



**AXTERIA GROUP BERHAD**  
Registration No. 199901021765 (496665-W)  
(Incorporated In Malaysia)

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Fourth (24<sup>th</sup>) Annual General Meeting (“AGM”) of 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 (or “Tricor”) via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) on Tuesday, 30 May 2023 at 11.00 a.m. for the transaction of the following businesses: -

### **AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and the Auditors thereon.
2. To approve the following payments:
  - a) To approve the payment of Directors' Fees amounting to RM498,000.00 in respect of the financial year ending 31 December 2023 and up to the next AGM, to be paid monthly in arrears.

**(Ordinary Resolution 1)**
  - b) To approve payment of Directors' benefits of up to RM502,000.00 for the financial period from 1 July 2023 to 30 June 2024, to be paid monthly in arrears.

**(Ordinary Resolution 2)**
3. To re-elect the following Directors who retire in accordance with Clause 114 of the Company's Constitution: -
  - (1) Dato Abdullah Bin Abdul Mannan **(Ordinary Resolution 3)**
  - (2) Mr. Woo Wai Onn @ Foo Wai Onn **(Ordinary Resolution 4)**
  - (3) Mr. Kevin Low Ee Ming **(Ordinary Resolution 5)**
  - (4) Ms. Yap Yung Chien **(Ordinary Resolution 6)**
  - (5) Mr. Yau Yin Wee **(Ordinary Resolution 7)**
4. To re-elect the following Director who retires in accordance with Clause 105(1) of the Company's Constitution: -
  - (1) Ms. Ng Lee Thin **(Ordinary Resolution 8)**
5. To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to determine their remuneration.

**(Ordinary Resolution 9)**

## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without any modification:-

6. **Authority to Issue Shares pursuant to the Companies Act 2016 ("the Act")**

"THAT subject to the Act, the Constitution of the Company, and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any relevant governmental or regulatory authority, the Directors of the Company be hereby empowered, pursuant to the 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, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company for the time being ("General Mandate");

AND THAT approval be hereby given for the pre-emptive rights of the shareholders of the Company under Section 85 of the Act read together with Clause 61 of the Constitution, over all the new shares to be issued pursuant to and/or arising from the General Mandate ranking equally to the existing issued shares, being in proportion as nearly as the circumstances admit, to the amount of the existing shares held by the shareholders of the Company as at the date of issuance and allotment of such new shares ("Pre-emptive Rights"), be irrevocably and unconditionally waived ("Waiver of Pre-emptive Rights");

AND THAT the Company be exempted from the obligation to offer such new shares to be issued and allotted pursuant to the General Mandate to the shareholders of the Company in accordance with the Pre-emptive Rights;

AND THAT the Directors and/or the Company Secretary be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Waiver of Pre-emptive Rights for and on behalf of the Company;

AND THAT the Directors be also empowered to obtain the approval for the listing of, and quotation for, the additional shares so issued on Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."

**(Ordinary Resolution 10)**

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

BY ORDER OF THE BOARD

Pang Kah Man  
SSM PC No.: 202008000183  
MIA No.: 18831  
Company Secretary

Muar, Johor Darul Takzim  
28 April 2023

**Notes:-**

1. The 24<sup>th</sup> AGM will be conducted on a fully virtual basis via TIH Online website at <https://tiih.online>. The conduct of a fully virtual AGM 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 (or "Members") are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 24<sup>th</sup> AGM via the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for the 24<sup>th</sup> AGM for the procedures to register and participate via RPV facilities.

2. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy.
3. A member who has appointed a proxy/attorney/authorized representative to participate at this 24<sup>th</sup> AGM via RPV facilities must request his/her proxy/attorney/authorized representative(s) to register himself/herself for RPV facilities at <https://tiih.online>. Please refer to the Procedures for RPV facilities as set out in the Administrative Guide for the 24<sup>th</sup> AGM.
4. The 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 that power of attorney, must be deposited at the office of the 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 not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of 24<sup>th</sup> AGM to vote by way of poll. Alternatively, the form of proxy can be lodged electronically via TIH Online website at <https://tiih.online> no later than Monday, 29 May 2023 at 11.00 a.m.
5. 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/their 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).
6. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
7. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
8. Where a member of the Company 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 the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.

9. Only depositors whose names appear in the Register of Depositors as at 23 May 2023 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 24<sup>th</sup> AGM.

## **Explanatory Notes to the Agenda**

### **10. Item No. 1 of the Agenda**

#### **Audited Financial Statements**

This item of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Act require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at the 24<sup>th</sup> AGM. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

### **11. Items No. 2(a) of the Agenda**

#### **Approval of Directors' fees**

The Directors' fees proposed for the financial year ending 31 December 2023 are calculated based on the current board size and assuming that all Directors will hold office until 31 December 2023. This resolution is to facilitate payment of Directors' fees on current financial year basis. The payment of the Directors' fees will be made monthly in arrears if the proposed Ordinary Resolution 1 has been passed at the AGM of the Company. In the event the proposed Directors' fees are insufficient (e.g. due to enlarged board size, etc.), approval will be sought at the next AGM for additional fees to meet the shortfall.

### **12. Item No. 2(b) of the Agenda**

#### **Payment of Directors' benefits**

This resolution is to facilitate payment of Directors' benefits for the period from 1 July 2023 to 30 June 2024 (being the due date to hold the next AGM in 2024). 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.

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 the Company and/or the subsidiaries, if any and covers the period from 1 July 2023 to 30 June 2024 (being the due date to hold the next AGM in 2024).

### **13. Items No. 3 and 4 of the Agenda**

#### **Re-election of retiring Directors**

Clause 114 of the Company's Constitution provides that all the new Directors appointed by the Board during the year shall hold office only until the next AGM and shall be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Dato Abdullah Bin Abdul Mannan, Mr. Woo Wai Onn @ Foo Wai Onn, Mr. Kevin Low Ee Ming, Ms. Yap Yung Chien and Mr. Yau Yin Wee who were appointed in January, February and March 2023 respectively, are to stand for re-election at the 24<sup>th</sup> AGM pursuant to this clause.

Clause 105(1) of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at each AGM of the Company and all Directors shall retire from office at least once every 3 years but shall be eligible for re-election. Pursuant to this clause, Ms. Ng Lee Thin is due for retirement by rotation and she has offered herself for re-election at the 24<sup>th</sup> AGM.

In addition, the Nomination Committee ("NC") had in April 2023 assessed the performance and attributes of the Board, Board Committees and individual Directors in respect of their effectiveness and contribution to the Company, based on a set of prescribed criteria which were approved by the Board.

Based on this annual assessment conducted and notwithstanding that some of the members were just newly appointed after the year under review, the NC was of the view that the existing Board and each of its members have the requisite competence and capability to contribute to the needs of the Company and they had sufficiently demonstrated their commitment to the Group in terms of time and participation at meetings during the year under review. Each of the retiring Directors has confirmed to the Board that they do not have any conflict of interest with any of the companies in the Group which may affect his/her ability to act in the best interest of the Company.

Accordingly, the NC (with the exception of the Directors who abstained in respect of their individual retirement) recommended to the Board the re-election of the retiring Directors, namely, Dato Abdullah Bin Abdul Mannan, Mr. Woo Wai Onn @ Foo Wai Onn, Mr. Kevin Low Ee Ming, Ms. Yap Yung Chien, Mr. Yau Yin Wee and Ms. Ng Lee Thin at the 24<sup>th</sup> AGM. Based on the recommendation of the NC, the Board supports the re-election of these retiring Directors at the 24<sup>th</sup> AGM.

#### **14. Item No. 6 of the Agenda**

##### **Authority to Issue Shares pursuant to the Act**

The proposed Ordinary Resolution 10 is for the purpose of granting a fresh general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to the Act, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per cent (10%) of the total number of issued shares of the Company for the time being.

The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company. The General Mandate will provide flexibility to the Company for allotment of shares for any possible fundraising activities, including but not limited to placement of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s).

#### **15. Personal data privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Company's 24<sup>th</sup> AGM 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 24<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 24<sup>th</sup> AGM (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.

#### **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

(Pursuant to Paragraph 8.28(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

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1. **Details of Individuals Standing for Election as Directors**  
No individual is seeking for election as a Director at the 24<sup>th</sup> AGM of the Company.
2. **Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.**  
Please refer to item 14 – Explanatory Notes to the Agenda for Ordinary Resolution 10 on Authority to issue Shares pursuant to Sections 75 & 76 of the Act under the Notes to the Notice of 24<sup>th</sup> AGM.

**AXTERIA GROUP BERHAD**

Company No. : 199901021765 (496665-W)

**FORM OF PROXY**

CDS Account No.	
Number of Shares held	

I/We, \_\_\_\_\_ (full name in block letters)

NRIC No./Passport No./Company No. \_\_\_\_\_

of \_\_\_\_\_

(full address)

being member of **AXTERIA GROUP BERHAD ("Company")**, hereby appoint the following person(s) as my/our proxy:

Name of proxy & NRIC No. / Passport No.	Contact No.	Email address	No. of ordinary shares represented by proxy	Percentage of shareholding
1.				
2.				
TOTAL				100%

or failing him/her, the Chairman of the Meeting as as my/our proxy to vote on my/our behalf at the 24th Annual General Meeting ("AGM") of the Company to be held on 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 (or "Tricor") via TIIH Online website at <https://tiah.online> or <https://tiah.com.my> (Domain registration number with MYNIC:D1A282781) on Tuesday, 30 May 2023 at 11.00 a.m. and at every adjournment thereof, and to vote as indicated below: -

No.	Ordinary Resolutions	For	Against
1	Approval of Directors' fees for the financial year ending 31 December 2023		
2	Approval of benefits payable to Non-Executive Directors		
3	Re-election of Dato Abdullah Bin Abdul Mannan as Director		
4	Re-election of Mr. Woo Wai Onn @ Foo Wai Onn as Director		
5	Re-election of Mr. Kevin Low Ee Ming as Director		
6	Re-election of Ms. Yap Yung Chien as Director		
7	Re-election of Mr. Yau Yin Wee as Director		
8	Re-election of Ms. Ng Lee Thin as Director		
9	Re-appointment of Crowe Malaysia PLT as Auditors		
10	Authority to Issue Shares pursuant to the Companies Act 2016		

Please indicate with [ ✓ ] on how you wish your votes to be cast. (Unless otherwise instructed, the proxy may vote as he/she thinks fit). If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.

Dated this ..... day of ..... 2023

.....

Signature of Shareholder(s) or Common Seal

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Stamp

The Share Registrar of  
**AXTERIA GROUP BERHAD**  
**Company No. : 199901021765 (496665-W)**

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.

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7. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
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9. Only depositors whose names appear in the Register of Depositors as at 23 May 2023 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 24th AGM.
10. By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the 24th AGM and any adjournment thereof.