



COSMOS TECHNOLOGY INTERNATIONAL BERHAD

Registration No. 20190107221 (1326549-P)
(Incorporated in Malaysia under the Companies Act 2016)
PT 59819, Jalan KPB 6, Kawasan Perindustrian Kg. Baru Balakong,
43000 Seri Kembangan, Selangor Darul Ehsan, Malaysia.
Tel: (603)8964 1222 Fax: (603)8964 0722
Email: customer.service@ctib.com.my

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of Cosmos Technology International Berhad ("Company") will be held at Dewan Presiden of Kelab Golf Negara Subang, Jalan SS 7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 29 October 2024 at 10.00 a.m. or at any adjournment thereof for the following purposes:

A G E N D A

AS ORDINARY BUSINESS

- To receive Audited Financial Statements for the financial year ended 30 April 2024 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
- To approve the payment of the Directors' fees and benefits up to an amount of RM280,000.00 from 30 October 2024 until the conclusion of the next Annual General Meeting. *Ordinary Resolution 1*
- To re-elect the following Directors who retire in accordance with Clause 95 of the Company's Constitution:
(a) Mr. Mok Tuck Meng *Ordinary Resolution 2*
(b) Ms. Chong Kur Sen *Ordinary Resolution 3*
- To re-appoint Nexia SSY P.L.T as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Ordinary Resolution 4*

AS SPECIAL BUSINESS

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

- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act") and Waiver of Pre-emptive Rights pursuant to Section 85 of the Act** *Ordinary Resolution 5*
"THAT subject to Sections 75 and 76 of the Act and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company, 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 issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being.
THAT pursuant to Section 85 of the Act, read together with Clause 9 of the Company's Constitution, the shareholders of the Company do hereby waive the pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company arising from the exercise of the authority granted pursuant to Sections 75 and 76 of the Act."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution.

BY ORDER OF THE BOARD

TAN AI PENG

SSM PC No. 201908003179

Company Secretary

Kuala Lumpur

Dated: 28 August 2024

Notes:

- Only Depositors whose names appear on the Record of Depositor as of 23 October 2024 shall be regarded as a member and entitled to attend, speak and vote at the Fifth Annual General Meeting ("AGM").
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member of the Company and a Member may appoint any persons to be his proxy. There shall be no restriction as to the qualification of the proxy. A member shall be entitled to appoint one (1) or more proxies to attend and vote at the AGM. Where a member appoints more than one (1) proxy, the member must specify the proportion of his shareholdings represented by each proxy failing which the appointment shall be invalid.
- Where a member of the Company is an authorised nominee, it may appoint 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 (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 instrument appointing a proxy shall be in writing under the hand of the appointor or 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 by the corporation.
- The instrument appointing a proxy shall be deposited with the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd., situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- Members may deposit the instrument appointing the proxy by electronic means by way of submitting the instrument with the Share Registrar via TIIH Online website at <https://tiih.online> not later than 27 October 2024 at 10.00 a.m. Please follow the procedure as set out in the Administrative Guide of the Fifth AGM for further information on electronic submission of proxy form.
- Pursuant to Rule 8.31(A) of Bursa Malaysia Securities Berhad ACE Market Listing Requirements, all resolutions set out in this Notice are to be voted by poll.

Explanatory Notes

1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 30 April 2024 ("AFS")

The AFS are for discussion only as they do not require shareholders' approval pursuant to Section 340(1)(a) of the Companies Act 2016 ("Act"). Hence, this Agenda item will not be put forward for voting.

2. Ordinary Resolution 1 – Directors' fees and benefits

The Proposed Ordinary Resolution 1 is to facilitate the payment of Directors' fees and benefits based on current Board size. In the event the Directors' fees and benefits proposed are insufficient due to enlarged Board size, approval will be sought at the next AGM for the shortfall. Payment of Directors' fees and benefits will be made by the Company as and when incurred if the Proposed Ordinary Resolution 1 is passed at the AGM. The Board is of the view that it is just and equitable for the Directors to be paid with the Directors' fees and benefits as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company for the relevant period.

The Directors' benefits comprise meeting allowance which are calculated based on the current Board size and number of scheduled Board and Board Committee meetings for the period commencing 30 October 2024 until the next AGM of the Company.

3. Ordinary Resolution 5 - Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Act and Waiver of Pre-emptive Rights pursuant to Section 85 of the Act

At last year's AGM, a mandate was given to Directors to allot and issue new shares not exceeding 10% of the total number of issued shares pursuant to Sections 75 and 76 of the Act ("General Mandate") which will continue to be in force until the conclusion of the Company's next AGM. However, the General Mandate was not utilized and accordingly, it will lapse at the conclusion of the Company's Fifth AGM. As such, the Board would like to seek a renewal of the General Mandate.

The Proposed Ordinary Resolution 5, if passed, will give the Directors of the Company, the authority to allot and issue not exceeding 10% of the total number of issued shares of the Company subject to the approvals of all the relevant governmental and/or other regulatory, for purpose of funding current/future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration or such other application as the Directors may deem fit in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the Company's next AGM.

The general mandate, if passed, will give the Directors, the authority to allot and issue ordinary shares in the Company for such purposes as the Directors consider would be in the best interest of the Company and to avoid any delay or cost involved in convening a general meeting to approve such issuance of shares.

By voting in favour of this Proposed Ordinary Resolution 5, the shareholders of the Company will be waiving their statutory pre-emptive rights under Section 85 of the Act and will allow the Directors to issue shares to any person without having to offer the new shares to all existing shareholders of the Company prior to the issuance of the new shares.

ADMINISTRATIVE GUIDE

FOR THE FIFTH ANNUAL GENERAL MEETING (“5TH AGM”)

Day and Date : Tuesday, 29 October 2024
Time : 10.00 a.m.
Venue : Dewan Presiden of Kelab Golf Negara Subang, Jalan SS 7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan

REGISTRATION ON THE DAY OF THE 5TH AGM

The registration counter will open at 9.00 a.m. on Tuesday, 29 October 2024. Shareholders or proxies are requested to produce/show their original MyKAD or Passport (for non-Malaysians) during registration for verification purposes. Please ensure the original MyKAD or Passport is returned to you thereafter.

Please take note that no person will be allowed to register on behalf of another person, even with the original MyKAD or Passport of that person. Upon verification, shareholders or proxies are required to write their names and sign on the Attendance List placed on the registration table. Shareholders or proxies will also be given the voting slip for voting purposes.

APPOINTMENT OF PROXY

The appointment of proxy may be made in hard copy form or by electronic form. In case of an appointment made in hard copy form, the Form of Proxy must be deposited with the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. (“**Tricor**”) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or electronic lodgement via TIIH Online at <https://tiih.online> no later than Sunday, 27 October 2024 at 10.00 a.m.

You may also submit the Form of Proxy electronically via TIIH Online website at <https://tiih.online>, not less than forty-eight (48) hours before the time appointed for holding the 5TH AGM or any adjournment thereof, otherwise the Form of Proxy shall not be treated as valid. Please do read and follow the procedures below to submit Form of Proxy electronically.

ELECTRONIC LODGEMENT OF FORM OF PROXY

The procedures to lodge your Form of Proxy electronically via Tricor’s TIIH Online website are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none">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 form of proxy	<ul style="list-style-type: none">After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password.Select the corporate event: “COSMOS TECHNOLOGY INTERNATIONAL BERHAD 5TH AGM - SUBMISSION OF FORM OF PROXY”.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.Appoint your proxy/proxies and insert the required details of your proxy/proxies or appoint the Chairperson as your proxy.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.

ADMINISTRATIVE GUIDE

Procedure	Action
ii. Steps for Corporate or Institutional Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporate 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. <p>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.</p>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate event: "COSMOS TECHNOLOGY INTERNATIONAL BERHAD 5TH AGM - SUBMISSION OF FORM OF PROXY". • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for "Submission of Form of Proxy" 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: "COSMOS TECHNOLOGY INTERNATIONAL BERHAD 5TH AGM - SUBMISSION OF FORM OF PROXY". • 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.

ELIGIBILITY TO ATTEND BASED ON THE RECORD OF DEPOSITORS

For the purpose of determining who shall be entitled to attend the 5TH AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at **23 October 2024** and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting.

POLL VOTING

The voting at the 5TH AGM will be conducted by poll in accordance with Rule 8.31(A) of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the polling process and independent scrutineers to verify the poll results.

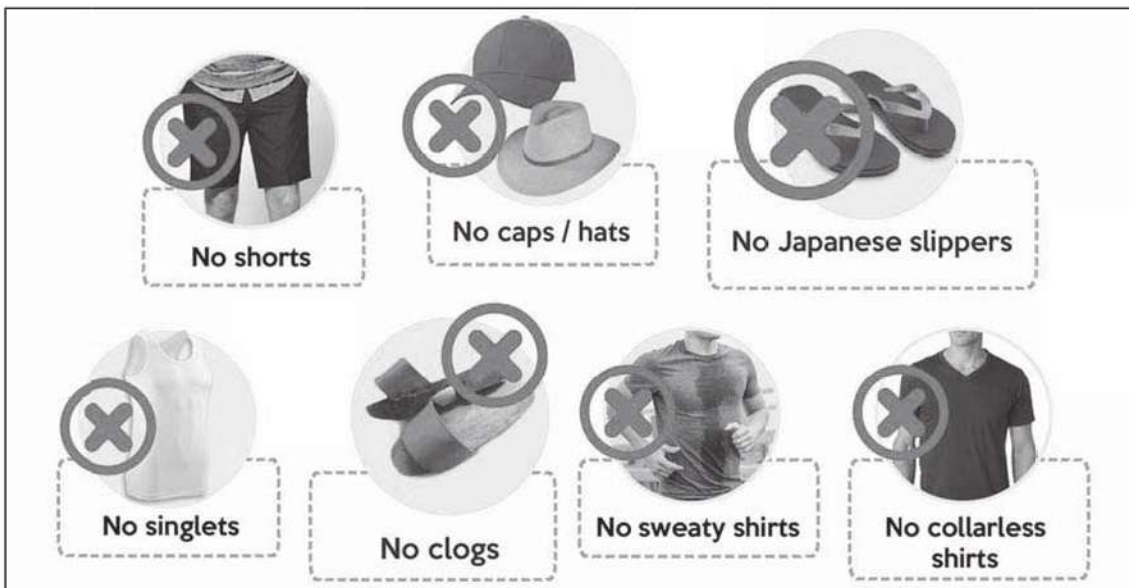
NO RECORDING OR PHOTOGRAPHY

No recording or photography of the 5TH AGM proceedings is allowed without prior written permission of the Company.

ADMINISTRATIVE GUIDE

DRESS CODE

Smart casual is to be worn by all attendees present. The following are strictly prohibited.



ENQUIRY

If you have any enquiry prior to the meeting, you may contact the Share Registrar at:

Tricor Investor & Issuing House Services Sdn. Bhd.

Telephone Number

603-2783 9299

Fax Number

603-2783 9222

Email

is.enquiry@my.tricorglobal.com