



## Notice of Twenty-Second Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Twenty-Second Annual General Meeting ("22<sup>nd</sup> AGM" or "Meeting") of Xin Synergy Group Berhad (formerly known as Jade Marvel Group Berhad) ("Xin Synergy" or "the Company") will be held at Meeting Room 1, Level 1, AC Hotels by Marriott Penang, 213, Jalan Bukit Gambir, Bukit Jambul, 11950 Pulau Pinang, Malaysia on Thursday, 12 September 2024 at 10:00 a.m. or at any adjournment thereof, to transact the following businesses:-

### 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 1**
- To approve the payment of Directors' fees and benefits of up to RM220,000.00 for the period commencing from the date immediately after the 22<sup>nd</sup> AGM until the date of the next Annual General Meeting ("AGM") of the Company. **Ordinary Resolution 1**
- To re-elect the following Directors who retire pursuant to Clause 93 of the Company's Constitution:-
  - Mr. Steven Wong Chin Fung **Ordinary Resolution 2**
  - Mr. Kor Ming Keat **Ordinary Resolution 3**
  - Ms. Peh Jia Yau **Ordinary Resolution 4**
  - Ms. Tan Cheai Peng **Ordinary Resolution 5**
- To re-appoint PKF PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

#### AS SPECIAL BUSINESS:

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

- GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")** **Ordinary Resolution 7**

"THAT subject always to the Constitution of the Company, the Act, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company ("Shares") to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time ("Mandate") AND the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND such authority shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier;

AND THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank *pari passu* in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

- To transact any other business of which due notice shall have been given.

By order of the Board

**TEA SOR HUA (MACS 01324) (CCM PC No.: 201908001272)**  
**LOO HUI YAN (MAICSA 7069314) (CCM PC No.: 202308000290)**  
 Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
 31 July 2024

#### Notes:

- A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- A proxy may, but need not, be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- 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 its common seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint more than 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.
- For the purpose 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 65(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 4 September 2024. Only members whose names appear in the General Meeting Record of Depositors as at 4 September 2024 shall be regarded as members and entitled to attend and vote at the Meeting.
- To be valid, the instrument appointing a proxy must be deposited at the office of Share Registrar of the Company at Aldpro Corporate Services Sdn. Bhd., **B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia** or via email to [admin@aldpro.com.my](mailto:admin@aldpro.com.my) not less than **forty-eight (48) hours** before the time for holding the Meeting.
- All the resolutions as set out in this Notice of Meeting will be put to vote by poll.
- Kindly check Bursa Malaysia Securities Berhad's and the Company's website at <https://xinsynergy.com.my/> for the latest updates on the status of the Meeting.

#### EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS

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

The Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require the formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

- Item 2 of the Agenda – Directors' Fees and Benefits**

Pursuant to Section 230(1) of the Act, the directors' fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Non-Executive Directors' fees and benefits for the period from the date immediately after the 22<sup>nd</sup> AGM until the next AGM of the Company. In the event the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for the shortfall.

- Item 3 of the Agenda – Re-election of Directors**

Clause 93 of the Company's Constitution provides that any Director appointed either to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next AGM, and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

Mr. Steven Wong Chin Fung, Mr. Kor Ming Keat, Ms. Peh Jia Yau and Ms. Tan Cheai Peng ("Retiring Directors") will retire pursuant to Clause 93 of the Company's Constitution. The Retiring Directors being eligible, have offered themselves for re-election at the Meeting.

The Board has endorsed the Nomination Committee's recommendation to seek shareholders' approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the Retiring Directors are provided in the Directors' Profile included in the Company's Annual Report 2024.

- Item 5 of the Agenda – General Authority for the Directors to issue and allot Shares pursuant to Sections 75 and 76 of the Act**

The Ordinary Resolution 7 proposed under item 5 of the Agenda is to seek a general mandate for issuance and allotment of Shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will empower the Directors to issue and allot new Shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued Shares of the Company (excluding treasury shares, if any) for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotments of such Shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of Shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new Shares in the Company were issued and allotted pursuant to the mandate granted to the Directors at the last AGM held on 7 September 2023 which will lapse at the conclusion of the Meeting.