



NOTICE IS HEREBY GIVEN that the Twenty-Ninth ("29th") Annual General Meeting of **Resintech Berhad** will be held at Concorde Hotel Shah Alam, Orchid Room, Level 2, No. 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Tuesday, 3 September 2024 at 9.00 a.m. for the purpose of considering 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 re-elect the following Directors, who retire in accordance with Clause 97 of the Constitution of the Company and being eligible, have offered themselves for re-election:
 - Dato' Dr. Teh Kim Poo *Ordinary Resolution 1*
 - Wei Hwei Hong *Ordinary Resolution 2*
 - Dato' Hj. Razif Ratha Bin Abdullah *Ordinary Resolution 3*
- To approve the payment of Directors' Fees to the Non-Executive Directors of the Company and its subsidiaries up to an aggregate amount of RM243,000 for the financial year ended 31 March 2024. *Ordinary Resolution 4*
- To approve the payment of Directors' Fees and Benefits Payable to the Non-Executive Directors of the Company and its subsidiaries up to an aggregate amount of RM270,000 for the period from 4 September 2024 until the next Annual General Meeting of the Company to be held in 2025. *Ordinary Resolution 5*
- To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration. *Ordinary Resolution 6*

AS SPECIAL BUSINESS

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

- AUTHORITY TO ISSUE AND ALLOT SHARES** *Ordinary Resolution 7*

"THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Companies Act 2016.

THAT the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.

THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016, to be read together with Clause 54 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 with new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares in the Company pursuant to this mandate.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally 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 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 in accordance with the Companies Act 2016.

By Order of the Board

TAN BEE HWA (MAICSA 7058049 & SSM PC NO. 202008001174)
QWIK TSAE YNG (MAICSA 7053568 & SSM PC No. 202308000539)
Company Secretaries

Selangor Darul Ehsan
Dated this 31st day of July 2024

Notes:

- A member is entitled to appoint not more than two (2) proxies to attend, participate, speak, and vote in his/her stead at the meeting. A proxy may, but need not, be a member of the Company and there shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he shall specify the proportions of his/her holdings to be represented by each proxy, failing which the appointment shall be invalid.
- A Member may appoint a proxy or attorney or other duly authorised representative to attend and vote in his stead. Where a member is an authorised nominee as defined under the Securities Industry (Central 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 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. Where the exempt authorised nominee appoints two (2) or more proxies to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- 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 seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other attorney, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time stipulated for holding of the meeting or adjourned meeting.
- The Date of Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the meeting is 26 August 2024.

EXPLANATORY NOTES:

- Item 1 of the Agenda – 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 and 340(1) of the Companies Act 2016 does not require a formal approval from the shareholders. Hence, this item is not put forward for voting.
- Item 2 of the Agenda – Re-election of Directors [Resolutions 1 to 3]**
No individual is seeking election as a Director at the forthcoming 29th Annual General Meeting ("AGM") of the Company. Dato' Dr. Teh Kim Poo, Ms Wei Hwei Hong and Dato' Hj. Razif Ratha Bin Abdullah are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 29th AGM. Their profiles are set out in the Annual Report 2024.
- Items 3 and 4 of the Agenda**
 - Payment of Directors' Fees [Resolution 4]**
 - Payment of Directors' Fees and Benefits Payable [Resolution 5]**

Pursuant to Section 230(1) of the Companies Act 2016, the fee of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

Directors' Fees
The payment of the Directors' fees for the financial year ended 31 March 2024 will only be made if the proposed Resolution 4 has been passed at the 29th AGM pursuant to Section 230(1) of the Companies Act 2016.

Directors' Fees and Benefits Payable
The Directors' Fees' and Benefits Payable consist of a directors' fee to be paid monthly for duties performed as Directors and meeting allowance for the Board, Board Committee and general meetings to be attended.

In determining the estimated total amount of the meeting allowance, the Board considered various factors including the number of scheduled and unscheduled Board, Board Committees and general meetings to be held throughout the period.

Payment of Directors' Fees and Benefits Payable will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Resolution 5 has been passed at the AGM. The Board is of the view that it is just and equitable for the Directors to be paid the directors' fees and meeting allowance on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the period from 4 September 2024 until the next AGM in year 2025.
- Item 6 of the Agenda – Authority to Issue And Allot Shares [Resolution 7]**
The proposed Ordinary Resolution 7, if passed, will give flexibility to the Directors to issue shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of next AGM of the Company.
This is a new mandate and the purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.
The previous mandate obtained from the members at the last AGM was not utilised and, accordingly no proceeds were raised.
By voting in favour of this proposed resolution, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016 and Clause 54 of the Company's Constitution to be first offered any new shares ranking equally to the existing issued shares of the Company under this general mandate which will result in a dilution of their shareholding percentage in the Company.