



**MYNEWS HOLDINGS BERHAD**  
(Registration No: 201301010004/1039846-T)  
(Incorporated in Malaysia)

**NOTICE OF POSTPONED SEVENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the postponed Seventh Annual General Meeting (“7<sup>th</sup> AGM”) of the Company will be conducted entirely through live streaming from the Broadcast Venue at Lot No. 3, Jalan Teknologi 3/1, Taman Sains Selangor 1, Seksyen 3, PJU 5, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on 25 June 2020, Thursday at 2.00 p.m.

**AGENDA**

**AS ORDINARY BUSINESS:**

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|-----|--|--|
| 1.  | To receive the Audited Financial Statements for the year ended 31 October 2019 together with the Reports of Directors and Auditors thereon.                      | (Please refer to Explanatory Note A to this Agenda)                          |
| 2.  | To approve the payment of Directors’ Fees of RM287,500 for the financial year ended 31 October 2019.   | Ordinary Resolution 1  |
| 3.  | To approve the payment of Directors’ meeting allowances of up to RM63,000 for the period from 26 June 2020 until the next Annual General Meeting of the Company. | Ordinary Resolution 2<br>(Please refer to Explanatory Note B to this Agenda) |
| 4.  | To re-elect the following Directors who are retiring in accordance with Article 114(1) of the Company’s Constitution:  |  |
| 4.1 | Dang Tai Luk   | Ordinary Resolution 3  |
| 4.2 | Dang Tai Wen   | Ordinary Resolution 4  |
| 5.  | To re-appoint Messrs. Grant Thornton Malaysia PLT as the Company’s Auditors for the ensuing year and to authorise the Directors to fix their remuneration.       | Ordinary Resolution 5  |

**AS SPECIAL BUSINESS:**

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|----|--|--|
| 6. | To consider and, if thought fit, to pass with or without modifications, the following Ordinary Resolution:   |  |
|    | <b>Proposed Renewal of Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016</b>   | Ordinary Resolution 6<br>(Please refer to Explanatory Note C to this Agenda) |
|    | “ <b>THAT</b> subject always to the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot and issue shares in the Company at any time 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 to be issued pursuant to this resolution does not exceed 10% of the total issued capital of the Company at the time of issue <b>AND THAT</b> the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad. |  |

**AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

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

7.1 **Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out in Section 2.4 (i), (ii) & (iii) of the Circular to Shareholders dated 25 February 2020**

**Ordinary Resolution 7**  
**(Please refer to**  
**Explanatory Note D to**  
**this Agenda)**

**“THAT**, subject to the provision of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Mynews Holdings Berhad and its subsidiaries (**“Mynews Group”**) to enter into and to give effect to specified recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Section 2.4 (i), (ii) and (iii) of the Circular to Shareholders dated 25 February 2020 which are necessary for its day-to-day operations, to be entered into by Mynews Group on the basis that these transactions are entered into on transaction prices and terms which are not more favourable to the Related Parties than generally available to the public and are not detrimental to the minority shareholders of the Company;

**THAT** the Proposed New Shareholders' Mandate is subject to annual renewal, **AND THAT** any authority conferred by the Proposed New Shareholders' Mandate, shall only continue to be in force until:

- (i) the conclusion of the next annual general meeting (**“AGM”**) of the Company following the general meeting at which the Proposed New Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed; or
- (ii) the expiration of the period within which the AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earliest;

**AND FURTHER THAT** the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed New Shareholders' Mandate.”

7.2 **Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out in Section 2.4 (iv) of the Circular to Shareholders dated 25 February 2020**

**Ordinary Resolution 8**  
**(Please refer to Explanatory Note D to this Agenda)**

**“THAT**, subject to the provision of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Mynews Holdings Berhad and its subsidiaries (**“Mynews Group”**) to enter into and to give effect to specified recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Section 2.4 (iv) of the Circular to Shareholders dated 25 February 2020 which are necessary for its day-to-day operations, to be entered into by Mynews Group on the basis that these transactions are entered into on transaction prices and terms which are not more favourable to the Related Parties than generally available to the public and are not detrimental to the minority shareholders of the Company;

**THAT** the Proposed New Shareholders' Mandate is subject to annual renewal, **AND THAT** any authority conferred by the Proposed New Shareholders' Mandate, shall only continue to be in force until:

- (i) the conclusion of the next annual general meeting (**“AGM”**) of the Company following the general meeting at which the Proposed New Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed; or
- (ii) the expiration of the period within which the AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earliest;

**AND FURTHER THAT** the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed New Shareholders' Mandate.”

**BY ORDER OF THE BOARD**

**LIM LAANG FENG** (MAICSA 7062700)  
**ISAAC LIM FUNG SERN** (MIA 21288)  
Company Secretaries

Selangor Darul Ehsan  
27 May 2020

## NOTES:

1. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors as at 18 June 2020 (“General Meeting Record of Depositors”) shall be eligible to attend, speak and vote at the meeting.
2. A member entitled to vote and attend at the meeting is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf. In case of a corporation, a duly authorised representative to attend and vote in its stead. The proxy may but need not be a member of the Company and there is no limitation as to the qualification of the proxy. A proxy/representative appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
3. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the meeting and the appointment shall be invalid unless he/she specifies the proportions of his/her shareholding to be represented by each proxy.
4. Where a member 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.
5. If the appointor is a corporation this form must be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the Poll Administrator Office at 54B Damai Complex, Jalan Lumut, 50400 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.

## EXPLANATORY NOTES TO THE AGENDA

### A. Item 1 of the Agenda

To receive the Audited Financial Statements for the year ended 31 October 2019 together with the Reports of Directors and Auditors thereon

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This is meant for discussion only, as the provision of Section 340(1) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.

### B. Item 3 of the Agenda – Ordinary Resolution 2

Payment of Directors’ meeting allowances

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Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.

The Proposed Ordinary Resolution 2 is to facilitate payment of Directors’ meeting allowances for the period from 26 June 2020 until the next Annual General Meeting (8<sup>th</sup> AGM).

The meeting allowances are calculated based on the number of scheduled Board and Committee meetings for the said period and assuming, that all Non-Executive Directors will hold office from 26 June 2020 to the date of the 8<sup>th</sup> AGM. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional meeting allowance to meet the shortfall.

C. Item 6 of the Agenda – Ordinary Resolution 6  
Proposed Renewal of Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

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The Ordinary Resolution 6 is a proposed general mandate by the shareholders for the Company to issue and allot shares at any time to such persons in its absolute discretion without convening a general meeting provided, that the aggregate number of shares issued does not exceed 10% of the issued share capital of the Company.

The proposed Ordinary Resolution 6, if passed, will give the Directors of the Company, from the date of the meeting, the authority to issue and allot ordinary shares from the unissued share capital of the Company up to an amount not exceeding in total ten per centum (10%) of the total issued share capital of the Company for the time being for such purposes as the Directors of the Company consider would be in the best interest of the Company.

The mandate, if passed, will provide the flexibility to the Company and empower the Directors to speedily allot and issue new shares in the Company of up to ten per centum (10%) of its issued share capital for purposes of funding the working capital or strategic development of the Group. This would expedite the process and eliminate the costs for convening a general meeting to seek shareholders' approval. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares. If there should be such a decision to do so after the general mandate is granted, the Company will make an announcement in respect thereof.

D. Item 7 of the Agenda – Ordinary Resolutions 7 and 8  
Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

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The detailed text on Resolution 7 and Resolution 8 on the Proposed New Shareholders' Mandate are included in the Circular to Shareholders dated 25 February 2020 which is enclosed together with the Annual Report.

## **GENERAL MEETING RECORD OF DEPOSITORS**

To determine whether a member is entitled to attend this meeting, the Company shall be requesting from Bursa Malaysia Depository Sdn Bhd in accordance with Article 77 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 18 June 2020. Only a depositor whose name appears on the Record of Depositors as at 18 June 2020 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his/her stead.

**MYNEWS HOLDINGS BERHAD**

(Registration No.:201301010004/ 1039846-T) (Incorporated in Malaysia)

CDS Account	
Number of shares held	
*NRIC/ Company No.	

**PROXY FORM**

I/We \_\_\_\_\_ of \_\_\_\_\_

being a member/members of MYNEWS HOLDINGS BERHAD hereby appoint

of \_\_\_\_\_

and/or \_\_\_\_\_ of \_\_\_\_\_  
 or failing \*him/her the Chairman of the Meeting as my/our Proxy(ies) to vote for \*me/us and on \*my/our behalf at the Postponed Seventh Annual General Meeting of the Company, to be conducted entirely through live streaming from the Broadcast Venue at Lot No. 3, Jalan Teknologi 3/1, Taman Sains Selangor 1, Seksyen 3, PJU 5, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on 25 June 2020, Thursday at 2.00 p.m. and at any adjournment thereof.

\*My/\*our Proxy(ies) is/are to vote as indicated below:

Ordinary Resolutions		For	Against
1.	To approve the payment of Directors Fees of RM287,500 for the financial year ended 31 October 2019.		
2.	To approve the payment of Directors' meeting allowances of up to RM63,000 for the period from 26 June 2020 until the next Annual General Meeting of the Company.		
3.	To re-elect Dang Tai Luk as a Director.		
4.	To re-elect Dang Tai Wen as a Director.		
5.	To re-appoint Messrs. Grant Thornton Malaysia PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.		
6.	Proposed Renewal of Authority for Directors to issue and allot shares in the Company pursuant to Section 75 and 76 of the Companies Act, 2016.		
7.	New Shareholders' Mandate on Recurrent Related Party Transactions. – Section 2.4 (i), (ii) and (iii) of the Circular.		
8.	New Shareholders' Mandate on Recurrent Related Party Transactions. Section 2.4 (iv) of the Circular.		

[Please indicate with (X) in the spaces provided how you wish your vote to be cast. If no specific direction as to voting is given, the Proxy/ies will vote or abstain at his/her discretion]

[\* Delete if not applicable]

For appointment of two (2) proxies, number of shares and percentages of shareholding to be represented by each proxy:					
	Name and NRIC No /Company No.	Email address	Mobile No:	No. of shares	% of shareholding
Proxy 1					
Proxy 2					
Total					

Dated this .....day of .....2020

[Signature/Common Seal of Shareholder]

## Notes:

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- A member entitled to vote and attend at the meeting is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf. In case of a corporation, a duly authorised representative to attend and vote in its stead. The proxy may but need not be a member of the Company and there is no limitation as to the qualification of the proxy. A proxy/representative appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the meeting and the appointment shall be invalid unless he/she specifies the proportions of his/her shareholding to be represented by each proxy.
- Where a member 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.
- If the appointor is a corporation this form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Poll Administrator Office at 54B, Damai Complex, Jalan Lumut, 50400 Kuala Lumpur Malaysia not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.

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AFFIX  
STAMP

The Poll Administrator  
**MYNEWS HOLDINGS BERHAD**  
(Registration No: 201301010004 / 1039846-T)  
c/o Niche Unity Consultants Sdn Bhd  
54B, Damai Complex  
Jalan Lumut  
50400 Kuala Lumpur

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