

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Fifty-Fifth ("55th") Annual General Meeting ("AGM") of Maxim Global Berhad ("MAXIM" or "the Company") will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Voting facilities from the Broadcast Venue at Penthouse (4th floor), No. 2D, Jalan SS 6/6, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Thursday, 27 June 2024 at 11:00 a.m. for the following purposes:-

### AGENDA

#### As Ordinary Business

- 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.*
- To approve the payment of Directors' Fees and Benefits from 28 June 2024 until the conclusion of the next AGM of the Company to be held in year 2025.  
*Please refer to Note B.* **Resolution 1**
- To re-elect the following Directors who retire in accordance with the Constitution of the Company and, being eligible, have offered themselves for re-election:-
  - Tan Sri Datuk Seri Gan Seong Liam - Clause 119
  - Derek John Fernandez - Clause 119
  - Abraham Verghese A/L T V Abraham - Clause 119*Please refer to Note C.* **Resolution 2**  
**Resolution 3**  
**Resolution 4**
- To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company for the ensuing financial year and to authorise the Directors to fix their remuneration.  
*Please refer to Note D.* **Resolution 5**

#### As Special Business

- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 and Waiver of Pre-Emptive Rights pursuant to Section 85 of the Companies Act 2016 and Clause 59 of the Company's Constitution.** **Resolution 6**

"THAT subject to Sections 75 and 76 of the Companies Act 2016 and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being and 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 in accordance with Section 76 of the Companies Act 2016.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 read together with Clause 59 of the Constitution of the Company, the shareholders of the Company do hereby waive their statutory pre-emptive rights over all new shares in the Company and such new shares when issued, to rank pari passu with existing issued shares in the Company."

*Please refer to Note E.*

- Retention of Tan Sri Datuk Dr Abdul Samad bin Haji Alias as an Independent Director** **Resolution 7**

"THAT Tan Sri Datuk Dr Abdul Samad bin Haji Alias who would have served as an Independent Non-Executive Director of the Company for a cumulative term of more than ten (10) years, but less than twelve (12) years from 15 May 2024 onwards, be and is hereby retained as an Independent Non-Executive Director of the Company."

*Please refer to Note F.*

7. **Retention of Derek John Fernandez as an Independent Director**

**Resolution 8**

"Subject to the passing of Resolution 3, THAT Derek John Fernandez who would have served as an Independent Non-Executive Director of the Company for a cumulative term of more than ten (10) years, but less than twelve (12) years from 26 March 2024, be and is hereby retained as an Independent Non-Executive Director of the Company."  
*Please refer to Note F.*

8. To transact any other matter for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board

**POW TUCK WENG (MIA 8046) (SSM PC No. 201908003412)**  
**CHEW MEI LING (MAICSA 7019175) (SSM PC No. 201908003178)**  
Company Secretaries

Date: 25 April 2024  
Petaling Jaya

**EXPLANATORY NOTES:-**

- A. This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- B. **Ordinary Resolution 1 – Directors' Fees and Benefits Payable to Non-Executive Directors from 28 June 2024 until the conclusion of the next AGM**

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Remuneration to Non-Executive Directors for the period commencing from 28 June 2024 until the conclusion of the next AGM of the Company to be held in year 2025 in accordance with the remuneration structure set out below. The Remuneration comprises fees and other benefits-in-kind ("BIK") payable to the Chairman, Deputy Chairman and members of the Board of Directors ("the Board"), and the Chairman and members of Board Committees.

<b>Remuneration Structure</b>	<b>Monthly Fees RM</b>	<b>Allowance per Meeting RM</b>	<b>Annual BIK RM</b>
Chairman of the Board	9,000	500	20,525
Deputy Chairman of the Board	7,000	500	7,200
Non-Executive Director of the Board	4,000	500	-
Chairman of respective Board Committee <sup>#</sup>	2,000	250	-
Member of respective Board Committee <sup>#</sup>	1,000	250	-

<sup>#</sup> Board Committees established by the Board as at the date of this notice comprise (i) Audit Committee, (ii) Sustainability and Risk Management Committee and (iii) Nomination and Remuneration Committee.

The remuneration structure set out above and if approved by the shareholders, will allow the Company to make payment of the remuneration to Non-Executive Directors on a monthly or periodical basis, as the case may be.

- C. **Ordinary Resolutions 2, 3 and 4 – Re-election of Directors who retire pursuant to Clause 119 of the Company's Constitution**

Clause 119 of the Constitution of the Company provides among others, that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company.

Tan Sri Datuk Seri Gan Seong Liam, Derek John Fernandez and Abraham Verghese who shall retire by rotation pursuant to Clause 119 and are standing for re-election as Directors of the Company at the 55th AGM have been assessed by the Nomination and Remuneration Committee ("NRC").

The NRC has considered the performance and contribution of each of the retiring Directors, also undertaken fit and proper assessment and assessed the independence of the Independent Non-Executive Directors seeking for re-election.

Based on the evaluation results including the Board Performance Assessment carried out for the financial year ended 31 December 2023, the performance of each of the retiring Directors was found to be satisfactory. The retiring Directors have performed well, fulfilled the fit & proper criteria and discharged their duties and responsibilities satisfactorily.

The Board has endorsed the NRC's recommendation to seek shareholders' approval for the re-election of the retiring Directors. The retiring Directors had abstained from deliberations and decisions making on their re-election at the NRC and Board meetings accordingly.

Further details of the Board's justification and recommendations for the re-election of Directors are set out in the Corporate Governance Overview Statement 2023 section of the Company's Annual Report 2023 under the heading 'Re-Election of Directors'. The profile of the Directors standing for re-election are set out in the Profile of Directors section of the Company's Annual Report 2023.

**D. Ordinary Resolution 5 – Re-appointment of Auditors**

The Audit, Risk Management and Sustainability Committee ("ARMSC") and the Board have undertaken an assessment of the suitability, objectivity and independence of the Auditors including considering the information contained in the Annual Transparency Report for the year ended 31 December 2022 presented by the Auditors. The Board concurred with the ARMSC that Messrs Grant Thornton Malaysia PLT fulfills the criteria of the experience, audit approach, performance, sufficiency of resources, and reports presented coupled with the declaration of professional independence. The Board recommends the shareholders to vote in favour of this resolution with regards to the re-appointment of the Auditors at the 55th AGM.

**E. Ordinary Resolution 6 – Authority to Allot and Issue Shares**

Resolution 6, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next AGM. This renewed mandate will provide flexibility to the Company for the allotment of shares for the purpose of funding working capital, future expansion, investment and/or acquisition(s) as deemed necessary.

By voting in favour of Resolution 6, shareholders of the Company agree to waive their pre-emptive rights under Section 85 of the Companies Act 2016 read together with Clause 59 of the Company's Constitution over all new shares to be allotted and issued by the Directors pursuant to this mandate. 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 54th AGM held on 28 June 2023 which will lapse at the conclusion of the 55th AGM.

**F. Ordinary Resolutions 7 and 8 – Retention of Independent Directors**

The NRC and the Board have assessed the independence of both Tan Sri Datuk Dr Abdul Samad bin Haji Alias ("Tan Sri Samad") and Derek John Fernandez ("Derek") who would have served as Independent Non-Executive Directors of the Company for a cumulative term of more than ten (10) years, but less than twelve (12) years from 15 May 2024 and 26 March 2024, respectively. The NRC and the Board have recommended for Tan Sri Samad and Derek to continue to serve as Independent Non-Executive Directors of the Company.

The Board will be seeking shareholders' approval through a two-tier voting process at the 55th AGM to retain Tan Sri Samad and Derek as Independent Non-Executive Directors.

The Board is of the view that a director's independence cannot be determined arbitrarily with reference to a set period of time. The Company benefits from the invaluable contributions provided by Tan Sri Samad and Derek to the Board and they have been bringing independent and objective judgement to the deliberations and decision-making process of the Board. In addition, they have exercised due care during their tenure as Independent Directors and have carried out their duties proficiently in the interest of the Company.

Further details of the Board's justification and recommendations for the retention of Tan Sri Samad and Derek as Independent Directors are set out in the Corporate Governance Overview Statement 2023 section of the Company's Annual Report 2023 under the heading 'Tenure of Independent Directors'.

## NOTES:-

### (a) Remote Participation and Voting

The 55th AGM will be conducted virtually through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facilities provided by the Poll Administrator, Mega Corporate Services Sdn Bhd via online registration at <https://vps.megacorp.com.my/RzyEMB>.

Please follow the procedures set out in the Administrative Guide for the AGM which is available on the Company's website at [www.maximglobal.com.my](http://www.maximglobal.com.my) to register, attend, speak (in the form of real time submission of typed texts) and vote (collectively "Participate") remotely via the RPV facilities.

The Broadcast Venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 68(i) of the Company's Constitution which stipulates that the Chairman shall be present at the main venue of the AGM. Shareholders/Proxies/Corporate Representatives will not be allowed to be physically present at the Broadcast Venue on the day of the AGM. Therefore, shareholders are strongly advised to Participate remotely at the AGM through live streaming and online remote voting using RPV facilities.

### (b) Shareholders Entitled to Participate

Only shareholders whose names appear in the Record of Depositors as at 20 June 2024 will be entitled to Participate at this AGM or appoint a proxy to Participate on his/her behalf.

### (c) Appointment of Proxy

(i) A member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak (in the form of real time submission of typed texts) and vote in his stead except in the circumstances set out in notes (ii) and (iii) below. Where a member appoints more than one (1) proxy, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. The lodging of a Form of Proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.

(ii) Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

(iii) 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. 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.

(iv) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, under its common seal, or the hand of its attorney duly authorised by the corporation. The Corporate Representative may exercise on behalf of the corporation, all of its power as a shareholder in accordance with the Companies Act 2016.

(v) The duly completed Form of Proxy with the proxy's email address and mobile phone number, are to be deposited at the office of the Poll Administrator (as below) not less than forty-eight (48) hours before the AGM and at any adjournment thereof:-

**Mega Corporate Services Sdn Bhd**

Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail,  
50250 Kuala Lumpur, Wilayah Persekutuan; or

Submit via e-mail to: [AGM-support.Maxim@megacorp.com.my](mailto:AGM-support.Maxim@megacorp.com.my).

(vi) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the 55th AGM of the Company shall be put to vote by way of poll and an independent scrutineer will be appointed to verify and validate the results of the poll.

## **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

Additional information pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad is set out below:-

- (i) As at the date of this notice, there are no individuals who are standing for election, apart from the following directors who are standing for re-election at the 55th AGM of the Company:-
  - Tan Sri Datuk Seri Gan Seong Liam
  - Derek John Fernandez
  - Abraham Verghese
  
- (ii) Details of any interests in the securities of Maxim Global Berhad and its subsidiaries held by the Directors are set out in the Analysis of Shareholdings section of the Company's Annual Report 2023.

## **PERSONAL DATA NOTICE**

By submitting the duly executed Form of Proxy, a 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 this meeting and at any adjournment thereof.



## ADMINISTRATIVE GUIDE

### FIFTY-FIFTH ANNUAL GENERAL MEETING

Date : **Thursday, 27 June, 2024**  
AGM Time : **11.00 a.m.**  
Broadcast Venue : **Penthouse (4<sup>th</sup> Floor), No. 2D, Jalan SS 6/6, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan**

Reference is made to our Notice of Fifty-Fifth Annual General Meeting (“**55<sup>th</sup> AGM**”) dated 25 April 2024 which was circulated to all Shareholders.

#### **Conduct of 55<sup>th</sup> AGM**

The 55<sup>th</sup> AGM of Maxim Global Berhad (“**the Company**”) will be conducted at the Broadcast Venue on a **virtual basis through live streaming and online remote voting** using the Remote Participation and Voting facilities. This is in accordance with the recommendation in encouraging listed issuers to continue leveraging on technology as stated under Practice 13.3 of the Malaysian Code on Corporate Governance.

#### **Voting via Digital Ballot Form at a Virtual 55<sup>th</sup> AGM**

1. **Shareholders will NOT be allowed to be physically present at the 55<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting.** Shareholders who wish to participate at the 55<sup>th</sup> AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/RzyEMB> (please refer to para 4 for further details). After the registration is validated and accepted, Shareholders will receive an email with (i) the 55<sup>th</sup> AGM link and (ii) a link to grant access to the Digital Ballot Form (“**DBF**”).
2. With both the DBF and the 55<sup>th</sup> AGM link, you may exercise your right as a shareholder of the Company to participate and vote during the 55<sup>th</sup> AGM, at the comfort of your home or from any location.
3. **Mode of Communication:** Shareholders may use the *Questions’ Pane* facility (located at the top right corner of the screen) to submit questions in real time during the 55<sup>th</sup> AGM via the Live-Streaming solution. Shareholders may also submit questions prior to the 55<sup>th</sup> AGM via email to the following e-mail address in relation to the agenda items for the 55<sup>th</sup> AGM: [AGM-support.Maxim@megacorp.com.my](mailto:AGM-support.Maxim@megacorp.com.my)

#### **Registration Procedure**

4. Kindly follow the steps below to ensure that you are able to obtain your DBF and Meeting Link to log into the Live-Streaming session to participate and vote remotely during the 55<sup>th</sup> AGM:
  - a. Open this link <https://vps.megacorp.com.my/RzyEMB>, or scan the QR code at the top right corner of this document, and submit all requisite details at least twenty-four (24) hours before the 55<sup>th</sup> AGM.
  - b. Only Shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate. Inaccurate details would result in you not being able to participate in the 55<sup>th</sup> AGM.
  - c. **Proxy:** Alternatively, you may deposit your Form of Proxy, duly completed with the proxy's email address and mobile phone number, at the office of the Poll Administrator forty-eight (48) hours before the 55<sup>th</sup> AGM:

#### **Mega Corporate Services Sdn Bhd**

Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or;

Submit via e-mail to: [AGM-support.Maxim@megacorp.com.my](mailto:AGM-support.Maxim@megacorp.com.my)

- d. For corporate Shareholders / nominee accounts, please execute the Form of Proxy as per step (c) above.
- e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn Bhd, will send to you the following via email:
  - i. **Meeting Link** – for the Live-Streaming Session
  - ii. **DBF** – for Voting Purposes

**Record of Depositors (“ROD”) for the 55<sup>th</sup> AGM**

5. The date of ROD for the 55<sup>th</sup> AGM is Thursday, 20 June, 2024. As such, only Shareholders whose name appear in the ROD shall be entitled to participate and vote at the 55<sup>th</sup> AGM or appoint proxy(ies) / corporate representative(s) to participate and vote on his / her behalf.

**Poll Voting**

6. The voting of the 55<sup>th</sup> AGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn Bhd as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn Bhd as Scrutineers to verify the poll results.
7. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon closing of the voting session for the 55<sup>th</sup> AGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

**No Recording or Photography**

8. Strictly **NO** recording and/or photography of the proceedings of the 55<sup>th</sup> AGM is allowed.

**No Breakfast/Lunch Packs, Door Gifts or Food Vouchers**

9. There will be no distribution of breakfast/lunch packs, door gifts or food vouchers. Shareholders are also reminded to monitor the Company’s website and announcements for any changes to the 55<sup>th</sup> AGM arrangements.

**Enquiry**

10. If you have any enquiries on the above, please contact the following during office hours (Monday to Friday):

**Mega Corporate Services Sdn Bhd**

Email : [AGM-support.Maxim@megacorp.com.my](mailto:AGM-support.Maxim@megacorp.com.my)  
Tel : +60 3 2694 8984  
Vinoos : +60 16 969 9220  
Benjamin : +60 17 611 9665

Dated: 25 April 2024

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