



MAKING PMS SIMPLE

## IDB TECHNOLOGIES BERHAD

201801039812 (1301843-D)

(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN** that the Sixth Annual General Meeting (“6<sup>th</sup> AGM” or “Meeting”) of IDB TECHNOLOGIES BERHAD (“IDB” or “the Company”) will be held on a fully virtual basis and entirely via remote participation via Zoom Online Meeting Platform from the Main Venue at C5-3, Radius Business Park, Jalan Teknokrat 2/1, Cyber 4, 63000 Cyberjaya, Selangor on Thursday, 5 December 2024 at 11:00 a.m. or at any adjournment thereof, to transact the following businesses:-

### A G E N D A

#### AS ORDINARY BUSINESS :

1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors’ fees and/or benefits of up to RM74,400.00 for the period commencing from the date immediately after the 6<sup>th</sup> AGM until the date of the next Annual General Meeting (“AGM”) of the Company.
3. To re-elect the following Directors of the Company who retire by rotation pursuant to Clause 86 of the Company’s Constitution:-
  - (i) Mr. Tevanaigam Randy Chitty
  - (ii) Mr. Cheah Kah Beng
4. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

**PLEASE REFER TO  
EXPLANATORY NOTE 1**

**ORDINARY RESOLUTION 1**

**ORDINARY RESOLUTION 2  
ORDINARY RESOLUTION 3**

**ORDINARY RESOLUTION 4**

#### AS SPECIAL BUSINESS :

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

5. **GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“THE ACT”)**

**ORDINARY RESOLUTION 5**

“THAT subject always to the Constitution of the Company, the Act, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), and the approvals of the relevant governmental and/or 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, 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 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 for the time being AND THAT the Directors be and also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued ("Mandate") AND the Mandate shall continue to be in force until the conclusion of the 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 the earlier.

AND THAT pursuant to Section 85 of the Act read together with the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND the Board of Directors is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares pursuant to the Mandate.

AND FURTHER 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, 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."

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

By order of the Board

**TEA SOR HUA (MACS 01324) (SSM PC NO. 201908001272)**  
**LIM KEE SAN (MAICSA 7067348) (SSM PC NO. 202308000295)**  
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
30 October 2024

**Notes:**

- a) A member of the Company who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend 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.
- b) 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 at the Meeting.
- c) 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 signed under the hand of an officer or attorney duly authorised.
- d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- e) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.

- f) To be valid, the instrument appointing a proxy must be deposited at the registered office of the Company situated at Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan or electronically lodged by email to [proxyform@cospec.com.my](mailto:proxyform@cospec.com.my) not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- g) 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. pursuant to Clause 64 of the Company's Constitution to issue a General Meeting Record of Depositors as at 28 November 2024. Only members whose names appear in the General Meeting Record of Depositors as at 28 November 2024 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- h) The 6<sup>th</sup> AGM will be conducted fully virtual at the Main Venue, the members are advised to refer to the Administrative Notes on the registration and voting process for the Meeting.
- i) Kindly check Bursa Securities' for the latest updates on the status of the Meeting.

### **EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS**

#### **1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 June 2024**

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

#### **2. Item 2 of the Agenda – Directors' Fees and/or Benefits**

The estimated Directors' fees and benefits are calculated based on the current Board size and the number of scheduled Board meetings to be held. This resolution is to facilitate payment of Directors' fees and/or benefits for the period commencing from the date immediately after the 6<sup>th</sup> AGM until the date of next AGM of the Company to be held in the year 2025. In the event of the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for such shortfall.

#### **3. 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 5 proposed under item 5 of the Agenda is a renewal of the general mandate for the Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Act and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities.

This general mandate will provide flexibility to the Company for the 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). This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, 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 the earlier.

Pursuant to Section 85 of the Act, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 5, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

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 December 2023 which will lapse at the conclusion of the 6<sup>th</sup> AGM.



MAKING PMS SIMPLE

## IDB TECHNOLOGIES BERHAD

201801039812 (1301843-D)  
(Incorporated in Malaysia)

### ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL SIXTH ANNUAL GENERAL MEETING (“6<sup>th</sup> AGM” OR “MEETING”) OF IDB TECHNOLOGIES BERHAD (“IDB” OR “THE COMPANY”)

Meeting Day, Date and Time : Thursday, 5 December 2024 at 11:00 a.m.  
Meeting Platform : Zoom  
Main Venue : C5-3, Radius Business Park, Jalan Teknokrat 2/1, Cyber 4, 63000 Cyberjaya, Selangor

#### **MODE OF MEETING**

The 6<sup>th</sup> AGM of the Company will be conducted on a fully virtual basis and via remote participation and voting through live streaming from the Main Venue **through an application known as Zoom (“Zoom”)**.

The Main Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting and pursuant to Clause 61 of the Company’s Constitution. Shareholders / proxies / corporate representatives **WILL NOT BE ALLOWED** to be physically present at the Main Venue on the day of the Meeting.

#### **PROCEDURES TO PARTICIPATE IN THE VIRTUAL MEETING**

The 6<sup>th</sup> AGM will be conducted on a fully virtual basis via Zoom. Should any of the members wish to attend the 6<sup>th</sup> AGM, you are required to register yourself with the Company by providing the below details and email to [registration@cospec.com.my](mailto:registration@cospec.com.my) by **Tuesday, 3 December 2024, before 11:00 a.m.:-**

- (i) Full name;
- (ii) Identity Card or Passport Number;
- (iii) Contact number;
- (iv) CDS account number; and
- (v) No. of shares held.

After verification of your registration, the Company will share the Zoom meeting link and password with you. If you do not receive any confirmation email from the Company by 5:00 p.m., 3 December 2024, please contact the secretariat at [registration@cospec.com.my](mailto:registration@cospec.com.my).

#### **RECORD OF DEPOSITORS**

The date of Record of Depositors for the 6<sup>th</sup> AGM is 28 November 2024. As such, only members whose names appear in the Record of Depositors of IDB as at 28 November 2024 shall be entitled to attend the 6<sup>th</sup> AGM or appoint proxies to participate and/or vote on his/her behalf.



MAKING PMS SIMPLE

## IDB TECHNOLOGIES BERHAD

201801039812 (1301843-D)

(Incorporated in Malaysia)

### **ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL SIXTH ANNUAL GENERAL MEETING (“6<sup>th</sup> AGM” OR “MEETING”) OF IDB TECHNOLOGIES BERHAD (“IDB” OR “THE COMPANY”)**

#### **LODGEMENT OF PROXY FORM**

If you are unable to attend the 6<sup>th</sup> AGM and wish to appoint proxy/Chairman of the 6<sup>th</sup> AGM as your proxy to vote on your behalf, please deposit your proxy form at the registered office of the Company at Third Floor, No. 77, 79 & 81, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, or submit electronically at [proxyform@cospec.com.my](mailto:proxyform@cospec.com.my) not less than forty-eight (48) hours before the time of holding the 6<sup>th</sup> AGM, i.e. latest by Tuesday, 3 December 2024 at 11:00 a.m. Any alteration to the Form of Proxy must be initiated.

If you wish to participate in the 6<sup>th</sup> AGM yourself, please do not submit any proxy form for the 6<sup>th</sup> AGM. You will not be allowed to participate in the 6<sup>th</sup> AGM together with the proxy appointed by you.

#### **REVOCATION OF PROXY**

If you have submitted your Proxy Form prior to the 6<sup>th</sup> AGM and subsequently decide to appoint another person or wish to participate in the 6<sup>th</sup> AGM yourself, please write in and address to [proxyform@cospec.com.my](mailto:proxyform@cospec.com.my) to revoke the earlier appointed proxy(ies) at least forty-eight (48) hours before the 6<sup>th</sup> AGM. On revocation, your proxy(ies) will not be allowed to participate in the 6<sup>th</sup> AGM. In such an event, you should advise your proxy(ies) accordingly.

#### **DOOR GIFTS**

There will be **NO DISTRIBUTION** of door gifts or vouchers for shareholders/proxies who participate at this virtual 6<sup>th</sup> AGM.

#### **RECORDING OR PHOTOGRAPHY**

By participating at the 6<sup>th</sup> AGM, you agree that no part of the 6<sup>th</sup> AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronic, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

#### **FURTHER INFORMATION**

You are required to use a smartphone, computer or laptop which has a speaker, a microphone and a webcam to participate in the Meeting. 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.

#### **ENQUIRY**

If you have any enquiry prior to the Meeting, please contact the following persons during office hours from 9:00 a.m. to 5:00 p.m. (Monday to Friday except public holidays):-

Name : Ms Leong Seh Ling  
Telephone No. : +603-8800 8351/ +6012-605 3266  
Email : leongsehling@idb.com.my