



SUPERGENICS BERHAD

[Registration No. 201601043153 (1214095-X)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 7th Annual General Meeting (AGM) of SUPERGENICS BERHAD (Supergenics or the Company) will be conducted on a virtual basis through live streaming and online remote participation and voting from the Broadcast Venue at A-01-03, First Floor, The Place @ One City, Jalan USJ25/1A, 47650 Subang Jaya, Selangor Darul Ehsan on **Friday, 21 June 2024 at 10.00 a.m.** or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended (FYE) 31 December 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 11)
- To approve the payment of Directors' Fee of up to RM30,000 for the FYE 31 December 2023. (Ordinary Resolution 1)
- To re-elect Mr. Ng Fun Kim, the Director retiring pursuant to Clause 104.2 of the Company's Constitution and who being eligible, had offer himself for re-election. (Ordinary Resolution 2)
(Please refer to Explanatory Note 12)
- To re-elect Ms. Lau Meng Hong, the Director retiring pursuant to Clause 106 of the Company's Constitution and who being eligible, had offer herself for re-election. (Ordinary Resolution 3)
(Please refer to Explanatory Note 13)
- To re-appoint Messrs. Russell Bedford LC PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 4)

AS SPECIAL BUSINESS

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

- Authority under Sections 75 and 76 of the Companies Act 2016 (the Act) for the Directors to Issue Shares (Proposed General Mandate)**
"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 be and 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 AGM of the Company, unless such approval is revoked/varied by resolution of the shareholders in general meeting 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 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 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.
THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Act read together with Clause 57 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the Act.
AND THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."
(Ordinary Resolution 5)
(Please refer to Explanatory Note 14)
- To transact any other business of the Company for which due notice shall have been received in accordance with the Act.

BY ORDER OF THE BOARD

WONG YUET CHYN (MAICSA 7047163)
(SSM PC No. 202008002451)
Company Secretary

Kuala Lumpur
30 April 2024

Notes:

IMPORTANT NOTICE

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Act** which requires the Chairman of the meeting to be present at the main venue of the meeting.

Shareholders **will not be allowed** to attend this AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, participate, speak (by posing questions to the Board via real time submission of typed texts) and vote (collectively referred as "participate") remotely at this AGM.

Please read these notes carefully and follow the procedures in the Administrative Guide for the AGM in order to participate remotely.

Appointment of Proxy

- A member of the Company entitled to participate in the AGM via Remote is entitled to appoint **not more than two (2) proxies** to participate, speak and vote in his stead at the same meeting.
- A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age, i.e. 18 years old and above.
- 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.
- 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 (a) under the corporation's seal or (b) signed under the hand of an officer or attorney duly authorised, and in the case of (b) be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
- 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 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.
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in 1 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.
- The appointment of a proxy may be made in a hard copy form or by email means in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the AGM or Adjourned General Meeting at which the person named in the appointment proposes to vote:
 - in hard copy form [in the case of an appointment made in hard copy form, the proxy form must be deposited at the register office of the Company, A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur.
 - by email to admin@supergenics.com.my
- Last date and time for lodging the proxy form is on Wednesday, 19 June 2024 at 10.00 a.m.
- A member of the Company will receive a link and password to enter the meeting one day before AGM.

General Meeting Record of Depositors

For the purposes of determining a member who shall be entitled to attend the meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 64 of the Company's Constitution, to issue a General Meeting Record of Depositors as at close of business on 14 June 2024. Only members whose names appear in the General Meeting Record of Depositors as at 14 June 2024 and those members who have confirmed attendance 48-hours before the time appointed for holding the AGM or adjourned meeting via email to admin@supergenics.com.my shall be regarded as members and entitled to attend, speak and vote at the Meeting and a Virtual Registration Link for the meeting will be sent accordingly.

Ordinary Business

- Audited Financial Statements for FYE 31 December 2023 are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- Ordinary Resolution 2** – Re-election of Director under Clause 104.2 of the Company's Constitution provides that 1/3 of the Directors of the Company shall retire by rotation at an AGM. With the current Board size of five, one Director is to retire in accordance with the Clause 104.2 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. The retiring Director had consented to his re-election and abstained from deliberation and decision on his own eligibility to stand for re-election.
The Board (with exception of the retiring Director who abstained) recommended the retiring director be re-elected as the Director of the Company as he has character, experience, integrity, competence and time to effectively discharge his role as a Directors of the Company.
- Ordinary Resolution 3** – Re-election of Director Clause 106 of the Company's Constitution provides that the Company at the AGM at which a Director so retires may fill the vacated office by electing a person thereto. Unless at that AGM it is expressly resolved not to fill the vacated office or a resolution for the re-election of the Director retiring at that AGM is put to the AGM and lost or some other person is elected a Director in place of the retiring Director, the retiring Director shall, if offering herself for re-election and not being disqualified under Act from holding office as a Director, be deemed to have been re-elected.
The Board (with exception of the retiring Director who abstained) supported the retiring director to seek for re-election as she has deep understanding on the Company and its group of companies and vast experiences on the industry. Her contributions will bring benefits and opportunities to the Company and its group of companies.
- Ordinary Resolution 5** – Authority under Sections 75 and 76 of the Act for the Directors to issue shares. The proposed Ordinary Resolution 5, if passed, will give authority to the Board to allot and issue 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 AGM of the Company, unless it is revoked/varied by resolution of the shareholders in general meeting. This new 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 approving the allotment and issue of the Company's shares pursuant to the Proposed General Mandate which will rank the equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 57 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.

As at the date of this Notice, no shares had been allotted and issued since the General Mandate granted to the Directors at the last AGM held on 28 June 2023 and this authority will lapse at the conclusion of the 7th AGM of the Company.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Proposed General Mandate is in the best interests of the Company and its shareholders.

Administrative Guide:

- A member is required to register ahead of the AGM to allow the Company to make the necessary arrangement in relation to the AGM, i.e. infrastructure, logistic and meeting venue(s) to accommodate the meeting participants by providing the below details by email to admin@supergenics.com.my
 - Full Name;
 - Identity Card or Passport Number;
 - Contact number (optional – for better co-ordination); and
 - CDS account number
- Members are encouraged to appoint the Chairman of the Meeting (or any other person) to act as proxy to attend and vote at the AGM on their behalf by submitting the proxy form with predetermined voting instruction.

Personal Data Privacy

By registering for the meeting via remote participation and electronic voting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the meeting; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (which includes any adjournments thereof); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively the Purpose); (ii) warrants that he/she has obtained such proxy(ies) and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies) and/or representative(s)' personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.