

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's TIIH Online website at https://tiih.online on Thursday, 29 August 2024 at 2.30 p.m. AGENDA

To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon. As Ordinary Business

Please refer to Note 2 Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4 Ordinary Resolution 5

- 2 To re-elect Mr Daniel John Beasley who retires in accordance with Clause 76(3) of the Constitution of the Company, and who, being eligible, has offered himself for re-election.
- 3. To re-elect Mr Tan Boon Hoe who retires in accordance with Clause 76(3) of the Constitution of the Company, and who, being eligible, has offered himself for re-election.
- 4. To approve the payment of Directors' fees of up to an amount of RM490,000.00 for the financial year ending 31 March 2025.
- To approve the payment of Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 of up to an amount of RM320,000.00 from 29 August 2024 until the next AGM of the Company.

To re-appoint Deloitte PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

As Special Business

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

Proposed Renewal of Share Buy-Back Authority
"THAT subject to the provisions under the Companies Act, 2016 ("the Act"), rules and regulation and orders made pursuant to the Act, the Constitution of the Company,
Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and the approvals of all relevant authorities (if any), the Company be and is hereby Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Hequirements and the approvals of all relevant authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("IQGHB Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase ("Proposed Renewal of Share Buy-Back Authority").

THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back Authority shall not exceed the Company's retained profits.

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any IQGHB Shares so purchased by the Company in the following manner:

(1) The IQGHB Shares so purchased could be cancelled; or

the IQGHB Shares so purchased could be cancelled; or

- the IQGHB Shares so purchased could be retained as treasury shares for distribution as share dividends to the shareholders of the Company and/or resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or combination of (i) and (ii) above; or

(iv) in accordance with the relevant prevailing statutory provisions and guidelines.

THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution until:-

- the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed, at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or the passing of the date on which the next annual general meeting of the Company is required by law to be held; or

(iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting; whichever occurs first.

And THAT the Directors of the Company be and are authorised to take such steps to give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 6

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
"THAT subject always to the provisions of the Companies Act 2016 ("the Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad Main Market Listing
Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions with
the following corporations as set out in Section 2.4 of the Circular to Shareholders dated 26 July 2024 ("the Circular"), which are necessary for the day to day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those gene the public and not detrimental to the minority shareholders as set out in the Circular ("Mandate"):
(a) Sensorlite Inc. (formerly known as Interquartz Taiwan Ltd.)

(b) IQ (America) Inc.

THAT the Directors be empowered to do all such acts and things considered necessary or expedient to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be imposed by the relevant authorities.

THAT such Mandate shall commence upon passing this ordinary resolution and to be in force until:-

(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse unless the authority is renewed by a resolution passed

- at the meeting; the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extern as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by ordinary resolution of the shareholders of the Company at a general meeting; whichever is earlier

And THAT the Directors of the Company be and are hereby authorised to complete and to 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 transactions contemplated and/or authorised by this ordinary resolution."

Ordinary Resolution 7

To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

LIM CHOO TAN (LS 0008888) (SSM PC No. 202008000713) **CHEW SIEW CHENG** (MAICSA 7019191) (SSM PC No. 202008001179) Secretaries

Date: 26 July 2024

- The AGM will be conducted fully virtual through live streaming and online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") in Malaysia via its TIIH Online website at https://tiin.online, Members are to attend, speak (including posing questions to the Board of Directors of IQGROUP via real time submission of typed texts) and vote (collectively, "Participate") remotely at this AGM via Remote Participation and Voting ("RPV") facilities provided by Tricor. Members are advised to follow the procedures of RPV as stated in the Administrative Guide. 1.1 nemote Participation and voting ("HPV") facilities provided by Tricor. Members are advised to follow the procedures of RPV as stated in the Administrative Guide.

 According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.

 For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 23 August 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
- 14 A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- 1.5 A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account. 1.7
- 1.8
- of the Company standing to the credit of the said securities account. 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 Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.

 Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

 The appointment of a proxy may be made in hard copy form or by electronic means. In the case of an appointment made in hard copy form, the proxy form must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54 Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang. In the case of electronic appointment, the proxy form must be deposited via TIIH Online. Please refer to the Administrative Guide for further information on electronic submission. All proxy forms submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this General Meeting at which the person named in the appointment proposes to vote.

 Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54 Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than forty-eight (48) hours before the time appointed for holding this general Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it 1.10
- 1.12 Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- .13 Last date and time for lodging this proxy form is 2.30 p.m., 27 August 2024 (Tuesday).
- Audited Financial Statements for the financial year ended 31 March 2024
- This Agenda item is meant for discussion only as the provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence is not put forward for voting Re-election of Directors

The details and profiles of the Directors, Mr Daniel John Beasley and Mr Tan Boon Hoe who are standing for re-election at the 21st AGM are set out in the Directors' profile of the Annual Report 2024.

The Board through the Nomination Committee ("NC") had conducted an annual assessment on the performance and contribution of the individual Directors for the financial year ended 31 March 2024 based on a set of prescribed criteria. The abovementioned Directors have also met the relevant requirements under the fit and proper assessment. Based on the results of the assessments, the performance of each individual Director was found to be satisfactory and the NC had assessed that each individual Director was fit and proper to continue to hold the position as a Director of the Company.

Premised on the satisfactory outcome of the assessments, the Board endorsed the recommendation of the NC to seek members' approval for the re-election of Mr Daniel John Beasley and Mr Tan Boon Hoe as Directors of the Company.

Directors' Fees for the financial year ending 31 March 2025

- This proposed Ordinary Resolution 3, if passed, will authorise the payment of Directors' fees of up to an amount of RM490,000.00 for the financial year ending 31 March 2025.
- This proposed Ordinary Resolution 4, if passed, will authorise the payment of Directors' benefits of up to an amount of RM320,000.00 from 29 August 2024 until the next AGM of the Company. Explanatory Notes on Special Business
 Proposed Renewal of Share Buy-Back Authority

This proposed Ordinary Resolution 6, if passed, will give the Directors of the Company the authority to purchase its own shares up to 10% of the total number of issued shares of the Company. 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 shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

This proposed Ordinary Resolution 7, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature. This Authority will, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. Please refer to the Circular to Shareholders dated 26 July 2024 for more information.

ADMINISTRATIVE GUIDE FOR THE ONLINE MEETING PLATFORM OF THE TWENTY-FIRST ANNUAL GENERAL MEETING ("21ST AGM")

Date : Thursday, 29 August 2024

Time : 2.30 p.m

Meeting Platform : Online Meeting Platform via TIIH Online website at https://tiih.online provided by Tricor Investor & Issuing

House Services Sdn Bhd in Malaysia

MODE OF MEETING

The 21st AGM of IQ Group Holdings Berhad ("the Company") will be conducted virtually in accordance with the revised 'Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers' issued by the Securities Commission Malaysia ("SC's Guidance") on 7 April 2022.

In accordance with the SC Guidance, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia.

We strongly encourage you to attend the 21st AGM via the RPV facilities. You may also consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 21st AGM.

REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES

- The RPV facilities are available on Tricor's TIIH Online website at https://tiih.online.
- Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 21st AGM using RPV facilities from Tricor.
- Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES

 Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 21st AGM using the RPV facilities:

Before the 21st AGM Day

	Detoit the 21 Agin Day			
	Procedure	Action		
i.	Register as a user with TIIH Online	 Using your computer, access to website at https://tiih.online. Register as a user under the "e-Services" select "Create Account by Individual Holder". Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online. 		
ii.	Submit your request to attend the 21st AGM remotely	 Registration is open from 26 July 2024 until the day of 21st AGM on 29 August 2024. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 21st AGM to ascertain their eligibility to participate the 21st AGM using the RPV. Login with your user ID (i.e. e-mail address) and password and select the corporate event: "(REGISTRATION) IQGROUP 21st AGM" Read and agree to the Terms & Conditions and confirm the Declaration. Select "Register for Remote Participation and Voting". Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 23 August 2024, the system will send you an e-mail on or after 27 August 2024 to approve or reject your registration for remote participation. (Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV) 		

ADMINISTRATIVE GUIDE FOR THE ONLINE MEETING PLATFORM OF THE TWENTY-FIRST ANNUAL GENERAL MEETING ("21ST AGM") (Cont'd)

PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES (Cont'd)

On the 21st AGM Day

P	rocedure	Action
i.	Login to TIIH Online	• Login with your user ID and password for remote participation at the 21st AGM at any time from 1.30 p.m. i.e. 1 hour before the commencement of meeting at 2.30 p.m. on 29 August 2024.
ii.	Participate through Live Streaming	• Select the corporate event: "(LIVE STREAM MEETING) IQGROUP 21 ST AGM" to engage in the proceedings of the 21 st AGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question when the Chairman open the floor for any questions. The Chairman/Board will try to respond to questions submitted by remote participants during the 21 st AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
iii.	Online remote voting	 Voting session commences from 2.30 p.m. on 29 August 2024 until a time when the Chairman announces the end of the session. Select the corporate event: "(REMOTE VOTING) IQGROUP 21ST AGM" or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
iv.	End of remote participation	• Upon the announcement by the Chairman on the conclusion of the 21st AGM, the Live Streaming will end.

Note to users of the RPV facilities:

- (i) Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- (ii) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (iii) In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih. online@my.tricorglobal.com for assistance.

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

- Only members whose names appear on the Record of Depositors as at 23 August 2024 shall be eligible to attend, speak and vote at the 21st AGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- In view that the 21st AGM will be conducted on a fully virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- If you wish to participate in the 21st AGM yourself, please do not submit any Form of Proxy for the 21st AGM. You will not be allowed to participate in the 21st AGM together with a proxy appointed by you.

ADMINISTRATIVE GUIDE FOR THE ONLINE MEETING PLATFORM OF THE TWENTY-FIRST ANNUAL GENERAL MEETING ("21ST AGM") (Cont'd)

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY (Cont'd)

- Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 21st AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **27 August 2024** at **2.30 p.m.**:
 - (i) In Hard copy:

In the case of an appointment made in hard copy form, the proxy form must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54 Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang.

(ii) By electronic means

In the case of an appointment made via online, the proxy form must be deposited via TIIH Online at https://tiih.online and the steps to submit are summarised below:

Procedure	Action			
i. <u>Steps for Individual Shareholders</u>				
Register as a User with TIIH Online	 Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again. 			
Proceed with submission of proxy form	 After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: "IQGROUP 21ST AGM - SUBMISSION OF PROXY FORM". Read and agree to the Terms and Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. Review and confirm your proxy(s) appointment. Print the form of proxy for your record. 			
ii. Steps for corporation	on or institutional shareholders			
Register as a User with TIIH Online	 Access TIIH Online at https://tiih.online Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. Note: The representative of a corporation or institutional shareholder must register as a user in accordance			
	with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.			
Proceed with submission of proxy form	 Login to TIIH Online at https://tiih.online Select the corporate exercise name: "IQGROUP 21ST AGM – SUBMISSION OF PROXY FORM" Agree to the Terms & Conditions and Declaration. Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. Prepare the file for the appointment of proxies by inserting the required data. Login to TIIH Online, select corporate event name: "IQGROUP 21ST AGM - SUBMISSION OF PROXY FORM" Proceed to upload the duly completed proxy appointment file. Select "Submit" to complete your submission. Print the confirmation report of your submission for your record 			

ADMINISTRATIVE GUIDE FOR THE ONLINE MEETING PLATFORM OF THE TWENTY-FIRST ANNUAL GENERAL MEETING ("21ST AGM") (Cont'd)

POLL VOTING

- The voting at the 21st AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).
- Members/proxies/corporate representatives/attorneys can proceed to vote on the resolutions at any time from 2.30 p.m. on 29 August 2024 but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to "Procedures to Remote Participation and Voting via RPV Facilities" provided above for guidance on how to vote remotely via TIIH Online.
- Upon completion of the voting session for the 21st AGM, the Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the $21^{\text{st}}\,\text{AGM}$.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the AGM via Tricor's TIIH Online website at https://tiih.online by selecting "e-Services" to login, pose questions and submit electronically no later than 27 August 2024 at 2.30 p.m.. The Board will endeavor to answer the questions received at the AGM.

NO DOOR GIFTS/FOOD VOUCHERS

- There will be no distribution of door gifts or food vouchers for the 21st AGM as the meeting will be conducted on a fully virtual basis.
- The Company would like to thank all its shareholders for their kind co-operation and understanding in these challenging times.

ENQUIRIES

• If you need any assistance, kindly contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line: +603-2783 9299 Fax Number: +603-2783 9222 Email: <u>is.enquiry@my.tricorglobal.com</u>

PERSONAL DATA PRIVACY

By lodging and subscribe for a user account with **Tricor's TIIH Online** Portal to participate and vote remotely at the 21st AGM using the RPV Facilities, the shareholder/proxy holder/representative(s) accepts and agrees to the personal data privacy terms.