s Constitution states that the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but the total number of Directors shall not at any time exceed the number fixed in accordance with the Constitution. Any Director so appointed shall hold office only until the next Annual General Meeting 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 at that meeting.

In determining the eligibility of the Directors due for retirement to stand for re-election at the forthcoming Annual General Meeting, the Nominating Committee has assessed the retiring Directors and was satisfied with the outcome of the fit and proper assessment and the Independent Non-Executive Director has provided confirmation of his independence.

The Board approved the Nomination Committee's recommendation for the re-election of the retiring Directors pursuant to Article 18.3 and 18.10 of the Company's Constitution at the forthcoming Annual General Meeting of the Company. During a Board Meeting, all the retiring Directors have offered themselves for re-election, and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the forthcoming Annual General Meeting.

**12. Ordinary Resolution 5 – To re-appoint Messrs. BDO PLT as Auditors of the Company until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration**

The Audit Committee has assessed the suitability and independence of the external auditors and recommended the re-appointment of Messrs. BDO PLT as external auditors of the Company until the next Annual General Meeting of the Company. The Board has in turn at its meeting held on 14 April 2023, reviewed the recommendation of the Audit Committee and recommended the same to be tabled to the shareholders for approval at the forthcoming Annual General Meeting of the Company. The Board and the Audit Committee collectively agreed that Messrs. BDO PLT have met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

**Special Business**

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

The proposed Ordinary Resolution 6, if passed, will give authority to the Board of Directors to issue and allot ordinary shares in the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last annual general meeting which will lapse at the conclusion of the Twentieth Annual General Meeting.

This renewed general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

By voting in favour, the shareholders of the Company are deemed to have waived their pre-emptive rights and thus will allow the Directors to issue new shares to any person under the General Mandate without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.

**14. Ordinary Resolution 7 - Proposed Renewal of Share Buy-Back Authority**

The proposed Ordinary Resolution 7, if passed, will give the authority to the Company to purchase its own shares up to 10% of the total number of issued shares of the Company. This authority, unless renewed or revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next annual general meeting or the

expiration of the period within which the next annual general meeting after that date is required by the law to be held, whichever occurs first.

Detail information on the Proposed Renewal of Share Buy-Back Authority are set out in page 39 to 48 of the 2022 Annual Report.

**15. Ordinary Resolution 8 - Continuation in Office as an Independent Non-Executive Directors**

The proposed Ordinary Resolution 8, if passed, will allow Mr. Ooi Toon Kit to be retained as an Independent Non-Executive Director of the Company. The Board of Directors, had vide the Nomination Committee, conducted annual performance evaluation and assessment of Mr. Ooi Toon Kit, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- (a) he has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (b) he has performed his duties diligently and provided independent views in the deliberations and decision making of the Board and Board Committees;
- (c) his length of service on the Board has not in any way interfered with his duty as an Independent Non-Executive Director of the Company; and
- (d) his expertise and experience together with his cumulative knowledge of the Group's business and operations provide the Board with a diverse set of experience and expertise which enhances the skills and experience profile of the Board.

**16. Voting at Twentieth AGM**

Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of Twentieth AGM will be put to vote on a poll.

**ELSOFT RESEARCH BERHAD**  
 Registration No. 200301015084 (617504-K)  
 (Incorporated in Malaysia)

**PROXY FORM**

CDS account no.:

\*I/We \_\_\_\_\_ Tel: \_\_\_\_\_

(Full name in block, NRIC/Passport/Company No.)

of

(Full address and e-mail address)

being member(s) of ELSOFT RESEARCH BERHAD, hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address, telephone no. and email address			

\*and/or failing him/her

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address, telephone no. and email address			

or failing whom, the Chairman of the meeting, as \* my/our proxy to vote for \* me/us on \* my/our behalf at the Twentieth Annual General Meeting of the Company to be held at the Conference Hall of the Company, Plot 85B, Lintang Bayan Lepas 9, Bayan Lepas Industrial Park, Phase 4, 11900 Pulau Pinang on Tuesday, 23 May 2023 at 10.00 a.m. and at any adjournment thereof, on the following resolutions referred to in the Notice of Twentieth Annual General Meeting.

No.	Resolutions	Ordinary	For	Against
1.	To approve the payment of Directors' fees of not exceeding RM350,000.00 to the Non-Executive Directors for the financial year ending 31 December 2023.	Resolution 1		
2.	To re-elect Dato' Dr Chong Eng Keat @ Teoh Eng Keat as Director of the Company.	Resolution 2		
3.	To re-elect Mr Ooi Toon Kit as Director of the Company.	Resolution 3		
4.	To re-elect Mr. Lee Soo Ghee as Director of the Company.	Resolution 4		
5.	To re-appoint Messrs. BDO PLT as Auditors of the Company and to authorize the Directors to fix their remuneration.	Resolution 5		
6.	Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to issue	Resolution 6		

	shares.			
7.	Proposed Renewal of Share Buy-Back Authority.	Resolution 7		
8.	Continuation in office as an Independent Non-Executive Director - Mr Ooi Toon Kit.	Resolution 8		

Please indicate with an “X” in the appropriate space provided above on how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy may vote as he thinks fit.

Signed this ..... day of ..... 2023

Number of shares held

\_\_\_\_\_  
Signature(s) of member(s)/ Common Seal

*\* Strike out whichever is not desired.*

Notes :-

1. A member may appoint any person to be his proxy save that the proxy must be of full age. There is no restriction as to the qualification of the proxy.
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3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorized.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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 Authorized Nominee may appoint in respect of each omnibus account it holds.
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The Proxy Form must be received via email at [investor.relations@elsoftresearch.com](mailto:investor.relations@elsoftresearch.com). The member is required to deposit the original executed Proxy Form at the Registered Office before the day of meeting or the proxy is to bring the original executed Proxy Form on the day of meeting for verification purpose.

8. Last date and time for lodging the Proxy Form is **Sunday, 21 May 2023 at 10.00 a.m.**
9. Only a depositor whose name appears on the Record of Depositors of the Company as at 15 May 2023 shall be entitled to attend this Annual General Meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

**Personal Data Privacy**

By submitting the duly executed Proxy Form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, and any adjournment thereof.