

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Axteria Group Berhad (“Axteria” or the “Company”) will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities which are provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) via TIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC: D1A282781), on Monday, 30 January 2023 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED SHARES ISSUANCE OF UP TO 213,660,000 NEW ORDINARY SHARES IN AXTERIA (“AXTERIA SHARES” OR “SHARES”) (“SUBSCRIPTION SHARES”), REPRESENTING APPROXIMATELY 30.0% OF THE ENLARGED TOTAL NUMBER OF ISSUED SHARES OF AXTERIA (EXCLUDING TREASURY SHARES) (“PROPOSED SHARES ISSUANCE”)

“THAT subject to the approvals of all relevant authorities and/or parties being obtained (where applicable), approval be and is hereby given to the Board of Directors of the Company (“Board”) to:

- (i) allot and issue up to 213,660,000 Subscription Shares, at a subscription price of RM0.1250 per Subscription Share to the subscribers (“Subscribers”) as set out in Section 2.2 of the circular to shareholders of the Company (“Shareholders”) dated 13 January 2023 in relation to the Proposed Shares Issuance (“Circular”) based on the terms and conditions of the subscription agreements dated 13 December 2022 (“Subscription Agreements”) entered into between the Company and each of the Subscribers and any supplementals thereto;
- (ii) utilise the proceeds to be derived from the Proposed Shares Issuance for the purposes and in such manner as set out in Section 3 of the Circular and to vary the manner and/or purposes of the utilisation of such proceeds as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the approval of the relevant authorities (where required); and
- (iii) place the Subscription Shares to third party investor(s) who qualify under the Schedule 6 and 7 of the Capital Markets and Services Act 2007 in one (1) or more tranches at a subscription price to be determined at a later date by the Board (“Price-Fixing Date”), based on the 5-day volume weighted average market price (“VWAP”) of the shares of the Company up to the date prior to the Price-Fixing Date at the material time, in the event that any of the Subscribers is unable to fulfil the terms of their respective Subscription Agreement and any supplemental thereto.

THAT such Subscription Shares shall, upon allotment and issuance, rank equally and carry the same rights in all respects as the existing Axteria Shares, save and except that the Subscription Shares will not be entitled to any dividend, rights, allotment and/or other distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Subscription Shares;

THAT, pursuant to Section 85(1) of the Companies Act 2016 (“Act”) to be read together with Clause 61 of the Constitution of the Company, it may be construed to mean that all new shares or other convertible securities in the Company shall, before they are issued, be first offered to such persons who are entitled to receive notices from the Company of general meetings as at the date of the offer in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled (“Pre-emptive Rights”) and accordingly, should this resolution for the allotment and issuance of the Subscription Shares be passed by the Shareholders, this resolution shall have the effect of the Shareholders having agreed to irrevocably waive their Pre-emptive Rights in respect of the new Subscription Shares to be allotted and issued by the Company pursuant to the Proposed Shares Issuance, and in this respect approval is hereby given for the Pre-emptive Rights of the Shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Clause 61 of the Constitution of the Company to be and is hereby waived in respect of the issuance and allotment of the Subscription Shares in relation to the Proposed Shares Issuance;

AND THAT the Board be and is hereby authorised and empowered to do all acts, deeds and such things and to execute, enter into, sign and deliver or cause to be signed, executed or delivered on behalf of the Company, all necessary documents, agreements or arrangements to give effect and complete the Proposed Shares Issuance, including without limitation, with full power to assent to or make any modifications, variations and/or amendments as may be required or imposed by the relevant authorities and/or parties or as may be deemed necessary and/or expedient and/or appropriate by the Board in their absolute discretion in the interest of the Company and to take such steps as may be necessary or expedient to finalise, implement, give full effect and to complete the Proposed Shares Issuance.”

ORDINARY RESOLUTION 2

PROPOSED ALLOTMENT OF 23,000,000 AXTERIA SHARES TO MR. YEE WEI MENG (“MR. YEE”), THE EXECUTIVE DIRECTOR OF AXTERIA (“PROPOSED ALLOTMENT TO MR. YEE”)

THAT subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allot and issue 23,000,000 Axteria Shares at an issue price of RM0.1250 per Subscription Share to Mr. Yee, the Executive Director of Axteria based on the terms and conditions of the Subscription Agreement and any supplementals thereto;

THAT such Subscription Shares to Mr. Yee shall, upon allotment and issuance, rank equally and carry the same rights in all respects as the existing Axteria Shares, save and except that Mr. Yee shall not be entitled to any dividend, rights, allotment and/or other distribution that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment of the Subscription Shares;

AND THAT the Board be and is hereby authorised and empowered to do all acts, deeds and such things and to execute, enter into, sign and deliver or cause to be signed, executed or delivered on behalf of the Company, all necessary documents, agreements or arrangements to give effect and complete the Proposed Allotment to Mr. Yee, including without limitation, with full power to assent to or make any modifications, variations and/or amendments as may be required or imposed by the relevant authorities and/or parties or as may be deemed necessary and/or expedient and/or appropriate by the Board in their absolute discretion in the interest of the Company and to take such steps as may be necessary or expedient to finalise, implement, give full effect and to complete the Proposed Allotment to Mr. Yee.”

ORDINARY RESOLUTION 3

PROPOSED ALLOTMENT OF 121,500,000 AXTERIA SHARES TO MR. WOO WAI ONN @ FOO WAI ONN (“MR. WOO”), THE GROUP CHIEF EXECUTIVE OFFICER OF AXTERIA (“PROPOSED ALLOTMENT TO MR. WOO”)

THAT subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allot and issue 121,500,000 Subscription Shares at an issue price of RM0.1250 per Subscription Share to Mr. Woo, the Group Chief Executive Officer of Axteria based on the terms and conditions of the Subscription Agreement and any supplementals thereto;

THAT such Subscription Shares to Mr. Woo shall, upon allotment and issuance, rank equally and carry the same rights in all respects as the existing Axteria Shares, save and except that Mr. Woo shall not be entitled to any dividend, rights, allotment and/or other distribution that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment of the Subscription Shares;

AND THAT the Board be and is hereby authorised and empowered to do all acts, deeds and such things and to execute, enter into, sign and deliver or cause to be signed, executed or delivered on behalf of the Company, all necessary documents, agreements or arrangements to give effect and complete the Proposed Allotment to Mr. Woo, including without limitation, with full power to assent to or make any modifications, variations and/or amendments as may be required or imposed by the relevant authorities and/or parties or as may be deemed necessary and/or expedient and/or appropriate by the Board in their absolute discretion in the interest of the Company and to take such steps as may be necessary or expedient to finalise, implement, give full effect, and to complete the Proposed Allotment to Mr. Woo.”

ORDINARY RESOLUTION 4

PROPOSED ALLOTMENT OF 7,666,000 AXTERIA SHARES TO MR. TEE (TAY) ENG JOO (“MR. TEE”), A PERSON CONNECTED TO MR. WOO BY VIRTUE OF HIM BEING A BUSINESS PARTNER WITH MR. WOO (“PROPOSED ALLOTMENT TO MR. TEE”)

THAT subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allot and issue 7,666,000 Subscription Shares at an issue price of RM0.1250 per Subscription Share to Mr. Tee, a person connected to Mr. Woo by virtue of him being a business partner with Mr. Woo, based on the terms and conditions of the Subscription Agreement and any supplementals thereto;

THAT such Subscription Shares to Mr. Tee shall, upon allotment and issuance, rank equally and carry the same rights in all respects as the existing Axteria Shares, save and except that Mr. Tee shall not be entitled to any dividend, rights, allotment and/or other distribution that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment of the Subscription Shares;

AND THAT the Board be and is hereby authorised and empowered to do all acts, deeds and such things and to execute, enter into, sign and deliver or cause to be signed, executed or delivered on behalf of the Company, all necessary documents, agreements or arrangements to give effect and complete the Proposed Allotment to Mr. Tee, including without limitation, with full power to assent to or make any modifications, variations and/or amendments as may be required or imposed by the relevant authorities and/or parties or as may be deemed necessary and/or expedient and/or appropriate by the Board in their absolute discretion in the interest of the Company and to take such steps as may be necessary or expedient to finalise, implement, give full effect and to complete the Proposed Allotment to Mr. Tee.”

ORDINARY RESOLUTION 5

PROPOSED ALLOTMENT OF 6,000,000 AXTERIA SHARES TO MS. TAN SOCK ENG (“MS. TAN”), DEEMED PERSONS CONNECTED TO MR. WOO BY VIRTUE OF HER BEING THE SPOUSE OF MR. TEE, WHO IS A BUSINESS PARTNER WITH MR. WOO (“PROPOSED ALLOTMENT TO MS. TAN”)

THAT subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allot and issue 6,000,000 Subscription Shares at an issue price of RM0.1250 per Subscription Share to Ms. Tan, who is deemed a person connected to Mr. Woo by virtue of her being the spouse of Mr. Tee, who is a business partner with Mr. Woo, based on the terms and conditions of the Subscription Agreement and any supplementals thereto;

THAT such Subscription Shares to Ms. Tan shall, upon allotment and issuance, rank equally and carry the same rights in all respects as the existing Axteria Shares, save and except that Ms. Tan shall not be entitled to any dividend, rights, allotment and/or other distribution that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment of the Subscription Shares;

AND THAT the Board be and is hereby authorised and empowered to do all acts, deeds and such things and to execute, enter into, sign and deliver or cause to be signed, executed or delivered on behalf of the Company, all necessary documents, agreements or arrangements to give effect and complete the Proposed Allotment to Ms. Tan, including without limitation, with full power to assent to or make any modifications, variations and/or amendments as may be required or imposed by the relevant authorities and/or parties or as may be deemed necessary and/or expedient and/or appropriate by the Board in their absolute discretion in the interest of the Company and to take such steps as may be necessary or expedient to finalise, implement, give full effect and to complete the Proposed Allotment to Ms. Tan.”

By Order of the Board

PANG KAH MAN
SSM PC No.: 202008000183
MIA No.: 18831
Secretary Kuala Lumpur
13 January 2023

Explanatory Note:-

Pursuant to Section 85 of the Act read together with Clause 61 of the Company’s Constitution, the Shareholders have a statutory Pre-emptive Rights to be offered any new shares of the Company which rank equally to existing Shares issued by the Company. By you voting in favour of the proposed Ordinary Resolution 1, you will be waiving your statutory Pre-emptive Rights, and accordingly the proposed Ordinary Resolution 1, if passed, will be taken to mean and will tantamount to the Shareholders agreeing to waive and exclude their statutory Pre-emptive Rights under Section 85 of the Act and Clause 61 of the Company’s Constitution to be offered any new Shares to be issued by the Company pursuant to the Proposed Shares Issuance.

Notes:-

1. The EGM will be conducted on a fully virtual basis via TIH Online website at <https://tjih.online>. The conduct of a fully virtual EGM is in line with the revised Guidance Note and FAQs on the conduct of General Meetings for Listed Issuers issued by Securities Commission of Malaysia. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act provided that the online meeting platform is located in Malaysia and all meeting participants including Chairman of the meeting, board members, senior management and shareholders are to participate in the meeting online.

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM via the RPV facilities provided by Tricor via its TIH Online website at <https://tjih.online>. Please refer to the Administrative Guide for the EGM for the procedures to register and participate via RPV facilities.
2. A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) entitled to participate at the meeting is entitled to appoint a maximum of 2 proxies to participate on his/her behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate at the meeting of the Company shall have the same rights as the members to participate at the meeting.
3. A member who has appointed a proxy/attorney/authorised representative to participate at this EGM via RPV facilities must request his/her proxy/attorney/authorised representative to register himself/herself for RPV facilities at <https://tjih.online>. Please refer to the Procedures for RPV facilities as set out in the Administrative Guide for the EGM.
4. Where a member appoints 2 proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
5. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act 1991, 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. The Form of Proxy shall be signed by the appointer or his/her attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
7. In the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy, have been duly completed by the member(s).
8. The original instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Share Registrars’ Office at Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively to submit the Form of Proxy electronically via TIH Online website at <https://tjih.online> not later than 24 hours before the time of holding the EGM. Please refer to the procedure as set out in the Administrative Guide for the EGM for the electronic lodgment of the Form of Proxy.
9. For the purpose of determining who shall be entitled to participate at this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 20 January 2023 and only Members whose names appear on such Record of Depositors shall be entitled to participate at this meeting and entitled to appoint proxy or proxies.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the EGM will be put to vote by way of poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.