



**CLOUDARON GROUP BERHAD**  
(Registration No. 201701016516 (1230681-M))  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 7th Annual General Meeting of **CLOUDARON GROUP BERHAD** will be conducted on a fully virtual basis through online meeting platform from the Main Venue at Unit 2-13A, Bangunan Perdagangan D7, 800 Jalan Sentul, 51000 Kuala Lumpur, Wilayah Persekutuan (KL), **Friday, 27 September 2024 at 10.30 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 31 March 2024 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 9)
- To approve the payment of Directors' fees of RM150,000/- for the financial year ending 31 March 2025. (Ordinary Resolution 1)
- To re-elect Dato' Gan Nyap Liou @ Gan Nyap Liow who are retiring pursuant to Clause 108 of the Company's Constitution. (Ordinary Resolution 2)
- To re-appoint Messrs TGS TW PLT as Auditors of the Company for the financial year ending 31 March 2025 and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 3)

**AS SPECIAL BUSINESS**

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

- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** (Ordinary Resolution 4)  
(Please refer to Explanatory Note 10)  
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares 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 pro rata basis to existing shareholders must be not more than 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 Securities; **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act 2016.

**BY ORDER OF THE BOARD**

**CHANG NGEE CHUANG (SSM PC 201908001421) (MAICSA 7077854)**

**THONG PUI YEE (SSM PC 202008000510) (MAICSA 7067416)**

Joint Company Secretaries

Kuala Lumpur

31 July 2024

**Notes:**

- A member of the Company entitled to attend and vote at this meeting may appoint one or more proxy to attend and vote in his stead. A proxy may but 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 a Annual General Meeting ("**AGM**") of the Company shall have the same rights as the member to speak at the AGM.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Depositories Act, 1991, it may appoint at least one (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 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
- To be valid, the instrument appointing a proxy must be deposited at the registered office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or email to [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned meeting as the case may be, or in the case of a poll, not less than Twenty-Four (24) hours before the time appointed for taking the poll, which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 September 2024 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the AGM.
- The members are encouraged to refer the Administrative Guide on registration and voting process for the AGM.

**Explanatory Notes:**

**9. Item 1 of the Agenda – Audited Financial Statements for financial year ended 31 March 2024**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

**10. Item 5 of the Agenda – Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**  
The Ordinary Resolution 4 proposed for the purpose of granting a new general mandate ("**General Mandate**"), which if passed, Company under to Sections 75 and 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities.

The Ordinary Resolution 4, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company, or during the expiration of period within which the next AGM is required by law to be held, whichever is earlier.

The General Mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding investment project(s), working capital and/or acquisitions.



## **CLOUDARON GROUP BERHAD**

Registration No. 201701016516 (1230681-M)  
(Incorporated in Malaysia)

### **ADMINISTRATIVE GUIDE FOR SHAREHOLDERS ATTENDING THE 7<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF CLOUDARON GROUP BERHAD**

- Meeting Day & Date** : Friday, 27 September 2024
- Time** : 10.30 a.m.
- Meeting Platform** : Zoom meeting (link will be given after completion of registration of shareholders or proxies)
- Main Venue** : Fully virtual basis through online meeting platform from the Main Venue at Unit 2-13A, Bangunan Perdagangan D7, 800 Jalan Sentul, 51000 Kuala Lumpur, Wilayah Persekutuan (KL)

#### **Mode Of Meeting**

The AGM will be held and conducted on a fully virtual basis through online meeting platform from the Main Venue.

Shareholders of the Company (“**Members**” or “**Shareholders**”) are **NOT ALLOWED** to be physically present at the Main Venue on the day of the AGM. Shareholders will have to register to attend the AGM remotely, the details as set out below: -

A member is required to register ahead of the AGM to allow the Company to make the necessary arrangements in relation to the AGM by providing the following details via email to [info@cloudaron.com](mailto:info@cloudaron.com)

- Full Name;
- Identity Card (for Malaysian) or Passport Number (for non-Malaysian);
- Copy of Identity Card (for Malaysian) or Passport Number (for non-Malaysian);
- Contact number; and
- CDS account number

#### **Online Meeting Platform**

1. **Individual Members** are encouraged to attend, participate and vote at the AGM. If an Individual Shareholder is unable to participate in the online AGM, he/she is encouraged to appoint the Chairman of the AGM as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
2. **Corporate Shareholders** (through Corporate Representatives or appointed proxies) who wish to participate and vote remotely at the AGM must contact Ms Suzy from Cloudaron Group Berhad (“**Cloudaron**”) with the details set out below for assistance and will be required to provide the following documents to the Company no later than **25 September 2024 at 10.30 a.m.:**
  - a. Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation or signed by its attorneys or in accordance with the provisions of its constitution or by an authorised officer duly authorised on behalf of the corporation. If the Form of Proxy is not executed under the seal of corporation, please attach a copy of the corporation’s constitution for verification;

- b. Copy of the Corporate Representative's or proxy's identity card (MyKad) (front and back) / Passport; and
- c. Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, Cloudaron will respond to the Corporate Shareholders' remote participation request.

If a Corporate Member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the AGM, the Corporate Member is encouraged to appoint the Chairman of the AGM as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

3. **Nominee Company Members** who wish to attend, participate and vote remotely at the AGM can appoint their proxy(ies) to attend, participate and vote remotely at the AGM. Nominee Company Members must contact the poll administrator, Cloudaron with the details set out below for assistance and will be required to provide the following documents to the Company no later than **25 September 2024 at 10.30 a.m.:**

- a. Form of Proxy under the seal of the Nominee Company or signed by its attorneys or in accordance with the provisions of its constitution or by an authorised officer duly authorised on behalf of the corporation. If the Form of Proxy is not executed under the seal of corporation, please attach a copy of the corporation's constitution for verification;
- b. Copy of the proxy's identity card (MyKad) (front and back) / Passport; and
- c. Proxy's email address and mobile phone number.

Upon receipt of such documents, Cloudaron will respond to the Nominee Company Members' remote participation request.

The Nominee Company Member is encouraged to appoint the Chairman of the AGM as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

### **Proxy**

Members who appoint proxy(ies) to participate in the AGM must ensure that the duly executed Forms of Proxy are deposited in a hard copy at ShareWorks Sdn. Bhd., No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or by email to [ir@shareworks.com.my](mailto:ir@shareworks.com.my), **no later than Wednesday, 25 September 2024 at 10.30 a.m.**

Please note that if an individual Member has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally participate in the AGM, the individual Member shall contact Cloudaron to revoke the appointment of his/her proxy **no later than Wednesday, 25 September 2024 at 10.30 a.m.**

### **Pre-Meeting submission of question to the Board**

To administer the proceedings of the AGM in orderly manner, shareholders may before the AGM, submit questions to the Board to [info@cloudaron.com](mailto:info@cloudaron.com) **no later than 25 September 2024 at 10.30 a.m.** The Board will endeavour to address the questions received at the AGM.

### **No Recording or Photography**

Strictly **NO recording or photography** of the proceedings of the AGM is allowed.

### **No Door Gifts or e-Vouchers**

There will be **NO DISTRIBUTION** of door gifts or e-vouchers.

**CLOUDARON GROUP BERHAD**

Registration No. 201701016516 (1230681-M)

Administrative Guide for Shareholders Attending the 7<sup>th</sup> Annual General Meeting of Cloudaron Group Berhad (Cont'd)

---

**Enquiry**

If you have any enquiry prior to the virtual meeting, please contact Ms. Suzy during office hours from 9.00 a.m. to 5.00 p.m. on Mondays to Fridays:

**Cloudaron Group Berhad**

Unit 2-13A

Bangunan Perdagangan D7

800 Jalan Sentul

51000 Kuala Lumpur

Wilayah Persekutuan (KL)

Telephone Number : +6018 605 0205

Email : [info@cloudaron.com](mailto:info@cloudaron.com)