

MATRIX PARKING SOLUTION HOLDINGS BERHAD

[Registration No. 201801021141 (1283160-X)]

(Incorporated in Malaysia)

NOTICE OF THE SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixth Annual General Meeting ("**AGM**") of the Company will be held at Y-B1-10, Pejabat Pengurusan, D'aman Crimson, No. 1, Jalan PJU 1A/41, Ara Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Thursday, 13 June 2024 at 10:30 a.m. for the following purposes: -

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon. [Please refer to Explanatory Note (i)]
2. To re-elect Mr. Sukumaran A/L K.S. Nair, who retire pursuant to Clause 21.6 of the Company's Constitution and being eligible, has offered himself for re-election. (Resolution 1)
3. To re-appoint SBY Partners PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to determine their remuneration. (Resolution 2)

4. **As Special Business**

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

ORDINARY RESOLUTION

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016 (Resolution 3)

"THAT subject always to the Companies Act 2016 ("**Act**"), the Constitution of the Company, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") and approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the Company from time to time at such price, upon such terms and conditions, and for such purposes and to such person or persons whomsoever as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution must be not more than One Hundred per centum (100%) of the total number of issued shares of the Company for the time being, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must be not more than Fifty per centum (50%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities;

AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.

AND FURTHER THAT pursuant to Section 85 of the Act, read together with Clause 7.8 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 ranking equally

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(Notice of the Sixth AGM to be held on 13 June 2024 – cont'd)

to the existing issued shares of the Company arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act.”

5. To transact any other ordinary business of which due notice has been given in accordance with the Companies Act 2016 or the Constitution.

By Order of the Board

(duly signed)

CHUA SIEW CHUAN (SSM PC No. 201908002648) (MAICSA 0777689)

CHENG CHIA PING (SSM PC No. 202008000730) (MAICSA 1032514)

Company Secretaries

Kuala Lumpur

Dated: 21 May 2024

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 6 June 2024 (“**General Meeting Record of Depositors**”) shall be eligible to attend the Meeting.
2. A Member entitled to attend and vote at the Meeting of the Company, shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote instead of the Member at the Meeting. A proxy need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the Member to attend, participate, speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
3. Where a Member appoints more than one (1) proxy in relation to the Meeting, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
4. The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or, if the Member is a corporation, shall either be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
5. Where the Member is an Exempt Authorised Nominee which holds Deposited Securities in the Company for multiple beneficial owners in one (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.
6. The instrument appointing a proxy must be deposited at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof.
7. Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the General Meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
 - (a) the constitution of the quorum at such meeting;
 - (b) the validity of anything he did as chairman of such meeting;
 - (c) the validity of a poll demanded by him at such meeting; or
 - (d) the validity of the vote exercised by him at such meeting.

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Explanatory Notes to Ordinary and Special Business:

(i) Audited Financial Statements for the financial year ended 31 December 2023

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.

(ii) Resolution 3 - Authority to issue shares pursuant to the Companies Act 2016

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Companies Act 2016 ("**Act**") at the Sixth AGM of the Company (hereinafter referred to as the "**General Mandate**"). The Company has been granted a general mandate by its shareholders at the Fifth AGM of the Company held on 26 June 2023 ("**Previous Mandate**").

The Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised pursuant to the Previous Mandate.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting solely for such issuance and allotment of shares. This authority unless revoked or varied by the Company in a general meeting, will expire at the next AGM. The proceeds raised from the General 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, project(s), working capital and/or acquisitions.

Pursuant to Section 85 of the Act be read together with Clause 7.8 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

The proposed Resolution 3, if passed, will exclude your pre-emptive rights to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Resolution.

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FORM OF PROXY

Number of shares held :
CDS Account No:

*I/We.....
(full name in capital letters)

bearing *NRIC No./Passport No./Registration No.....
of.....
(full address)

being a *member/members of MATRIX PARKING SOLUTION HOLDINGS BERHAD ("the **Company**"), hereby appoint: -

First Proxy "A"

Full Name	NRIC/ Passport No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Full Address			

and/or failing *him/her,

Second Proxy "B"

Full Name	NRIC/ Passport No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Full Address			

100%

or failing him/her, the CHAIRMAN OF THE MEETING, as *my/our proxy to attend and vote for *me/us and on *my/our behalf at the Sixth Annual General Meeting of the Company to be held at Y-B1-10, Pejabat Pengurusan, D'aman Crimson, No. 1, Jalan PJU 1A/41, Ara Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Thursday, 13 June 2024 at 10:30 a.m and at any adjournment thereof.

Please indicate with an "X" in the space provided below how you wish your votes to be cast. If no specific direction as to voting is given, the Proxy will vote or abstain from voting at his discretion.

Item	Agenda
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon.

Item	Agenda	Resolution	For	Against
2.	To re-elect Mr. Sukumaran A/L K.S. Nair, who retire pursuant to Clause 21.6 of the Company's Constitution.	Resolution 1		
3.	To re-appoint SBY Partners PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	Resolution 2		
Special Business				
4.	Authority to issue and allot shares pursuant to the Companies Act 2016.	Resolution 3		

* Strike out whichever not applicable.

Signed this day of 2024

.....
Signature of Member/Common Seal

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