



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting ("AGM") of the Company will be held on a fully virtual basis via Online Meeting Platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC-D6A357657) on Tuesday, 21 May 2024, at 10.00 a.m. for the following purposes: -

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to Note A) Resolution 1
2. To approve the payment of Directors' Fees of up to RM360,000 for the financial year ending 31 December 2024. Resolution 1
3. To re-elect the following Directors retiring under the provisions of Clause 87 of the Constitution of the Company, and who being eligible had offered themselves for re-election:
 - i) Mr. Saw Chong Keat Resolution 2
 - ii) Mr. Goh Kim Hock Resolution 3
4. To re-appoint Messrs. BDO PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration. Resolution 4

SPECIAL BUSINESS

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

5. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
"THAT subject to the Companies Act 2016 ("Act"), provisions of the Constitution of the Company and the requirements of the Bursa Malaysia Securities Berhad and other relevant governmental and regulatory authorities where such authority shall be necessary, approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into and to give effect to the recurrent related party transactions as specified in Part 1 Section 1.1 of the Circular to the Shareholders dated 22 April 2024 provided that such transactions which are necessary for the Group's day to day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms which are not more favorable to the Mandated Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company ("Proposed Renewal of Shareholders' Mandate").
AND THAT the Proposed Renewal of Shareholders' Mandate shall continue to be in force until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by an ordinary resolution passed at the said AGM, the authority is renewed; or
 - (b) 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 Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) the expiry of the period within which an ordinary resolution passed by the shareholders in a general meeting, whichever is earlier.AND FURTHER THAT the Directors of the Company be 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 effect to the Proposed Renewal of Shareholders' Mandate." Resolution 5

6. **Proposed Authority to Issue and Allot Shares and Waiver of Pre-Emptive Rights**

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, if applicable, the Board of Directors be and is hereby authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting ("AGM") and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT pursuant to Section 85 of the Act to be read together with Clause 48(i) 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 of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act;
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 Bursa Malaysia Securities Berhad;
AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company."

7. **Proposed Renewal of Authority to Purchase its own Shares**

"THAT subject to the Companies Act 2016 ("Act"), provisions of the Constitution of the Company and the requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to purchase its own shares through Bursa Securities, subject to the following:-

- (a) the maximum number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time;
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits of the Company based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s);
- (c) the authority conferred by this resolution will be effective immediately upon the passing of this resolution; and shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions or the expiration of the period within which the next AGM is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
- (d) upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner: -
 - i) to cancel the shares purchased;
 - ii) to retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
 - iii) to retain part of the shares so purchased as treasury shares and cancel the remainder; or
 - iv) in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

The Directors of the Company be and are hereby authorised to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase powers to assist in giving effect to the modifications, revaluations, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of the Company's shares in accordance with the Act, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals."

8. To transact any other business for which due notice shall have been given in accordance with the Act.

By Order of the Board,

TEO MEE HUI (MAICSA 7050642) / SSM PC No. : 202008001081

LEE MEI-MEI (MAICSA 7062284) / SSM PC No. : 202008002962

Secretaries

Penang

Date: 22 April 2024

Proxy

1. In respect of deposited securities, only depositors whose names appear in the Record of Depositors as at 13 May 2024 shall be entitled to attend the Meeting and to speak or vote thereat.
2. A member entitled to attend and vote at the meeting shall be entitled to appoint two (2) or more proxies to attend and vote in his stead, at the same meeting. Where a member appoints more than one (1) proxy, the appointments shall not be valid unless the member specifies the proportions of his shareholdings to be represented by each proxy. A proxy need not be a Member of the Company and a member may appoint any person to be his proxy.
3. Where a member 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 which is credited with ordinary shares of the Company.
4. 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") there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Suite 5-21-H, 21st Floor, Menara Northam, 55 Jalan Sultan Ahmad Shah, 10050 George Town, Penang or via electronic means through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not less than 48 hours before the time for holding the Meeting or any adjournments thereof i.e. by Sunday, 19 May 2024 at 10.00 a.m.. Please refer to the Administrative Guide on the Conduct of a Fully Virtual General Meeting for further details.

NOTES:

- A. This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act do not require a formal approval of the shareholders and hence, is not put forward for voting.
- B. The profile of the Directors who are standing for re-election (as per Resolutions 2 & 3 stated above) at this AGM are set out in the "Profile of Directors" section from pages 4 to 7 of the Company's Annual Report 2023. The details of any interest in securities held by the said Directors are set out in the "Analysis of Directors' Shareholdings" section on page 97 of the Company's Annual Report 2023.
- C. The proposed Ordinary Resolution 1, if passed, will facilitate the payment of Directors' fees on a current year basis. If the proposed Directors' fees is insufficient, the Board will seek the approval from the Shareholders at the next AGM for additional fees to meet the shortfall.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. Ordinary Resolution 5

The proposed resolution, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature. The recurrent related party transactions are in the ordinary course of business and which are not more favorable to the Mandated Related Parties than those generally available to the public. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. Please refer to the Circular to Shareholders dated 22 April 2024.

2. Ordinary Resolution 6

The proposed resolution, if passed, will allow the Company to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with the new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares in the Company pursuant to this mandate.

This is also to approve the disapplication of statutory pre-emption rights under the Section 85 of the Act, to allot new shares (or to grant rights over shares) without first offering them to existing shareholders in proportion to their holdings pursuant to the general mandate.

The proposed resolution, if passed, will renew the authority to empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. The renewed mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisitions. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company.

3. Ordinary Resolution 7

The proposed resolution, if passed, will empower the Directors of the Company to purchase the Company's own shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. Further information on the proposed resolution is set out in the Circular to Shareholders dated 22 April 2024.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at this meeting, 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 this meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting, 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.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

DETAILS OF INDIVIDUALS WHO ARE STANDING FOR ELECTION AS DIRECTORS (EXCLUDING DIRECTORS STANDING FOR A RE-ELECTION)

Pursuant to Paragraph 8.27(2) of the Bursa Securities Listing Requirements for Main Market, no individual is seeking election as a Director at the Twentieth AGM of the Company.



ADMINISTRATIVE NOTES RELATING TO THE 20TH ANNUAL GENERAL MEETING

MMS VENTURES BERHAD
Registration No. 200401008621 (647125-P)
(Incorporated in Malaysia)

MMS Ventures Berhad (“the Company” or “MMSV”) will continue to leverage on technology to facilitate communication and engagement with members by conducting its 20th Annual General Meeting (“20th AGM”) on a fully virtual basis and entirely via Remote Participation and Electronic Voting (“RPEV”) facilities on the date, time and from the Broadcast Venue, as follows:

Date : Tuesday, 21 May 2024

Time : 10.00 a.m.

Meeting Platform : <https://meeting.boardroomlimited.my>
(Domain Registration No. with MYNIC-D6A357657)

Mode of Communication : 1) Type text in the meeting platform. The Messaging window facility will be opened concurrently with the Virtual Meeting Portal, i.e. one (1) hour before the AGM, which is from **9.00 a.m. on Tuesday, 21 May 2024**.

2) Email questions in advance to MMSV at: corp@mmsis.com in relation to the agenda items for the 20th AGM, no later than **Sunday, 19 May 2024 at 10.00 a.m.**

VOTING PROCEDURE

1. The voting at the 20th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements.
2. MMSV has appointed Boardroom Share Registrars Sdn. Bhd. (“Boardroom”) as Poll Administrator to conduct the poll by way of electronic voting (“e-Voting”) and SKY Corporate Services Sdn. Bhd. as Scrutineers to verify the poll results.
3. For the purposes of this AGM, e-Voting will be carried out via personal smart mobile phones, tablets, personal computers or laptops.
4. Members and proxies are required to use one (1) of the following methods to vote remotely:
 - (i) launch **Lumi AGM** by scanning the QR code given to you in the email along with your remote participation User ID and Password; or
 - (ii) access to **Lumi AGM** via website URL <https://meeting.boardroomlimited.my>.
5. Please note that polling will only commence after announcement of poll opened by the Chairman and until such time when the Chairman announces the closure of poll.
6. Upon closing of the poll session by the Chairman, the Scrutineers will verify the poll result reports and thereafter announce the results, followed by the Chairman’s declaration whether the resolutions put to vote are duly passed.
7. You must ensure that you are connected to the internet at all times in order to participate and vote remotely when the 20th AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the AGM is maintained. Kindly note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

REMOTE PARTICIPATION AND ELECTRONIC VOTING (“RPEV”)

8. Please note that the RPEV facilities is available to (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees.
9. By participating in the meeting, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time whilst the meeting is in progress.
10. Kindly follow the steps below on how to request for login ID and password.

Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)
<p>Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 – Submit Request for Remote Participation User ID and Password.</p> <ol style="list-style-type: none">a. Access website https://investor.boardroomlimited.comb. Click <<Register>> to sign up as a user and select the correct account type i.e. sign up as “Shareholder” or “Corporate Holder”.c. Complete registration with all required information. Upload a softcopy of your MyKad (front and back) or Passport in JPEG, PNG or PDF format. For corporate holder, kindly attach the authorisation letter as well. Click “Sign Up”.d. You will receive an email from Boardroom for email address verification. Click “Verify Email Address” from the email received to continue with the registration.e. Once your email address is verified, you will be re-directed to Boardroom Smart Investor Portal for verification of mobile number. Click “Request OTP Code” and an OTP code will be sent to your registered mobile number. Please enter the OTP Code to complete the process.f. An email will be sent to you within one (1) business day informing you on the approval of your Boardroom Smart Investor Portal account. You can login to the Boardroom Smart Investor Portal at https://investor.boardroomlimited.com to proceed with the next step.
Step 2 – Submit Request for Remote Participation User ID and Password
<p>Note: The registration for remote access will be opened on 22 April 2024</p> <p>For Individual/Corporate Shareholders</p> <ul style="list-style-type: none">- Login to https://investor.boardroomlimited.com using your User ID and Password from Step 1 above.- Select “MMS VENTURES BERHAD 20TH ANNUAL GENERAL MEETING” from the list of Corporate Meetings and click “Enter”. <p>(i) To attend the virtual meeting</p> <ul style="list-style-type: none">- Click on “Register for RPEV”.- Read and agree to the terms & conditions and click “Next”.- Enter your CDS Account Number and thereafter submit your request. <p>(ii) To appoint proxy</p> <ul style="list-style-type: none">- Click on “Submit eProxy Form”.- Select the company you would like to be represented (if more than one, for Corporate Shareholder).- Enter your CDS Account Number and number of securities held.- Select your proxy - either the Chairman of the meeting or individual named proxy(ies)- Read and accept the General Terms & Conditions by clicking “Next”.- Enter the required particulars of your proxy(ies).- Indicate your voting instructions – FOR or AGAINST or ABSTAIN. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate DISCRETIONARY.- Review and confirm your proxy(ies) appointment.- Click “Apply”.- Download or print the eProxy Form as acknowledgement. <p>Note for Corporate Shareholder: If you are the authorised representative for more than one (1) corporate shareholder, kindly click the home button and select “Edit Profile” in order to add Company name.</p> <p>For Corporate Shareholder (via email)</p> <ul style="list-style-type: none">- Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Shareholder, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.- Please provide a copy of the Corporate Representative’s or Proxy Holder’s MyKad (front and back) or Passport in JPEG, PNG or PDF format together with his/her email address.

For Authorised Nominee and Exempt Authorised Nominee

(i) Via Boardroom Smart Investor Portal

- Login to <https://investor.boardroomlimited.com> using your User ID and Password from Step 1 above.
- Select “**MMS VENTURES BERHAD 20TH ANNUAL GENERAL MEETING**” from the list of Corporate Meetings and click “**Enter**”.
- Click on “**Submit eProxy Form**”.
- Select the company you would like to be represented (if more than one).
- Proceed to download the file format for “**Submission of Proxy Form**”.
- Prepare the file for the appointment of proxy(ies) by inserting the required data.
- Proceed to upload the duly completed Proxy Appointment file.
- Review and confirm your proxy(ies) appointment and click “**Submit**”.
- Download or print the eProxy form as acknowledgement.

Note: If you are the authorised representative for more than one (1) authorised nominee / exempt authorised nominee, kindly click the home button and select “**Edit Profile**” in order to add Company name.

(ii) Via email

- Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Shareholder, CDS Account Number accompanied with the Form of Proxy to submit the request.
 - Please provide a copy of the Proxy Holder’s MyKad (front and back) or Passport in JPEG, PNG or PDF format together with his/her email address.
- a. You will receive a notification from Boardroom that your request has been received and is being verified.
 - b. Upon system verification of your registration against the **AGM’s Record of Depositors as at 13 May 2024**, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
 - c. You will also receive your remote access User ID and Password along with an email from Boardroom if your registration is approved.
 - d. You are encouraged to submit your request **at least forty-eight (48) hours before the commencement of AGM, i.e. by Sunday, 19 May 2024 at 10.00 a.m.**, to avoid any delay in the registration process.

Step 3 – Login to Virtual Meeting Portal

Note: Please note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.

- a. The Virtual Meeting Portal will be opened for login starting one (1) hour before the commencement of AGM, which is from **9.00 a.m. on Tuesday, 21 May 2024**.
- b. Please follow the steps given to you in the email along with your remote access User ID and Password to login to the Virtual Meeting Portal (*Refer to Step 2 above*).
- c. The steps given will also guide you on how to view live webcast, ask questions and vote.
- d. The live webcast will end and the Messaging window (for asking questions) will be disabled once the Chairman announces the closure of the AGM.
- e. You can then logout from the Virtual Meeting Portal.

LODGEMENT OF FORM OF PROXY

11. Please deposit your completed Form of Proxy at the Registered Office of the Company at **Suite S-21-H, 21st Floor, Menara Northam, 55 Jalan Sultan Ahmad Shah, 10050 George Town, Penang** not less than forty-eight (48) hours before the time appointed for the holding of the 20th AGM, i.e. latest by **Sunday, 19 May 2024 at 10.00 a.m.**
12. Alternatively, the proxy appointment can also be lodged electronically via “Boardroom Smart Investor Portal” at <https://investor.boardroomlimited.com> not less than forty-eight (48) hours before the time appointed for the holding of the 20th AGM, i.e. latest by **Sunday, 19 May 2024 at 10.00 a.m.** For further information, kindly refer to Note 10 – Steps 1 to 3 above.

13. The lodging of the Form of Proxy will not preclude you from personally participating remotely and voting at the 20th AGM should you subsequently wish to do so.

Should you wish to personally participate remotely in the AGM, kindly register your intention to participate remotely via Boardroom's website at <https://investor.boardroomlimited.com> (Refer to Note 10 - Steps 1 to 3 above). Please note that upon your registration to personally participate remotely in the AGM, your earlier proxy appointment will be deemed revoked. Alternatively, please write in to bsr.helpdesk@boardroomlimited.com to revoke your earlier proxy appointment no later than **Sunday, 19 May 2024 at 10.00 a.m.**

14. Members who are unable to participate remotely in the AGM are encouraged to appoint the Chairman of the Meeting or their proxy to vote on their behalf.

MODE OF COMMUNICATION

If you have any question for the Chairman/Board during the AGM, you may submit your question using the Messaging window facility which will be opened concurrently with the Virtual Meeting Portal, i.e. one (1) hour before the AGM, which is from **9.00 a.m. on Tuesday, 21 May 2024.**

The Chairman/Board will endeavor to respond to relevant questions during the Questions and Answers Session at the AGM. If there is time constraint, the responses to relevant questions will be published on the Company's website at the earliest possible, after the AGM.

ANNUAL REPORT 2023 AND CORPORATE GOVERNANCE REPORT

15. The MMSV's 2023 Annual Report and Corporate Governance Report are available on Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com under Company Announcements of MMSV and also at website at <https://www.mmsv.com.my/>.
16. Collection of printed copies of the MMSV's 2023 Annual Report during the 20th AGM is not available as the AGM will be held on a fully virtual basis and entirely via RPEV facilities. Printed copies of the MMSV's 2023 Annual Report are available by way of your requisition by completing the Requisition Form and returning the completed Requisition Form to the designated address.

NO RECORDING OR PHOTOGRAPHY

17. Strictly NO recording or photography of the proceedings of the AGM is allowed.

ENQUIRY

18. Should you have any enquiry prior to the AGM or if you wish to request for technical assistance to participate in the AGM, please contact Boardroom team during office hours (8.30 a.m. to 5.30 p.m.):

Boardroom Share Registrars Sdn. Bhd.
Tel: +603 7890 4700
Email: bsr.helpdesk@boardroomlimited.com

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.