



NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting ("AGM") of the Company will be conducted on a fully virtual basis from the Broadcast Venue at Lot 4.1, Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan (<https://rebrand.ly/FintecAGM>) on Friday, 29 November 2024 at 10.30 a.m. for the purpose of considering the following businesses:-

**AGENDA**

**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 the Auditors thereon.  | <i>(Please refer to Explanatory Note 1)</i> |
| 2. To re-elect Mr Ong Tee Kein, a Director who is retiring in accordance with Regulation 97 of the Company's Constitution.   | <b>Ordinary Resolution 1</b>                |
| 3. To re-elect Mr Chew Shin Yong, Mark, a Director who is retiring in accordance with Regulation 97 of the Company's Constitution.   | <b>Ordinary Resolution 2</b>                |
| 4. To approve the payment of Directors' Fees up to RM708,000.00 for the period commencing from the date immediately after the Seventeenth ("17 <sup>th</sup> ") AGM until the conclusion of the next AGM.  | <b>Ordinary Resolution 3</b>                |
| 5. To approve the payment of Directors' Remuneration (excluding Directors' Fees) payable to the Board of the Company and its subsidiaries up to RM50,000.00 for the period commencing from the date immediately after the 17 <sup>th</sup> AGM until the conclusion of the next AGM. | <b>Ordinary Resolution 4</b>                |
| 6. To re-appoint ChengCo PLT as the Auditors of the Company and to authorise the Directors to determine their remuneration for the ensuing year.   | <b>Ordinary Resolution 5</b>                |

**As Special Business**

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

- |                                  |                              |
|----------------------------------|------------------------------|
| 7. <b>As Ordinary Resolution</b> | <b>Ordinary Resolution 6</b> |
|----------------------------------|------------------------------|

**- Proposed Waiver of Statutory Pre-Emptive Rights of the Shareholders and Authority to Issue Shares**

"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 Sections 75 and 76 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.

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Regulation 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 which may be declared, made or paid before the date of allotment of such new shares."

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

**BY ORDER OF THE BOARD**

NG SALLY (MAICSA 7060343 / SSM PC NO. 202008002702)  
GOH XIN YEE (LS 0010359 / SSM PC NO. 202008000375)  
Company Secretaries

30 October 2024  
Kuala Lumpur

**NOTES:**

- The Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Regulation 62 of the Company's Constitution to issue a General Meeting Record of Depositors as at 22 November 2024. Only depositor whose name appears on the Record of Depositors as at 22 November 2024 shall be entitled to attend, participate, speak and vote at this meeting.
- Each member entitled to attend and vote in person may appoint not more than two (2) proxies to attend, speak and vote in its stead but his attendance shall automatically revoke the proxy's authority.
- 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 holdings to be represented by each proxy, failing which the appointment shall be invalid.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of such Securities Account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiples 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 appointer or his attorney duly authorised in writing or, if such appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer.
- The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of ShareWorks Sdn. Bhd. at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via e-mail to [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than forty-eight (48) hours before the time for holding the meeting, i.e. before 10.30 a.m., Wednesday, 27 November 2024, or at any adjourned thereof.

The Directors' Remuneration (excluding Directors' Fees) comprises the allowances and other emoluments payable to the Board of the Company and its subsidiaries as follows:-

|                            | Executive/<br>Managing<br>Director<br>(RM'000) | Independent<br>Non-<br>Executive<br>Directors<br>(RM'000) | Total<br>(RM'000) |
|----------------------------|--|---|-------------------|
| Meeting allowance          | -  | 50  | 50                |
| Other Benefits & Emolument | -  | -   | -                 |
| <b>Total</b>               | -  | <b>50</b>   | <b>50</b>         |

The estimated total amount of remuneration (excluding Directors' Fees) for the Relevant Period of RM50,000.00 were determined based on the various factors including the number of scheduled meetings for the Board and Board Committees as well as the extent of involvement of the respective Directors.

Payment of Directors' Fees up to RM708,000.00 for the Relevant Period and Directors' Remuneration (excluding Directors' Fees) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Resolutions 3 and 4 have been passed at the 17<sup>th</sup> AGM. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' Fees up to RM708,000.00 for the Relevant Period and Directors' Remuneration (excluding Directors' Fees) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the Relevant Period. In the event where the payment of Directors' Fees and Directors' Remuneration (excluding Directors' Fees) payable during the Relevant Period exceeded the estimated amount sought at the 17<sup>th</sup> AGM, shareholders' approval will be sought at the next AGM.

- (iv) Item 6 of the Agenda

The Audit Committee ("AC") has carried out an assessment of the suitability, objectivity and independence of the external auditors, ChengCo PLT ("ChengCo") and was satisfied with the suitability of ChengCo based on the quality of audit, performance, competency and sufficiency of resources that the external audit team had provided to the Group.

The Board therefore approved the AC's recommendation on the re-appointment of ChengCo as the external auditors of the Company and the same be put forward for the shareholders' approval at the forthcoming 17<sup>th</sup> AGM.

- (v) Item 7 of the Agenda

The proposed Ordinary Resolution 6, if passed, will allow the Company 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. Accordingly, the Company wishes to seek approval from the shareholders for the Directors to issue shares to any person, whether a member or not, in such numbers or proportions as the Directors may determine under this mandate.

This mandate, if passed, will also give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company to raise funds quickly and efficiently to ensure the long-term sustainability of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

This is the renewal of mandate obtained from the shareholders at the last AGM held on 28 November 2023 ("the Previous Mandate").

The Company has not issued any new shares under the Previous Mandate that was approved at the last AGM which will lapse at the conclusion of the 17<sup>th</sup> AGM to be held on 29 November 2024. Accordingly, no proceeds were raised at this juncture.

The purposes of this general mandate is for further possible fund raising exercises including but not limited to placement of shares for the purpose of funding the Group's technology incubation fund, current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

**EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS:**

- (i) Item 1 of the Agenda

This agenda item is meant for discussion only, as the provision of Section 248(1) and Section 340(1)(a) of the Companies Act 2016 ("the Act") does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

- (ii) Items 2 & 3 of the Agenda

Mr Ong Tee Kein and Mr Chew Shin Yong, Mark are standing for re-election as Directors of the Company under the retirement by rotation in accordance with Regulation 97 of the Company's Constitution and being eligible, have offered themselves for re-election at the 17<sup>th</sup> AGM.

The profiles of the retiring Directors are set out in the Profile of Directors of the 2024 Annual Report.

- (iii) Items 4 & 5 of the Agenda

Section 230(1) of the Act provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 17<sup>th</sup> AGM on the Directors' Remuneration in two (2) separate resolutions as below:-

- Resolution 3 on payment of Directors' Fees up to RM708,000.00 for the period commencing from the date immediately after the 17<sup>th</sup> AGM until the conclusion of the next AGM ("Relevant Period"); and
- Resolution 4 on payment of Directors' Remuneration (excluding Directors' Fees) payable to the Board of the Company and its subsidiaries up to RM50,000.00 for the Relevant Period.

The payment of the Directors' Fees up to RM708,000.00 for the Relevant Period will only be made if the proposed Resolution 3 has been passed at the 17<sup>th</sup> AGM pursuant to Regulation 105 of the Company's Constitution and Section 230(1) of the Act.