Infoline

INFOLINE TEC GROUP BERHAD

Registration No. 202101032489 (1432789-M)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting ("**4th AGM**") of Infoline Tec Group Berhad ("**the Company**") will be held at **Mutiara 3, Royale Chulan Damansara, No. 2, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan** on **Wednesday, 27 August 2025** at **10:00 a.m.** (Malaysian time) for the following purposes:-

A G E N D A

ORDINARY BUSINESS

1. To receive the Audited Financial Statements together with the Directors' and Auditors' Reports thereon for the financial period ended 31 March 2025.
(please refer to Explanatory Note A)

2. To approve the payment of additional Non-Executive Directors' fees and benefits of up to RM50,000/- for the period from the Third Annual General Meeting ("**3rd AGM**") until the 4th AGM. **Ordinary Resolution 1**
(please refer to Explanatory Note B)

3. To approve the payment of Non-Executive Directors' fees and benefits of up to RM300,000/- for the period from the 4th AGM until the next Annual General Meeting ("**AGM**") to be held in the year 2026. **Ordinary Resolution 2**
(please refer to Explanatory Note C)

4. To re-elect the following Directors of the Company, who retire by rotation in accordance with Clause 76(3) of the Company's Constitution and being eligible, had offered themselves for re-election:-
(a) Mr. Too Yit Meng; and **Ordinary Resolution 3**
(b) Ms. Olivia Lim. **Ordinary Resolution 4**
(please refer to Explanatory Note D)

5. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors of the Company to determine their remuneration. **Ordinary Resolution 5**

SPECIAL BUSINESS

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

6. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT")** **Ordinary Resolution 6**

"**THAT** subject always to the Sections 75 and 76 of the Act, Constitution of the Company, the Main Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approval of relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

THAT pursuant to Section 85 of the Act to be read together with Clause 12(3) of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Act;

AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting."
(please refer to Explanatory Note E)

7. **PROPOSED SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED SHARE BUY-BACK AUTHORITY")** **Ordinary Resolution 7**

"**THAT** subject to the compliance with Section 127 of the Act, the Constitution of the Company, the Listing Requirements of Bursa Securities and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem and expedient in the interest of the Company, provided that:-

(i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
(ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase.

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-

(i) cancel all the shares so purchased; and/or
(ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
(iii) retain part thereof as treasury shares and cancel the remainder; or in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:-

(a) the conclusion of the next AGM of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
(b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
(c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting; whichever occurs first.

AND THAT the Directors of the Company be authorised to give effect to the Proposed Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to take such steps and do all such acts and things as they may deem fit and expedient in the best interest of the Company."
(please refer to Explanatory Note F)

8. To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD

YEOW SZE MIN
(MAICSA 7065735)
(SSM PC No. 201908003120)

CHEW KIT YEE
(MAICSA 7067474)
(SSM PC No. 202208000376)

Company Secretaries

Kuala Lumpur
25 July 2025

NOTES ON APPOINTMENT OF PROXY

1. Only a member whose name appears in the Record of Depositors of the Company as at 20 August 2025 shall be entitled to attend, speak and vote, and to appoint proxy(ies) to attend, speak and vote on his/her/its behalf at the 4th AGM.
2. A member of the Company who is entitled to attend and vote at the 4th AGM may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the 4th AGM. A proxy may but need not be a member of the Company.
3. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, 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 as defined under the Securities Industry (Central Depositories) Act 1991 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.
5. Where a member appoints more than one (1) proxy to attend the 4th AGM, the member shall specify the proportion of his/her shareholdings to be represented by each proxy.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of a duly authorised officer or attorney of the corporation.
7. 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 not less than forty-eight (48) hours before the time appointed for holding the 4th AGM or any adjournment thereof:-
   a. <u>In hard copy form</u>
   The Proxy Form must be deposited with the Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan.
   b. <u>By electronic means</u>
   The Proxy Form can be electronically lodged via the following methods:-
   (i) Vide Facsimile (**Fax Number: +603-2094 9940 / +603-2095 0292**); or
   (ii) Vide designated Email Address of Share Registrar: **<u>info@sshsb.com.my</u>**

   A member may call the support line of Securities Services (Holdings) Sdn. Bhd. at +603-2084 9000 for assistance/clarification on item (7)(b) above.
8. Any notice of termination of authority to act as proxy must be received by the Company not less than forty-eight (48) hours before the time stipulated for holding the 4th AGM or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Act:-
   a. the constitution of the quorum at such meeting;
   b. the validity of anything he did as chairman of such meeting;
   c. the validity of a poll demanded by him at such meeting; or
   d. the validity of the vote exercised by him at such meeting.
9. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 4th 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 agent) for the purpose of the processing and administration of proxies and representatives appointed for the 4th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 4th AGM (including any adjournment thereof), and in order for the Company (or its agent) 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 agent), 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 agent) 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 (or its agent) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Explanatory Notes:

A. <u>Agenda item 1 - Audited Financial Statements for the financial period ended 31 March 2025</u>

This agenda item is meant for discussion only in accordance with Section 340(1)(a) of the Act. The Audited Financial Statements do not require a formal approval of shareholders and hence, the matter will not be put forward for voting.

B. <u>Agenda item 2 – Additional Directors' Fees and Benefits (Ordinary Resolution 1)</u>

At the 3rd AGM of the Company held on 31 May 2024, the shareholders approved the payment of Non-Executive Directors' fees and benefits of up to RM280,000/- for the period from the 3rd AGM until the next Annual General Meeting to be held in the year 2025.

Subsequently, on 8 April 2025, the Company changed its financial year end from 31 December 2024 to 31 March 2025. As a result of this change, the interval between the 3rd AGM and the upcoming 4th AGM has been extended beyond the originally anticipated 12-month period. Accordingly, the approved amount of RM280,000/-, which was based on the previous financial year structure, is insufficient to cover the Non-Executive Directors' fees and benefits for the extended period up to the 4th AGM. The total fees and benefits are expected to exceed the approved amount by approximately RM50,000/-.

Accordingly, the Company wishes to seek shareholders' approval for an additional amount of up to RM50,000/- to cover the shortfall in Non-Executive Directors' fees and benefits for the said period.

C. <u>Agenda item 3 – Directors' Fees and Benefits (Ordinary Resolution 2)</u>

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Non-Executive Directors of a listed company and its subsidiaries shall be approved by shareholders at a general meeting.

The proposed Directors' fees and benefits are calculated based on the current Board size and the number of scheduled Board and Committee meetings for the period from the 4th AGM up to the next AGM to be held in the year 2026. In the event the proposed amount is insufficient (i.e. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

The Ordinary Resolution 2, if passed, will allow the Company to make the payment to the Non-Executive Directors on a monthly basis. The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid such payment on a monthly basis after they have discharged their responsibilities and rendered their services to the Company.

D. <u>Agenda item 4 – Re-election of Directors (Ordinary Resolutions 3 and 4)</u>

Mr. Too Yit Meng and Ms. Olivia Lim ("**Retiring Directors**") are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 4th AGM.

The Board had through the Nominating Committee ("**NC**") carried out the annual assessment and fit and proper assessment on the Retiring Directors and agreed that they met the criteria as prescribed by Paragraph 2.20A of the Listing Requirements of Bursa Securities on character, experience, integrity, competence and time to effectively discharge their role as Directors of the Company.

The Board had also through the NC carried out an assessment on the independence of Ms. Olivia Lim and is satisfied that she met the criteria of independence as prescribed in the Listing Requirements of Bursa Securities.

E. <u>Agenda item 6 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act (Ordinary Resolution 6)</u>

The Company wishes to obtain a mandate on the authority to issue shares pursuant to Sections 75 and 76 of the Act at the 4th AGM of the Company to issue shares any time to such persons provided that the aggregate number of shares to be issued pursuant to this resolution during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being (hereinafter referred to as the "**General Mandate**").

The Company had been granted a general mandate on the authority to issue shares pursuant to the Act by its shareholders at the 3rd AGM of the Company held on 31 May 2024 (hereinafter referred to as the "**Previous Mandate**").

As at the date of this notice, the Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.

The purpose of seeking the General Mandate is to provide the flexibility to the Company's Directors to issue and allot new shares in the Company in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting, for any potential fund raising activities, including but not limited to placement of shares, for the purpose of funding future investments, working capital and/or acquisition.

Pursuant to Section 85(1) of the Act to read together with Clause 12(3) 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. Thus, a waiver is required.

The Ordinary Resolution 6, if passed, would allow the Directors to issue new shares to any person under the authority to issue shares pursuant to the Act without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM.

F. <u>Agenda item 7 – Proposed Share Buy-Back Authority (Ordinary Resolution 7)</u>

The Ordinary Resolution 7, if passed, will provide a mandate for the Company to purchase its own ordinary shares up to ten percent (10%) of the total number of issued shares of the Company and shall lapse at the conclusion of the next AGM unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Further information on the Proposed Share Buy-Back Authority is set out in the Statement to Shareholders dated 25 July 2025.