



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting (“4th 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 Wednesday, 26 June 2024 at 11.00 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 2023 together with the Reports of the Directors and Auditors thereon.

(Please refer to Note 8)

2. To approve the Directors’ fees up to RM51,000 in aggregate to the Directors of the Company for the period from 1 April 2024 to 30 June 2025 until the next Annual General Meeting of the Company.

(Ordinary Resolution 1)

(Please refer to Note 9)

3. To re-elect the following Directors who retire and being eligible, offer themselves for re-election as Directors of the Company in accordance with Clause 18.10 of the Company’s Constitution.

- a) Mr. Kang Wei Luen
- b) Ms. Wong Chui Chui

(Ordinary Resolution 2)

(Ordinary Resolution 3)

(Please refer to Note 10)

4. To approve the appointment of TGS TW PLT as Auditors of the Company in place of the retiring Crowe Malaysia PLT and to authorise the Directors to fix their remuneration.

(Ordinary Resolution 4)

(Please refer to Note 11)

AS SPECIAL BUSINESS

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

5. **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 5)
(Please refer Note 12)

6. Authority to appoint new Director(s) and officer(s) of the Company and/or the subsidiaries (collectively referred to as the “Group”).

(Ordinary Resolution 6)
(Please refer Note 13)

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
4 June 2024

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 19 June 2024 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 4th AGM. Last date and time for lodging the Form of Proxy is Monday, 24 June 2024 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 Directors' fees

The Board recommends that the shareholders to approve a maximum aggregate amount of RM51,000 for the payment of Directors' fees to all the Directors of the Company for the period from 1 April 2024 until 30 June 2025, being the due date of the next Annual General Meeting of the Company. The fees are payable monthly in arrears after each month of completed service of the Directors.

The fees proposed are calculated based on the current board size and assuming that all Directors will hold office until 30 June 2025.

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. Item No. 3 the Agenda - Re-election of Directors

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.

Mr. Kang Wei Luen who was appointed on 1 November 2023 and Ms. Wong Chui Chui who was appointed on 29 March 2024, being eligible and are stand for re-election pursuant to this clause.

11. Item No. 4 of the Agenda – Appointment of TGS TW PLT as Auditors

Crowe Malaysia PLT has indicated their intention for not continuance in office and hence, to retire at the forthcoming 4th AGM.

The Board confirmed that there were no disagreements with Crowe Malaysia PLT within the last twelve months and that it is not aware of any other circumstances in relation to the retirement of Crowe Malaysia PLT that should be brought to the attention of the shareholders of the Company.

The proposed new external auditors were nominated by a shareholder (as attached). Accordingly, the Board met with TGS TW PLT earlier and having satisfied with their competency and sufficiency of resources, unanimously agreed to recommend for shareholders' approval the appointment of TGS TW PLT as Auditors for the ensuing year in place of the outgoing auditors, Crowe Malaysia PLT.

TGS TW PLT have earlier given their consent to act in accordance with Section 264(5) of the Act.

12. Item No.5 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.

13. Item No.6 of the Agenda - Authority to appoint Director(s) and officer(s) of the Group

The proposed Ordinary Resolution 6 is for the purpose of granting a fresh general mandate ("General Mandate"), empowering the Directors of the Company (or the "Board"), pursuant to the Constitution of the Company, to identify and appoint suitable candidates as Director(s) and officer(s) of the Group and to determine his/their remuneration (including but not limited to the replacement and/or removal) as they may, in their absolute discretion, deem fit.

The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining competitive advantage. The General Mandate, if granted will provide flexibility to the Company and/or the Board for the appointment, replacement and removal of new Director(s) and officer(s) as per the criteria as set out in the Policy on Nomination and Assessment to ensure that there is a range of skills, experience and diversity (including gender diversity) represented in addition to an understanding of the business, the markets and the industry in which the Group operates for the long-term viability; and the accounting, finance as well as legal matters.

By obtaining the General Mandate and where appropriate, the renewal thereof on an annual basis, the necessity to announce or convene separate general meetings, from time to time to procure shareholders' approval for such transactions would not arise. This would reduce substantially the administrative time and expenses associated with the convening of such meetings, without comprising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

The General Mandate, 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. As at the date of this Notice, the Company has yet to utilize the previous mandate obtained at the recent Extraordinary General Meeting of the Company held on 24 May 2024.

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 4th AGM, and any adjournment thereof.



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

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 Fourth Annual General Meeting (“4th AGM”) to be held at F-6-18, Sunway Geo Avenue 2, Jalan Lagoon Selatan Sunway South Quay, Subang Jaya, 47500 Selangor on Wednesday, 26 June 2024 at 11.00 a.m. 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 Kang Wei Luen as Director		
3	Re-election of Wong Chui Chui as Director		
4	Appointment of TGS TW PLT as Auditors		
5	Authority to Issue Shares pursuant to the Companies Act 2016		
6	Authority to appoint new Director(s) and officer(s) of the Company and the subsidiaries		

Please indicate with [✓] on how you wish your votes to be cast. If no specific direction 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 2024

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 19 June 2024 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 4th AGM. Last date and time for lodging the Form of Proxy is Monday, 24 June 2024 at 11.00 a.m.

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Date: 24 May 2024

The Board of Directors
ONETECH SOLUTIONS HOLDINGS BERHAD
A-3-5, Blok A, Pusat Perdagangan Icon City,
No. 1B, Jalan SS 8/39, SS8,
47300 Petaling Jaya, Selangor Darul Ehsan

Dear Sirs,

NOTICE OF NOMINATION OF TGS TW PLT AS AUDITORS

I, the undersigned, being a shareholder of OneTech Solutions Holdings Berhad, hereby give notice pursuant to Section 271(2) of the Companies Act, 2016 in Malaysia of my intention to nominate TGS TW PLT (LLP0026851-LCA & AF002345), as Auditors of the Company in place of the present Auditors, Crowe Malaysia PLT, (LLP018817-LCA & AF1018) and to propose the following motion as an ordinary resolution to be tabled at the forthcoming Annual General Meeting of the Company.

Yours faithfully,
For and on behalf of

ONETECH SOLUTIONS HOLDINGS BERHAD



Tan Yuh Pei
Shareholder