

# ➤ NOTICE OF 55<sup>TH</sup> ANNUAL GENERAL MEETING

**I-Berhad**  
(196701000055 (7029- H))  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN THAT** the 55<sup>th</sup> Annual General Meeting (“AGM”) of I-BERHAD (“the Company”) will be held at Level 33, Mercu Maybank, i-City, Selangor Golden Triangle, 40000 Shah Alam, Selangor, Malaysia on Tuesday, 28 June 2022 at 4.30 p.m. to transact the following businesses:-

## AGENDA

### AS ORDINARY BUSINESS

- |  |                       |
|--|-----------------------|
| 1. To receive the audited Financial Statements for the financial year ended 31 December 2021 together with the Directors’ and Auditors’ Reports thereon.       | <b>Note A</b>         |
| 2. To approve the payment of Directors’ fees of RM276,000 for the financial year ended 31 December 2021.   | <b>(Resolution 1)</b> |
| 3. To approve the payment of Directors’ fees of RM294,000 for the Non-Executive Directors.   | <b>(Resolution 2)</b> |
| 4. To re-elect Y. Bhg. Dato’ Eu Hong Chew who retires pursuant to Clause 84 of the Company’s Constitution and being eligible, offer himself for re-election.   | <b>(Resolution 3)</b> |
| 5. To re-elect Mr Lim Boon Soon, Ricky who retires pursuant to Clause 84 of the Company’s Constitution and being eligible, offer himself for re-election.      | <b>(Resolution 4)</b> |
| 6. To re-elect Y. Bhg. Tan Sri Lim Kim Hong who retires pursuant to Clause 96 of the Company’s Constitution and being eligible, offer himself for re-election. | <b>(Resolution 5)</b> |
| 7. To re-appoint Messrs. Deloitte PLT, as Auditors of the Company and to authorise the Directors to fix their remuneration.                                    | <b>(Resolution 6)</b> |

### AS SPECIAL BUSINESS

8. To consider, and if thought fit, to pass the following Ordinary Resolutions:-

**(A) PROPOSED RETENTION OF MADAM GOH YEANG KHENG AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

“THAT Madam Goh Yeang Kheng, who will be attaining a cumulative term of nine (9) years on 30 June 2022 as Independent Non-Executive Director of the Company, to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.”

**(Resolution 7)**

**(B) AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company for the time being, subject always to the approvals of all the relevant regulatory authorities.”

**(Resolution 8)**

## NOTICE OF 55<sup>th</sup> ANNUAL GENERAL MEETING (CONT'D)

### (C) PROPOSED AUTHORITY FOR SHARE BUY-BACK RENEWAL

"THAT, subject always to the Companies Act 2016, the provisions of the Constitution of the Company, the listing requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the extent permitted by law, to buy-back and/or hold such amount of shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (i) the aggregate number of shares bought-back and/or held does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Securities;
- (ii) the amount allotted shall not exceed the retained profits of the Company based on its latest audited financial statements available up to the date of the transaction pursuant to the Proposed Authority for Share Buy-Back Renewal; and
- (iii) the shares purchased are to be treated in either of the following manner:-
  - (a) cancel the purchased ordinary shares; or
  - (b) retain the purchased ordinary shares as treasury shares held by the Company; or
  - (c) retain part of the purchased ordinary shares as treasury shares and cancel the remainder.

The treasury shares may be distributed as share dividends to the shareholders and/or resold on Bursa Securities and/or transferred for the purposes of or under an employees' share scheme and/or as purchase consideration.

AND THAT this Proposed Authority for Share Buy-Back Renewal, if approved by the shareholders at the forthcoming Annual General Meeting, will be effective upon the passing of the ordinary resolution proposed at the Annual General Meeting and such authority shall only continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at the general meeting, the authority is renewed either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders at a general meeting,

whichever is earlier.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient and to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid buy-back with full powers to amend and/or assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the full power to do all such acts and things thereafter in accordance with the Companies Act 2016, the provisions of the Constitution of the Company and the requirements of Bursa Securities and all other relevant governmental and/or regulatory authorities."

**(Resolution 9)**

- 9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order of the Board

**TOOYET LAN**

Company Secretary

SSM Practicing Certificate No. 202008000523

MAICSA No. 0817992

Shah Alam

29 April 2022

## NOTICE OF 55<sup>th</sup> ANNUAL GENERAL MEETING (CONT'D)

### Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 June 2022 (General Meeting Record of Depositors) shall be entitled to attend and vote at this 55<sup>th</sup> AGM.
2. A member entitled to attend, speak and vote at the general meeting is entitled to appoint any person as his proxy to attend, speak and vote in his stead.
3. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
4. 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
5. Where a member 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.
6. The Form of Proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation, under its common seal or the hand of an officer or attorney duly authorised.
7. For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment 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, Malaysia or alternatively, at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
  - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
  - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    - (a) at least two (2) authorised officers, of whom one shall be a director; or
    - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
8. Any authority pursuant to which such an appointment is made by power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., or alternatively, at its Customer Service Centre not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person 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.

## NOTICE OF 55<sup>th</sup> ANNUAL GENERAL MEETING (CONT'D)

9. 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's Share Registrar not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., or alternatively, at its Customer Service Centre.

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.

10. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

11. Last date and time for lodging the proxy form is **Sunday, 26 June 2022 at 4.30 p.m.**

12. 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 poll.

### EXPLANATORY NOTES

#### NOTE A

This Agenda item is meant for discussion only as under the provision of Section 340 of the Companies Act 2016, the audited financial statements do not require a formal approval of the shareholders. Hence, this resolution will not be put forward for voting.

#### RESOLUTION 2

Resolution 2, if passed, will give approval to pay to the Non-Executive Directors on a monthly basis up to 30 June 2023, Directors' fees of up to a total amount of RM294,000 for their services on the Board as tabulated below.

Director	Proposed Directors' Fee (RM)
Ng Chee Kiet	72,000.00 *
Peck Boon Soon	60,000.00 *
Dato' Eu Hong Chew	108,000.00 **
Goh Yeang Kheng	54,000.00 ***
<b>Total</b>	<b>294,000.00</b>

#### Notes:

\* Proposed Directors' Fee from 1 July 2022 to 30 June 2023 (AGM 2023)

\*\* Consist of:-

(i) RM36,000 from 1 January 2022 to 30 June 2022

(ii) RM72,000 from 1 July 2022 to 30 June 2023

\*\*\* Consist of:-

(i) RM18,000 from 1 January 2022 to 30 June 2022

(ii) RM36,000 from 1 July 2022 to 30 June 2023

## NOTICE OF 55<sup>th</sup> ANNUAL GENERAL MEETING (CONT'D)

### RESOLUTION 7

The ordinary resolution proposed under Agenda 8(A), is in line with the Malaysian Code on Corporate Governance 2021. The Board had via the Nomination Committee, assessed the performance of Madam Goh Yeang Kheng, who will be attaining a cumulative term of nine (9) years on 30 June 2022 as Independent Non-Executive Director of the Company and has recommended that she continues to act as Independent Non-Executive Director until the conclusion of the next Annual General Meeting of the Company based on the following justifications:

- Madam Goh's length of service on the Board of approximately nine (9) years did not in anyway interfere with her exercise of objective and independent judgement or her ability to act in the best interests of the Company and Group. She has devoted sufficient time and commitment to her role and responsibilities as an Independent Director for informed and balanced decision making; and
- She has expressed due care during her tenure as Independent Director of the Company and has discharged her duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the interest of the Company and its shareholders.

### RESOLUTION 8

The Company has not issued any new shares to-date under the general authority which was approved at the 54<sup>th</sup> Annual General Meeting held on 29 June 2021 and which will lapse upon the conclusion of the forthcoming 55<sup>th</sup> Annual General Meeting to be held on 28 June 2022. A renewal of this authority is being sought at the 55<sup>th</sup> Annual General Meeting under proposed Resolution 8.

Resolution 8 proposed under Agenda 8(B), if passed, will give the Directors of the Company authority to issue and allot shares as the Directors in their discretion consider to be in the best interest of the Company, without having to convene a general meeting in the event of any strategic opportunities to broaden the operating base and earnings potential of the Company which may involve the issuance of new shares. Any delay and cost involved in convening a general meeting to approve such issuance of shares would thus be avoided.

Pursuant to the 20% General Mandate, Bursa Securities has mandated that the 20% General Mandate may be utilised to issue new securities until 31 December 2022 ("Extended Utilisation Period") and thereafter, the 10% General Mandate will be reinstated and this authority will expire at the next Annual General Meeting of the Company.

### RESOLUTION 9

The ordinary resolution proposed under Agenda 8(C), will empower the Directors of the Company to purchase the Company's own shares by utilising the funds allocated which shall not exceed the total retained profits of the Company provided that the aggregate number of shares which may be purchased and/or held as treasury shares by the Company does not exceed ten per centum (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Further information on the Company's proposed renewal of authority to purchase its own shares are set out in the Share Buy Back Statement to Shareholders dated 29 April 2022.

### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 55<sup>th</sup> Annual General Meeting 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 55<sup>th</sup> Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 55<sup>th</sup> Annual General Meeting (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.