

ONETECH SOLUTIONS HOLDINGS BERHAD
Registration No.: 201901002105 (1311431-K)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting ("3rd AGM") of OneTech Solutions Holdings Berhad ("the Company") will be held at F-6-18, Sunway Geo Avenue 2, Jalan Lagoon Selatan Sunway South Quay, Subang Jaya, 47500 Selangor on Tuesday, 27 June 2023 at 10.00 a.m. or at any adjournment thereof for the following purposes: -

AGENDA

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.

(Please refer to Note 8)

2. To approve the following aggregate fees payable to the Director of the Company:-

(a) An amount of RM20,000.00 for the period from 1 September 2022 to 30 June 2023; and

(Ordinary Resolution 1)
(Please refer to Note 9)

(b) An amount up to RM108,000.00 payable for the period from 1 July 2023 to 30 June 2024 until the next Annual General Meeting of the Company.

(Ordinary Resolution 2)
(Please refer to Note 9)

3. To re-elect Mr. Koh Kean Mum, who retires and being eligible, offers himself for re-election as Director of the Company in accordance with Clause 18.3 of the Company's Constitution.

(Ordinary Resolution 3)
(Please refer to Note 10)

4. To re-elect Ms. Wong Ai Ling who retires and being eligible, offers herself for re-election as Director of the Company in accordance with Clause 18.10 of the Company's Constitution.

(Ordinary Resolution 4)
(Please refer to Note 10)

5. To re-appoint Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorize the Directors to fix the Auditors' remuneration.

(Ordinary Resolution 5)
(Please refer to Note 11)

AS SPECIAL BUSINESS

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

6. **Authority to Issue Shares pursuant to the Companies Act 2016 ("the Act")**
"THAT, subject always to the Act, the Company's Constitution, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant government and/or regulatory authorities, the Directors are hereby authorised, 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 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 and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deemed fit, PROVIDED THAT the aggregate number of the shares to be issued pursuant to this Resolution must be not more than one hundred percent (100%) of the total number of issued shares, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must be not more than fifty percent (50%) of the total number of issued shares for the time being and that the Directors are also empowered to obtain the approval from Bursa Securities 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 Clause 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)

(Please refer Note 12)

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

BY ORDER OF THE BOARD

Pang Kah Man
SSM PC No.: 202008000183
MIA No.: 18831
Company Secretary
2 June 2023

Notes: -

1. A member shall be entitled to appoint not more than two (2) proxies to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead. There shall be no restriction as to the qualification of the proxy.
2. The Form of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, at which the person named in the instrument proposes to vote, and in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll. Alternatively, the Form of Proxy can be lodged electronically via TIIH Online website at <https://tiih.online>.
3. In the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy, have been duly completed by the member(s).
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
5. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
6. 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 Exempted Authorised Nominee may appoint in respect of each Omnibus Account it holds.
7. Only depositors whose names appear in the Register of Depositors as at 20 June 2023 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 3rd AGM. Last date and time for lodging the Form of Proxy is Sunday, 25 June 2023 at 11.00 a.m.

Explanatory Notes to the Agenda

8. Item No. 1 of the Agenda - Audited Financial Statements

This Agenda item is meant for discussion only as provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

9. Items No. 2 of the Agenda - Approval of Director's fees

The Board recommends that members to approve an amount of RM20,000 for the payment of shortfall in Directors' fees for the period from 1 September 2022 to 30 June 2023.

The Board also recommends that members to approve a maximum aggregate amount of RM108,000 for the payment of Directors' fees to all the Directors during the period from 1 July 2023 payable monthly in arrears after each month of completed service of the Directors until 30 June 2024, being the due date of the next Annual General Meeting of the Company. 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.

In the event the amount proposed is insufficient (e.g., due to enlarged Board size, additional meetings held, etc.), approval will be sought at the next Annual General Meeting for the additional amount to meet the shortfall.

10. Items No. 3 and 4 of the Agenda - Re-election of Directors

Clause 18.3 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company shall retire by rotation at an Annual General Meeting. With the current Board size of three (3), any one (1) Director is to retire in accordance with the Clause 18.3 of the Company's Constitution. A retiring Director shall be eligible for re-election and shall retain office until the close of the meeting at which he retires. Mr. Koh Kean Mum has consented to his re-election and abstained from deliberation and decision on his own eligibility to stand for re-election.

Clause 18.10 of the Company's Constitution provides that any newly appointed Directors 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. Ms. Wong Ai Ling who was appointed on 23 September 2022 is stand for re-election pursuant to this clause.

11. Item No. 5 of the Agenda – Re-appointment of Auditors

The Board has assessed and satisfied with the suitability and independence of the external auditors, Crowe Malaysia PLT based on the competency, sufficiency of resources the audit team provided to the Company and its subsidiaries. Accordingly, the Board recommended their re-appointment as external auditors of the Company for the ensuing year to the shareholders for approval at this Annual General Meeting of the Company. Crowe Malaysia PLT have indicated their willingness to continue in office.

12. Item No.6 of the Agenda - Authority to Issue Shares pursuant to the Act

The proposed adoption of Ordinary Resolution 5 is for the purpose of seeking a general mandate to empower the Directors to issue and allot new shares in the Company pursuant to Sections 75 and 76 of the Act and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities for such purposes as the Directors may consider to be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The mandate will provide flexibility to the Company to issue new shares for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares as settlement of purchase consideration or such other.

By voting in favour, the members 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 members of the Company prior to issuance.

Personal data privacy

By submitting the duly executed Form of Proxy, 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 3rd AGM, and any adjournment thereof.

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FORM OF PROXY

I/We, _____ (full name in block letters)

NRIC No/Passport No/Company No _____

of _____
 (full address)

being member/members of **ONETECH SOLUTIONS HOLDINGS BERHAD**, hereby appoint the following person(s) as my/our proxy:

Name of proxy & NRIC No. / Passport No.	Contact No.	Email address	No. of ordinary shares represented by proxy	Percentage of shareholding
1. _____	_____	_____	_____	
2. _____	_____	_____	_____	
				100%

or failing *him/them, *the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Third Annual General Meeting (“3rd AGM”) to be held at F-6-18, Sunway Geo Avenue 2, Jalan Lagoon Selatan Sunway South Quay, Subang Jaya, 47500 Selangor on Tuesday, 27 June 2023 at 10.00 am or at any adjournment thereof, and to vote as indicated below: -

No.	Ordinary Resolutions	For	Against
1	Approval of Directors’ fees		
2	Re-election of Koh Kean Mum as Director		
3	Re-election of Wong Ai Ling as Director		
4	Re-appointment of Crowe Malaysia PLT as Auditors		
5	Authority to Issue Shares pursuant to the Companies Act 2016		

Please indicate with [✓] on how you wish your votes to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.

*Delete where applicable.

CDS Account No.	
Number of Shares held	
Member’s contact number	

.....
 Signature of Member(s) or Common Seal

Dated this day of 2023

Notes:-

1. *A member shall be entitled to appoint not more than two (2) proxies to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead. There shall be no restriction as to the qualification of the proxy.*
2. *The Form of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, at which the person named in the instrument proposes to vote, and in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll. Alternatively, the Form of Proxy can be lodged electronically via TIIH Online website at <https://tjih.online>.*
3. *In the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy, have been duly completed by the member(s).*
4. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.*
5. *If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.*
6. *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 Exempted Authorised Nominee may appoint in respect of each Omnibus Account it holds.*
7. *Only depositors whose names appear in the Register of Depositors as at 20 June 2023 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 3rd AGM. Last date and time for lodging the Form of Proxy is Sunday, 25 June 2023 at 11.00 am.*

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By submitting the duly executed Form of Proxy, the member and his/her proxy(ies) 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 3rd AGM, and any adjournment thereof.