



MATANG BERHAD

201501017043 (1142377-X)

(Incorporated in Malaysia)

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting (“AGM”) of the Company will be conducted as a fully virtual meeting using the online meeting platform via <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC: DIA282781) provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor” or “TIH”) in Malaysia on **Wednesday, 23 November 2022** at **10.00 a.m.** for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2022 and the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors’ Fees of RM169,315.00 in respect of the financial year ended 30 June 2022. **Resolution 1**
3. To approve the payment of Directors’ benefits (excluding Directors’ fees) of up to RM202,000.00 for the financial period from 1 January 2023 to 31 December 2023. **Resolution 2**
4. To re-elect the following Directors retiring in accordance with Clause 125 of the Constitution of the Company:-
 - 4.1 Datuk Tew Boon Chin **Resolution 3**
 - 4.2 Datuk Ir Low Ah Keong **Resolution 4**
5. To re-elect Ms Sophia Lim Chia Hui retiring in accordance with Clause 130 of the Constitution of the Company. **Resolution 5**
6. To re-appoint BDO PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

As Special Business

7. To approve the payment of the first and final single-tier dividend of 0.22 sen per ordinary share for the financial year ended 30 June 2022. **Resolution 7**
8. To consider and if thought fit, to pass the following as Ordinary Resolution:

Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016

“THAT pursuant to Sections 75 and 76 of the Act, ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed General Mandate”). **Resolution 8**

THAT the existing shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016 read together with Rule 7.08 of the Listing Requirements and Clause 15 of the Constitution of the Company to be offered the New Shares to be allotted and issued under the Proposed General Mandate, which rank equally with the existing issued shares in the Company.

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

9. To transact any other business of the Company of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the Eighth Annual General Meeting of the Company, the first and final single-tier dividend of 0.22 sen per ordinary share in respect of the financial year ended 30 June 2022 will be paid to shareholders on 9 January 2023. The entitlement date for the said dividend shall be on 19 December 2022.

A depositor shall qualify for entitlement to the dividend only in respect of:

- a. Shares transferred to the depositor's securities account before 4.30 p.m. on 19 December 2022 in respect of transfers.
- b. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

LIM HOOI MOOI (SSM PC No. 201908000134) (MAICSA 0799764)

LAU YEN HOON (SSM PC No. 202008002143) (MAICSA 7061368)

Joint Company Secretaries

Kuala Lumpur

Dated: 25 October 2022

NOTES:

1. *The Eighth AGM of the Company will be conducted on a fully virtual basis through live streaming with online remote voting via the Remote Participation and Voting ("RPV") facilities provided by TIIH. Section 327(2) of the Companies Act 2016 provides that the main venue of a company's General Meeting shall be in Malaysia and the Chairperson shall be present at the main venue of the meeting. The chairperson is deemed to be present at the main venue of the meeting by his presence if the URL of the online meeting platform is in Malaysia or the physical address of the Registrant is in Malaysia. Members are to attend, participate (including posing questions via real time submission of typed texts) and vote remotely at the AGM via the RPV provided by Tricor. A member who has appointed a proxy or attorney or authorised representative to participate in this AGM via the RPV must request his/ her proxy or attorney or authorised representative to register himself/herself for RPV via Tricor's TIIH Online website at <https://tiih.online>.*

Please refer to the procedures set out in the Administrative Guide for the AGM to register, participate and vote remotely via the RPV.

2. Appointment of Proxy

- For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at **16 November 2022** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxy(ies) to attend and vote on his/her behalf.
- A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), 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 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where a member, an authorised nominee or an exempt authorized nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall not be valid.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote shall have the same rights as the member to move any resolution or amendment thereto and to speak at the meeting.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:

In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar's office at 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 alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

By electronic means

The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tih.online>. Please refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of Proxy Form via TIH Online.

- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's Share Registrar's office at the above address not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the persons named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/ or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL/DULY CERTIFIED certificate of appointment of authorised representative with the Share Registrar of the Company at the above address. The certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by at least two (2) authorised officers, of whom one shall be a director; or any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

Explanatory Notes on Ordinary Businesses

1. Agenda Item No. 1

This item of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

2. Agenda Item No. 2 & No. 3

Resolution No. 1 & No. 2 – Approval of Directors' Fees and Benefits

The approval for the proposed Resolution No. 1 and No. 2 in relation to the payment of Directors' fees and benefits are sought pursuant to Section 230(1) of the Companies Act 2016. The proposed Resolutions are to facilitate payment of Directors' fees for the financial year ended 30 June 2022 and Directors' benefits on current financial year basis until the conclusion of the Company's next AGM in 2023.

Directors' benefits include allowances and other emoluments payable to Directors and in determining the estimated total the Board had considered various factors including the number of scheduled meetings for the Board, Board Committees, Board meetings of subsidiaries and covers the period from 1 January 2023 to 31 December 2023 (the due date for which the next AGM should be held). In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size etc.), approval will be sought at the next AGM for the additional amount to meet the shortfall.

3. Agenda Item No. 4 & No. 5

Resolution No. 3 to No. 5 – Re-election of Directors

Datuk Tew Boon Chin, Datuk Ir Low Ah Keong and Ms Sophia Lim Chia Hui are standing for re-election as Directors of the Company in accordance with the Constitution of the Company and being eligible, have offered themselves for re-election at the Eighth AGM. The details of the retiring Directors are set out under their respective profiles on pages 6 to 7 of the Annual Report 2022.

The Board had, through the Nomination Committee (“NC”), assessed the performance and contribution of the retiring Directors through the annual Board and Directors’ assessment for 2022 and taken into consideration the fit and proper criteria under the Directors’ Fit and Proper Policy of the Company.

Based on the outcome of the above assessment, the NC and the Board were satisfied that the retiring Directors met the criteria as prescribed under Rule 2.20A of the Listing Requirements of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. Accordingly, the Board (save for the retiring Directors who had abstained from deliberations on their own re-election) is supportive of the re-election of the retiring Directors.

Retirement of Director

Mr Lim Chin Hock, a Non-Independent Non-Executive Director who is retiring by rotation in accordance with Clause 125 of the Constitution of the Company, has expressed his intention not to seek re-election as a Director of the Company. Hence, he shall hold office until the conclusion of this AGM.

4. Agenda Item No. 6

Resolution No. 6 – Re-appointment of External Auditors

The Board had, through the Audit and Risk Management Committee (“ARMC”), assessed the suitability, objectivity and independence of the External Auditors, BDO PLT. The ARMC and the Board were satisfied that BDO PLT met the relevant criteria prescribed under Rule 15.21 of the Listing Requirements of Bursa Securities. The Board approved the ARMC’s recommendation to seek shareholders’ approval for the re-appointment of BDO PLT as the External Auditors of the Company.

Explanatory Notes on Special Businesses

5. Agenda Item No. 7

Resolution No. 7 - First and Final Single-Tier Dividend for the Financial Year Ended 30 June 2022

The Board of Directors, having satisfied that the distribution of first and final single-tier dividend is made out of profits of the Company and that the Company will be solvent and will be able to pay its debts as and when the debts become due within 12 months immediately after the distribution is made in accordance with the requirements under the Companies Act 2016, is recommending the first and final single-tier dividend of 0.22 sen per ordinary share for the financial year ended 30 June 2022 for shareholders’ approval.

6. Agenda Item No. 8

Resolution No. 8 - Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed the prescribed limit under the Listing Requirements of Bursa Securities.

However, please note that Section 85(1) of the Companies Act 2016 provides that “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” while Clause 15 of the Constitution and Rule 7.08 of the Listing Requirements provides that “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 the 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 constitution.”

This would essentially mean that the New Shares will have to be offered to the existing shareholders of the Company unless there is a direction to the contrary given in the general meeting of the Company. However, should the existing shareholders of the Company approve the Resolution No. 8, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016, which then would allow the Directors to issue new shares of the Company to any person without having to offer the said New Shares equally to all existing shareholders of the Company prior to issuance. This will result in a dilution to the shareholding percentage of the existing shareholders in the Company.

The Board of Directors of the Company is of the view that the Proposed General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. It will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

The proposed Resolution No. 8 is a renewal of the previous year's mandate. As at the date of this notice, the Company had issued and allotted 217,200,020 ordinary shares under the general mandate which was approved by the shareholders at the last AGM held on 24 November 2021. The proceeds raised from the previous general mandate was RM21,090,121.94 and the details and status of the utilisation of proceeds are as follows:

Purposes	Approved Utilisation (RM'000)	Actual Utilisation (RM'000)	Deviation: surplus/ (deficit) (RM'000)	Balance unutilised (RM'000)
Future acquisitions	21,010	-	31 ⁽¹⁾	21,041
Estimated expenses	80	(49)	(31) ⁽¹⁾	-
Total	21,090	(49)	-	21,041

Note:

(1) RM31,061 balance unutilised for estimated expenses has subsequently been re-allocated for future acquisition purposes.