

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 34th Annual General Meeting (“34th AGM”) of the Company will be conducted entirely through live streaming from the broadcast venue at Tricor Business Centre, Gemilang Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on 28 April 2023, Friday at 10.30 a.m. to transact the following businesses:

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2022 and the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors’ fees amounting to RM1,446,666 for the financial year ended 31 December 2022, an increase of RM93,333 from RM1,353,333 for the financial year ended 31 December 2021. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to Regulation 115 of the Constitution of the Company:-
  - (i) Mr Alexander Chia Jhet-Wern **Ordinary Resolution 2**
  - (ii) Mdm Lim Siew Eng **Ordinary Resolution 3**
  - (iii) Mr Ju Feng **Ordinary Resolution 4**
4. To re-elect the following Director who retires pursuant to Regulation 118 of the Constitution of the Company:-
  - (i) Mdm Teh Muy Ch’ng **Ordinary Resolution 5**
5. To appoint Deloitte PLT as Auditors until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration **Ordinary Resolution 6**

**As Special Business:**

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

6. **Authority To Allot Shares And Waiver of Pre-Emptive Rights Over New Ordinary Shares In The Company Under Section 85(1) Of The Companies Act, 2016 Read Together With Regulation 67 Of The Constitution Of The Company**

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant authorities (if any shall be required), the Directors be and are hereby empowered to issue and allot shares in the Company from time to time to such persons and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury 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 from Bursa Malaysia Securities Berhad AND THAT such approval shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

**Ordinary Resolution 7**

AND THAT in connection with the above, pursuant to Section 85(1) of the Companies Act, 2016 read together with Regulation 67 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new ordinary shares arising from issuance of new ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016, such new ordinary shares when issued, to rank pari passu with the existing ordinary shares in the Company.”

7. To transact any other business for which due notice has been given.

By Order of the Board

**CHIN HOCK YEE**  
SSM PC No. 201908003237  
(LS 8922)

**KUAN HUI FANG**  
SSM PC No. 202008001235  
(MIA16876)

Company Secretaries

29 March 2023  
Kuala Lumpur

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## Notes:

1. The 34th AGM of the Company will be conducted entirely through live streaming and online remote voting using the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <https://tiih.online>. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 34th AGM via RPV. Please follow the Procedures for RPV in the Administrative Guide for the 34th AGM to participate remotely via RPV.
2. A member entitled to participate via RPV at the 34th AGM is entitled to appoint not more than two (2) proxies to participate via RPV in his stead. A proxy need not be a member of the Company.
3. Only members whose names appear in the Record of Depositors as at 20 April 2023 are entitled to participate via RPV at the 34th AGM of the Company to be held on 28 April 2023.
4. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds, with ordinary shares of the Company standing to the credit of the said securities account to attend, participate and vote remotely via RPV at the 34th AGM.
5. Where a member is an exempt authorised nominee (as defined under the SICDA) which holds ordinary share 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.
6. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney or, if such appointor is a corporation, under its common seal or the hands of its attorney.
8. The instrument appointing a proxy either in writing or in electronic form shall be deposited at the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, 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 via TIIH Online at <https://tiih.online> not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof. Kindly refer to the Administrative Guide for further information on electronic submission of proxy form.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, 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 set for the meeting or adjourned general meeting at which the person named in the appointment proposes to vote.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of a poll.

# NOTICE OF ANNUAL GENERAL MEETING

## 11. Explanatory Note on Special Business

### **Ordinary Resolution 7**

*The proposed Ordinary Resolution 7 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016 (“Act”) and a waiver of pre-emptive rights over new ordinary shares (“Shares”) in the Company under Section 85(1) of the Act read together with Regulation 67 of the Constitution of the Company.*

*The proposed Ordinary Resolution 7, if passed, will grant a renewed general mandate and provide flexibility for the Company to empower the Directors of the Company, from the date of the above Annual General Meeting, to issue new ordinary shares of not more than 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being. In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of ordinary shares, this renewal of general mandate will provide flexibility to the Company for any possible fund raising activities for purpose of financing future investments, major capital expenditure, acquisitions, and/or working capital purposes. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.*

*The Company had, at the 33rd Annual General Meeting held on 28 April 2022, obtained its shareholders’ approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act. As at the date of this Notice, no new shares of the Company were issued or allotted pursuant to this mandate.*

*The proposed Ordinary Resolution 7 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. At this juncture, there is no decision to issue new shares.*

*Pursuant to Section 85(1) of the Act read together with Regulation 67 of the Constitution of the Company, 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 or other convertible securities. Please refer to Section 85(1) of the Act and Regulation 67 of the Constitution of the Company set out below.*

*In order for the Directors of the Company to issue any new Shares under Sections 75 and 76 of the Act free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 7, if passed, will exclude your pre-emptive rights over all new Shares arising from issuance of new Shares pursuant to Sections 75 and 76 of the Act.*

*Section 85(1) of the Act set out as follows:*

*“85. Pre-emptive rights to new shares (1) Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.”*

*Regulation 67 of the Constitution of the Company set out as follows:*

*“67. Offer of new shares or securities to existing members*

*Subject to any direction to the contrary that may be given by the company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the directors may dispose of those shares or securities in such manner as they think most beneficial to the company. The directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the directors, be conveniently offered under this Regulation.”*

# STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

## DIRECTORS WHO ARE SEEKING RE-ELECTION AT THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY

The Directors who retire in accordance with Regulations 115 and 118 of the Constitution and being eligible offer themselves for re-election at the upcoming Annual General Meeting (“AGM”) are Mr Alexander Chia Jhet-Wern, Mdm Lim Siew Eng, Mr Ju Feng and Mdm Teh Muy Ch’ng (“Retiring Directors”). Y.Bhg. Dato’ Wong Guang Seng retires by rotation and will not be seeking re-election.

The details of the Retiring Directors are set out in their respective profiles on pages 20 to 23 of this Integrated Annual Report. The details of their interest in the securities of the Company are set out in the Statement of Directors’ Interest on page 236 of this Integrated Annual Report.

Prior to making its recommendation to the shareholders, the Board together with the Nomination Committee had assessed the Retiring Directors considering the following factors:

- (a) performance and contribution of the Director;
- (b) fit & proper assessment of the Director;
- (c) current composition of the Board; and
- (d) tenure of each Director.

The outcome of the assessment is set out below:

- (a) Performance and Contribution of the Director - Based on the results of the Directors’ Self and Peer Assessment from the 2022 Board effectiveness evaluation (BEE) exercise, the Retiring Directors met the performance criteria required of an effective and high-performance Board. Mdm Teh Muy Ch’ng joined the Board on 9 December 2022 and was not included in the 2022 BEE exercise.
- (b) Fit & Proper Assessment of the Director - The Retiring Directors were assessed by the Nomination Committee and the Board as fit and proper (based on the fit & proper criteria as set out in the Fit & Proper Policy of the Company) to be re-elected as Directors of the Company.
- (c) Current Composition of the Board -
  - Mr Alexander Chia Jhet-Wern as an executive director brings the experience in the semiconductor industry.
  - Mdm Lim Siew Eng and Mdm Teh Muy Ch’ng as Independent Directors brings the objectivity to the Board and vast experience in the field of corporate finance and consultancy.
  - Mr Ju Feng and 3 other non-executive non-independent directors, represent the interest of Tianshui Huatian Technology Co Ltd (“TSHT”) pursuant to the Collaboration Agreement dated 12 September 2018 (“Collaboration Agreement”). The presence of these Non-Executive Directors on the Board alleviates the propensity for any potential conflict of interest between the policy-making process and the day-to-day management of the Group. Being Chinese nationals, Mr Ju Feng and the other Chinese directors broaden the perspective of the Board when working in collaboration with the Malaysian Directors; this is a move to foster greater boardroom diversity. They also bring a wealth of experience in the semiconductor industry.
- (d) Tenure of Each Director - Mr Alexander Chia Jhet-Wern has been on the board since 2014, a tenure of 8 years. Mdm Lim Siew Eng has been an Independent Director since October 2015, for a period of 7 years. Her tenure as Independent Director is still below the 9-year tenure as recommended by the Malaysian Code of Corporate Governance. The shorter tenure of Mr Ju Feng and Mdm Teh Muy Ch’ng creates a balance with longer tenured Directors.

**Conclusion & Recommendation** - Arising from the outstanding outcome of the above evaluation and consideration, the Board recommends and supports the re-election of Mr Alexander Chia Jhet-Wern, Mdm Lim Siew Eng, Mr Ju Feng and Mdm Teh Muy Ch’ng as Directors of the Company.

# STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

## **GENERAL MANDATE TO ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 (“THE ACT”) AND WAIVER OF PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES IN THE COMPANY UNDER SECTION 85(1) OF THE ACT READ TOGETHER WITH REGULATION 67 OF THE CONSTITUTION OF THE COMPANY**

The details on the proposed general mandate to issue new ordinary shares pursuant to Sections 75 and 76 of the Act and waiver of pre-emptive rights over new ordinary shares in the Company under Section 85(1) of the Act read together with Regulation 67 of the Constitution of the Company are set out in the Explanatory Note on Special Business in the Notice of 34th Annual General Meeting and page 240 of the Integrated Annual Report.