

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting of ASTRO MALAYSIA HOLDINGS BERHAD (“the Company”) will be conducted on a fully virtual basis on Wednesday, 29 July 2020 at 2.00 p.m. from the broadcast venue at Studio 1, Ground Floor, All Asia Broadcast Centre, Technology Park Malaysia, Lebuhraya Puchong-Sungai Besi, Bukit Jalil 57000 Kuala Lumpur for the following purposes:

AS ORDINARY BUSINESS

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| (1) To consider the audited financial statements of the Company for the financial year ended 31 January 2020 and the Reports of the Directors and Auditors thereon.
<i>(Please refer to Explanatory Note 1)</i> | |
| (2) To re-elect the following Directors who retire by rotation pursuant to Rule 126 of the Company’s Constitution and who being eligible, have offered themselves for re-election:
(i) Datuk Yvonne Chia (Yau Ah Lan @ Fara Yvonne)
(ii) Renzo Christopher Viegas
<i>(Please refer to Explanatory Note 2)</i> | Resolution 1
Resolution 2 |
| (3) To re-elect Nik Rizal Kamil bin Nik Ibrahim Kamil who retires pursuant to Rule 115 of the Company’s Constitution and being eligible, has offered himself for re-election.
<i>(Please refer to Explanatory Note 2)</i> | Resolution 3 |
| (4) To approve the payment of Directors’ fees and benefits for the period from 30 July 2020 until the next Annual General Meeting of the Company to be held in 2021.
<i>(Please refer to Explanatory Note 3)</i> | Resolution 4 |
| (5) To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors of the Company to fix their remuneration.
<i>(Please refer to Explanatory Note 4)</i> | Resolution 5 |

AS SPECIAL BUSINESS

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

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| (6) Authority for Directors of the Company to Issue Ordinary Shares pursuant to Sections 75 and 76 of the Companies Act 2016 | Resolution 6 |
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“THAT, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”), to issue and allot shares in the Company, at any time, to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit including in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options in respect of shares in the Company including those which would or might require shares in the Company to be issued after the expiration of the approval hereof, provided that the aggregate number of shares to be issued pursuant to this approval does not exceed ten (10) percent of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad (“Bursa Securities”);

AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and the approvals of all relevant regulatory bodies being obtained (if required).”

(Please refer to Explanatory Note 5)

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- (7) Renewal of Authority for the Directors of the Company to Issue Ordinary Shares in relation to the Dividend Reinvestment Plan

Resolution 7

“THAT pursuant to the Dividend Reinvestment Plan (“DRP”) approved by the shareholders of the Company at the Annual General Meeting held on 27 June 2019, approval be and is hereby given to the Company to allot and issue such number of ordinary shares in the Company (“Shares”) from time to time as may be required to be allotted and issued pursuant to the DRP until the conclusion of the next Annual General Meeting of the Company, upon such terms and conditions and to such persons as the Directors of the Company may, in their absolute discretion, deem fit and in the best interest of the Company PROVIDED THAT the issue price of the Shares shall be determined and fixed by the Directors at not more than ten (10) percent discount to the adjusted five (5)-day weighted average market price (“WAMP”) of the Shares immediately prior to the price-fixing date, of which the WAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to do all such acts and enter into, execute, sign and deliver, all such documents, agreements, transactions and arrangements as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, as they, in their absolute discretion, deem fit and in the best interest of the Company.”

(Please refer to Explanatory Note 6)

- (8) Proposed Establishment of a Long Term Incentive Plan

Resolution 8

“THAT, subject to the approvals being obtained from all relevant regulatory authorities, including but not limited to Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation of new ordinary shares in the Company (“Shares”) to be issued pursuant to the proposed establishment of a long term incentive plan for eligible employees of the Company and its subsidiaries (excluding dormant subsidiaries) (“Proposed Share Scheme”) on the Main Market of Bursa Securities, approval be and is hereby given to the Directors of the Company to:

- (a) establish, implement and administer the Proposed Share Scheme for the benefit of the eligible employees (including any executive director and/or chief executive officer) of the Company and its subsidiaries (excluding subsidiaries which are dormant), who fulfil the criteria of eligibility for participation in the Proposed Share Scheme in accordance with the by-laws governing the Proposed Share Scheme set out in Appendix I of the Circular to Shareholders dated 30 June 2020 (“By-Laws”);
- (b) offer, issue, allot and/or procure the transfer of such number of Shares (as may be adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed Share Scheme,
 - (i) provided that the maximum number of Shares that may be issued and/or transferred under the Proposed Share Scheme shall not, when aggregated with the total number of new Shares issued under the Company’s existing Management Share Scheme 2012, exceed ten (10) percent of the total number of issued Shares (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed Share Scheme; and
 - (ii) that the new Shares shall, upon issuance and allotment, rank equally in all respects with the existing issued Shares, save and except that they shall not be entitled to any dividends, rights, allotments, entitlements and/or any other distributions: (aa) attached to the Shares prior to the date on which the Shares are credited into the respective central depository system accounts (“CDS Accounts”) of the eligible employees who have duly accepted an offer pursuant to the By-Laws (“Scheme Participants”); and/or (bb) that may be declared, made or paid to the shareholders of the Company, for which the book closure date is prior to the date on which the Shares are credited into the CDS Accounts of the Scheme Participants;

and such Shares will be subject to all the provisions of the Constitution of the Company as amended from time to time relating to voting, dividends, entitlements, liquidation, and their allotment, issuance, transfers, transmission or otherwise;

- (c) do all such acts and things, and to execute all such documents and to enter into all such transactions, arrangements, agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as the Directors of the Company may deem fit and expedient in the best interest of the Company in order to give full effect to the Proposed Share Scheme and the terms of the By-Laws, including making the necessary applications at the appropriate time or times to Bursa Securities for permission to deal in and for the listing and quotation of new Shares which may from time to time be issued and allotted pursuant to the Proposed Share Scheme or for any other approval as may be required to give full effect to the Proposed Share Scheme and the terms of the By-laws; and
- (d) add, delete, modify and/or amend the terms of the By-Laws from time to time as may be required, permitted or deemed necessary by the relevant authorities, Remuneration Committee or any other committee established by the Board of Directors of the Company to implement and administer the Proposed Share Scheme, provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to amendments, variations and/or modifications;

THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed Share Scheme with full power to consent to and adopt any conditions, variations, modifications and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto, and to take such steps and to do all acts and things and execute all such documents in any manner as they deem necessary or expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Share Scheme;

AND THAT the By-Laws be and is hereby approved and adopted.”

(Please refer to Explanatory Note 7)

- (9) Proposed Offer, Issuance, Allotment and/or Transfer of Ordinary Shares in the Company to the Group Chief Executive Officer of the Company pursuant to the Proposed Long Term Incentive Plan

Resolution 9

“THAT, subject to the passing of Resolution 8 and the approvals being obtained from all the relevant authorities for the proposed establishment of a long term incentive plan for eligible employees of the Company and its subsidiaries (excluding dormant subsidiaries) (“Proposed Share Scheme”), the Directors of the Company be and are hereby authorised at any time and from time to time throughout the duration of the Proposed Share Scheme:

- (a) to offer, issue, allot and/or procure the transfer to Henry Tan Poh Hock (“Henry Tan”), the Group Chief Executive Officer of the Company (“GCEO”), such number of ordinary shares in the Company (“Shares”) equivalent to an amount of up to RM9.72 million based on the five (5)-day weighted average market price of the Shares immediately preceding the date of such letter containing an offer to Henry Tan or such other basis as the relevant authorities may permit, in accordance with the by-laws governing the Proposed Share Scheme, the Employment Agreement between the Company and Henry Tan dated 1 February 2019 and any amendments thereto, and subject always to meeting the performance targets set by the Remuneration Committee or any other scheme committee to be established by the Board of Directors of the Company to implement and administer the Proposed Share Scheme; and
- (b) to take all such actions that may be necessary and/or desirable to implement, finalise or to give effect to this resolution and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate, with full powers to assent to any conditions, modifications, variations and/or amendments thereto as the Directors of the Company may deem fit and expedient in the best interest of the Company.”

(Please refer to Explanatory Note 8)

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- (10) Proposed Shareholders' Mandate for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with the following related parties:

Usaha Tegas Sdn Bhd and/or its affiliates
Maxis Berhad and/or its affiliates
MEASAT Global Berhad and/or its affiliates
Astro Holdings Sdn Bhd and/or its affiliates
Sun TV Network Limited and/or its affiliates
GS Home Shopping Inc. and/or its affiliates
SRG Asia Pacific Sdn Bhd and/or its affiliates
Ultimate Capital Sdn Bhd, Ultimate Technologies Sdn Bhd, Kotamar Holdings Sdn Bhd and/or Dato' Hussamuddin bin Haji Yaacub and/or their respective affiliates

Resolution 10
Resolution 11
Resolution 12
Resolution 13
Resolution 14
Resolution 15
Resolution 16
Resolution 17

"THAT approval be and is hereby given pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with each of the abovementioned parties, respectively pursuant to Resolutions 10 to 17, the details of which are set out in Part B of the Company's Circular to Shareholders dated 30 June 2020 ("Proposed RRPT Mandate");

PROVIDED THAT such transactions are necessary for the day-to-day operations of the Company and/or its subsidiaries, and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and which are not detrimental to the minority shareholders of the Company;

AND THAT the Proposed RRPT Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless such authority is renewed by a resolution passed at such general meeting;
- (b) the expiration of the period within which such Annual General Meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the resolution is revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earliest;

AND THAT the Directors of the Company be authorised to take such steps and to do all acts and things and execute all such documents as they may consider necessary or expedient to give effect to the Proposed RRPT Mandate."

(Please refer to Explanatory Note 9)

BY ORDER OF THE BOARD



LIEW WEI YEE SHARON

Company Secretary (LS0007908)

Practising Certificate No. 201908003488

30 June 2020

Kuala Lumpur

EXPLANATORY NOTES:**(1) Audited Financial Statements and the Reports of the Directors and Auditors thereon**

The audited financial statements are laid at the annual general meeting (“AGM”) in accordance with Section 340(1)(a) of the Companies Act 2016 (“Act”). There is no requirement for the shareholders to approve such documents and hence, this agenda item is meant for discussion only and will not be put forward for voting.

(2) Re-election and Re-appointment of Directors

- (a) Resolutions 1 and 2 – Rule 126 of the Constitution provides that at each AGM, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office, provided that all Directors shall retire from office once at least on each three (3) years, but shall be eligible for re-election.

Based on the number of Directors who are subject to retirement by rotation, two (2) out of seven (7) Directors (excluding a Director who is retiring under Rule 115) shall retire at this AGM. Datuk Yvonne Chia (“DYC”) and Renzo Christopher Viegas (“RCV”) retire by rotation at this AGM and being eligible, have offered themselves for re-election as Directors of the Company.

- (b) Resolution 3 – Rule 115 of the Constitution provides that any Director appointed, either to fill a casual vacancy or as an addition to the existing Board of Directors (“Board”), shall hold office only until the conclusion of the next AGM and shall be eligible for re-election. A Director retiring under this Rule shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting.

Accordingly, Nik Rizal Kamil bin Nik Ibrahim Kamil (“NRK”) who was appointed to the Board on 1 September 2019 is standing for re-election at this AGM and being eligible, has offered himself for re-election as a Director of the Company.

Based on the annual Board Effectiveness Evaluation, the Board is of the collective view that the said Directors who are retiring at this AGM have satisfactorily discharged their roles and responsibilities to act in the best interest of the Company. The Board is satisfied that, considering the wealth of expertise and experience which the retiring Directors possess, they will continue to bring sound judgement and contribute to the Board deliberations through active participation in discussions and decision-making. The Board has thereby recommended that DYC, RCV and NRK be re-elected as Directors of the Company.

(3) Directors’ Fees and Benefits

Pursuant to Section 230 of the Act, any fees and benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

At the Seventh AGM held on 27 June 2019, the fees and benefits to the Non-Executive Directors (“NEDs”) for the period commencing 28 June 2019 until the Eighth AGM in July 2020 were approved based on the remuneration rates set out in Explanatory Note 3, Resolution 5 of the Notice of Seventh AGM at an estimated amount of up to RM3.54 million. The utilisation as at 31 January 2020 (approximately seven (7) months) is RM1.74 million. Based on the current Board size and estimated number of additional meetings to be held until the forthcoming AGM, the total utilisation is expected to be approximately 90% of the approved amount.

The Company is seeking its shareholders’ approval for the payment of the NEDs’ fees and benefits for the period commencing 30 July 2020 until the next AGM to be held in 2021 in accordance with the remuneration rates set out in page 310, payable on a monthly basis and/or as and when incurred.

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The Remuneration Committee (“RC”) and Board had reviewed and concluded that the existing remuneration rates remain competitive and appropriate based on the responsibilities of the NEDs, the current market landscape that the Company operates in and within market benchmarks. The Board has therefore proposed to retain the same rates for the past two years, subject to a maximum amount of RM3.54 million. This has taken into consideration the need to appoint an additional director to further reinforce the Board’s strengths and capabilities, the frequency of meetings as well as to remunerate the Strategy and Business Transformation Committee which the Board established last year at the same rate as the RC and Nomination and Corporate Governance Committee:

Type of Fees/Benefits	Amount (RM)
Board Chairman	520,000 per annum
Non-Executive Director	280,000 per annum
Audit and Risk Committee	
• Chairman	50,000 per annum
• Member	25,000 per annum
Remuneration Committee	
• Chairman	40,000 per annum
• Member	20,000 per annum
Nomination and Corporate Governance Committee	
• Chairman	40,000 per annum
• Member	20,000 per annum
Strategy and Business Transformation Committee	
• Chairman	40,000 per annum
• Member	20,000 per annum
Meeting Allowances	1,000 per day
Benefits	Company car, petrol and driver for the Board Chairman

If Resolution 4 is passed, Directors’ fees and benefits will be paid by the Company on a monthly basis and/or as and when incurred.

(4) Re-appointment of Auditors

The Board, through the Audit and Risk Committee, had reviewed and was satisfied with the performance and independence of PricewaterhouseCoopers PLT (“PwC”) during the financial year ended 31 January 2020. The Board has thereby recommended the re-appointment of PwC as Auditors of the Company to hold office until the conclusion of the next AGM in 2021 in accordance with Section 271 of the Act, under Resolution 5.

(5) Authority for the Directors of the Company to Issue Ordinary Shares

Resolution 6, if passed, will provide the authority and empower the Directors, pursuant to Sections 75 and 76 of Act, to issue and allot ordinary shares in the Company up to ten (10) percent of the total number of issued shares of the Company (“Proposed General Mandate”). This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM in 2021.

Please refer to the Statement Accompanying Notice of AGM for further details of the Proposed General Mandate.

(6) Renewal of Authority for the Directors of the Company to Issue Ordinary Shares in relation to the Dividend Reinvestment Plan

Resolution 7, if passed, will renew the authority granted by the shareholders at the AGM held on 27 June 2019 to continue to empower the Directors to issue and allot ordinary shares in the Company in respect of any dividends to be declared, if any, under the Dividend Reinvestment Plan that provides the shareholders of the Company an option to elect to reinvest their cash dividend entitlements in ordinary shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM in 2021.

(7) Proposed Establishment of a Proposed Long Term Incentive Plan

Detailed information regarding the proposed establishment of a long term incentive plan for eligible employees of the Company and its subsidiaries (excluding dormant subsidiaries) (“Proposed Share Scheme”) is set out in Part A of the Circular to Shareholders dated 30 June 2020 and the by-laws for the Proposed Share Scheme (“By-Laws”) is set out in Appendix I of the said Circular. Resolution 8, if passed, will enable the Company to, amongst others, establish, implement and administer the Proposed Share Scheme for the benefit of the eligible employees (including any executive director and/or chief executive officer) of the Company and its subsidiaries (excluding subsidiaries which are dormant), who fulfil the conditions of eligibility for participation in the Proposed Share Scheme, in accordance with the By-Laws.

(8) Proposed Offer, Issuance, Allotment and/or Transfer of Ordinary Shares in the Company to the Group Chief Executive Officer of the Company pursuant to the Proposed Long Term Incentive Plan

Resolution 9, if passed, will enable the Company to offer to Henry Tan Poh Hock (“Henry Tan”), the Group Chief Executive Officer of the Company (“GCEO”), such number of ordinary shares in the Company (“Shares”) equivalent to an amount of up to: (a) RM4.86 million at any time during the financial year ending 31 January 2021; and (b) RM4.86 million at any time during the financial year ending 31 January 2022, based on the five (5)-day weighted average market price of the Shares preceding the date of such letter containing an offer made to the GCEO or such other basis as the relevant authorities may permit (“Proposed Grant”) in accordance with the by-laws governing the Proposed Share Scheme and the Employment Agreement between the Company and Henry Tan dated 1 February 2019 and any amendments thereto.

Any subsequent issuance, allotment and/or transfer of Shares to the GCEO pursuant to the Proposed Grant, at any point in time throughout the duration of the Proposed Share Scheme, is subject to, among others, satisfaction of the performance targets set by the Remuneration Committee or any other scheme committee established by the Board of Directors of the Company to implement and administer the Proposed Share Scheme.

(9) Proposed Shareholders’ Mandate for Recurrent Related Party Transactions

Detailed information regarding recurrent related party transactions is set out in Part B of the Circular to Shareholders dated 30 June 2020. Resolutions 10 to 17, if passed, will enable the Company and/or subsidiaries to enter into recurrent related party transactions in the ordinary course of business of a revenue or trading nature, which are necessary for the Group’s day-to-day operations, based on terms not more favourable to the related parties than those generally available to the public. Such mandate shall lapse at the conclusion of the next AGM in 2021 unless authority for its renewal is obtained from the shareholders at such general meeting.

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Notes on Abstention from Voting

The Directors who are referred to in Resolutions 1 to 3 are interested in the relevant resolutions and will therefore abstain from voting on the said resolutions in respect of his/her direct shareholdings in the Company at the forthcoming AGM. The said Directors will also ensure that persons connected to him/her will also abstain from voting on the relevant resolutions at the forthcoming AGM.

Notes on Voting Rights and Procedures

- (1) The Eighth AGM of the Company will be held on a **fully virtual basis via online meeting facilities**. Please refer to the Administrative Guide for the detailed steps on remote participation and electronic voting.
- (2) In accordance with Rule 106 of the Constitution, each member of the Company ("Member") shall be entitled to be present and to vote at any general meeting of the Company either personally or by proxy or by attorney and to be reckoned in a quorum in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid. Members may exercise their rights to participate (including pose questions via the virtual meeting facilities) in the AGM.
- (3) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions as set out in this Notice of Eighth AGM will be conducted by way of a poll. Every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for every share held by him. A person entitled to more than one vote need not use all his votes or cast all the votes he uses on a poll in the same way.
- (4) The Company has appointed its share registrar, Boardroom Share Registrars Sdn Bhd ("Boardroom") as poll administrator to conduct the poll by way of electronic voting ("e-voting") and Boardroom Corporate Services Sdn Bhd as independent scrutineers to verify the poll results. E-voting for each of the resolutions as set out in this Notice of Eighth AGM will take place only upon conclusion of deliberations of all business to be transacted at the AGM or in such manner as directed by the Chairman.

Notes on Proxy

- (1) In accordance with Rule 106.5 of the Constitution, a Member entitled to attend and vote at a meeting of the Company is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, participate, speak and vote for him/her subject to the following provisions:
 - (i) save as provided for Note (2) below, the Act and any applicable law, each Member shall not be permitted to appoint more than two proxies to attend the same meeting; and
 - (ii) where a Member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- (2) For the avoidance of doubt and subject always to Note (1)(ii) above, the Act and any applicable law:
 - (i) where a Member 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 an exempt authorised nominee may appoint in respect of each omnibus account it holds; and

- (ii) where a Member is an authorised nominee, he/she may appoint at least one proxy in respect of each securities account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorised nominee may be made separately or in one instrument of proxy and should specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting.
- (3) There shall be no restriction as to the qualification of the proxy. Hence, a proxy may but need not be a Member.
- (4) The instrument appointing a proxy ("Proxy Form") may be deposited with Boardroom in the following manner:
 - (i) by electronic means through the Boardroom Smart Investor Portal at <https://boardroomlimited.my> by logging in and selecting "E-PROXY LODGEMENT"; or
 - (ii) by hand or post to 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, to the extent that it is permissible to do so under any relevant movement control orders issued under the Prevention and Control of Infectious Diseases Act 1988.

The Proxy Form must be received by Boardroom, no later than Tuesday, 28 July 2020 at 2.00 p.m. The Company reserves the right to reject incomplete forms.

- (5) If you choose to deposit the Proxy Form by hand or post, the Proxy Form shall:
 - (i) in the case of an individual, be signed by the appointor or by his/her attorney; and
 - (ii) in the case of a corporation, be either affixed with its Common Seal or signed by its attorney or an officer on behalf of the corporation.
- (6) If the Proxy Form is returned without an indication as to how the proxy shall vote on any particular resolution, the proxy may exercise his discretion as to whether to vote on such matter and if so, how.
- (7) A proxy appointed to attend and vote at the meeting shall have the same rights as the Member to attend, participate, speak and vote at the meeting.
- (8) The lodging of a completed Proxy Form does not preclude a Member from attending and voting should the Member subsequently decide to do so. Should you subsequently decide to attend the AGM, you are requested to revoke your earlier appointment of proxy by notifying Boardroom in writing, no later than Tuesday, 28 July 2020 at 2.00 p.m.

MEMBERS ENTITLED TO ATTEND THE VIRTUAL AGM

For the purpose of determining a Member who is entitled to attend the virtual AGM, the Company will request Bursa Malaysia Depository Sdn Bhd, in accordance with Rule 89.1(b) of the Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a Record of Depositors ("ROD") as at 22 July 2020. Only a depositor whose name appears on the ROD as at 22 July 2020 shall be entitled to attend the meeting or appoint a proxy(ies) to attend and/or vote on his/her behalf.

Statement Accompanying Notice of Annual General Meeting

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

RESOLUTION 6

AUTHORITY FOR DIRECTORS OF THE COMPANY TO ISSUE ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The Company's shareholders had approved a resolution to authorise the Directors to issue ordinary shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act") at the Seventh AGM held on 27 June 2019 ("General Mandate").

The Company has not issued any shares pursuant to the General Mandate which will lapse upon the conclusion of this AGM.

Resolution 6, if passed, will provide the authority to and empower the Directors, pursuant to Sections 75 and 76 of the Act, to issue ordinary shares in the Company up to an aggregate number not exceeding ten (10) percent of the total number of issued shares of the Company for the time being, and to make or grant offers, agreements or option in respect of such shares, from the date of this AGM until the next AGM of the Company for such purposes as the Directors deem necessary. The proposed General Mandate will provide flexibility for any possible fund-raising activities, including but not limited to placement of shares for the purpose of funding future investments, working capital, and/or acquisitions. In any event, the Board of Directors will exercise its authority to issue shares only if it considers it to be in the best interest of the Company.