



# PARKWOOD

## PARKWOOD HOLDINGS BERHAD

Formerly known as Amalgamated Industrial Steel Berhad  
Registration No. 196901000692 (9118-M)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fiftieth Annual General Meeting ("50<sup>th</sup> AGM") of Parkwood Holdings Berhad (formerly known as Amalgamated Industrial Steel Berhad) (Registration No. 196901000692 (9118-M)) ("the Company") will be conducted fully virtual at the **Broadcast Venue at Level 3, Menara LGB, No. 1, Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur on Wednesday, 16 June 2021 at 11.00 a.m.** for the following purposes:

#### AGENDA

##### ORDINARY BUSINESS:-

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' and Auditors' Reports thereon. **(Please refer to Explanatory Notes to the Agenda)**
- To approve the payment of Directors' fees of RM96,000.00 for the financial year ended 31 December 2020. **Ordinary Resolution 1**
- To approve the payment of Directors' benefits (other than Directors' fees) up to an amount of RM111,288 for the period from 17 June 2021 until the next Annual General Meeting of the Company. **Ordinary Resolution 2**
- To re-elect the following Directors who retire by rotation pursuant to Clause 123 of the Company's Constitution:
  - Tuan Haji Fauzi Bin Mustapha **Ordinary Resolution 3**
  - Datuk Hew Lee Lam Sang **Ordinary Resolution 4**
- To re-appoint Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

##### SPECIAL BUSINESS:-

To consider and, if thought fit, pass with or without modifications, the following ordinary resolutions:

- Authority for Directors to allot and issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016** **Ordinary Resolution 6**  
 "THAT subject always to the Companies Act, 2016, the Company's Constitution and the approvals of the relevant governmental/regulatory 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 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 absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company for the time being." **Ordinary Resolution 7**
- Continuing in Office as Independent Non-Executive Director** **Ordinary Resolution 7**  
 "THAT subject to the passing of Ordinary Resolution 3, approval be and is hereby given to Tuan Haji Fauzi Bin Mustapha who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company in accordance with Clause 106 of the Company's Constitution and Practice 4.2 of the Malaysian Code on Corporate Governance ("MCCG") 2017."
- To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

#### BY ORDER OF THE BOARD

**CHEN BEE LING** (MAICSA 7046517) (SSM Practising Certificate No. 2020080013623)  
**NURLY SALMI BINTI RUHAIZA** (MAICSA 7073753) (SSM Practising Certificate No. 202008000293)

Company Secretaries  
Kuala Lumpur  
30 April 2021

#### Notes:-

- The Meeting will be conducted as fully virtual meeting where shareholders are only allowed to participate remotely via live streaming and online voting Remote Participation and Electronic Voting ("RPEV") facilities on the Meeting Platform <https://web.lumiagm.com/>. With RPEV facilities, a shareholder may exercise his right to participate and vote at the 50<sup>th</sup> AGM via the following mode of communication: i) Typed text in the Meeting Platform ii) E-mail questions to [admin@parkwood.my](mailto:admin@parkwood.my) prior to the Meeting. Please follow the procedures provided in the Administrative Guide for the 50<sup>th</sup> AGM in order to register, participate and vote remotely via RPEV facilities.
- The venue of the Meeting is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue (Broadcast Venue). No shareholders/proxy(ies) from the public shall be physically present at nor admitted to the Broadcast Venue.
- In regard of deposited securities, only members whose names appear in the Record of Depositors as at **10 June 2021** ("**General Meeting Record of Depositors**") shall be eligible to participate and vote at the Meeting.
- If a member entitled to attend and vote at the Meeting is unable to attend the 50<sup>th</sup> AGM remotely via RPEV facilities, he may appoint a proxy to participate and vote at the Meeting on his behalf. The proxy may but need not be a member of the Company. A member may appoint any person to be his proxy without limitation and there shall be no restrictions as to the qualification of the proxy. A proxy appointed to participate and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he may appoint at least one proxy in respect of each securities' account he holds with ordinary shares of the Company standing to the credit of the said securities account.
- 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.
- The instrument appointing a proxy must be deposited with the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, or by electronic means through Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my/> not later than forty-eight (48) hours before the Meeting.

#### Explanatory Notes to the Agenda: -

##### Item 1 of the Agenda

This item of the Agenda is meant for discussion only, as the provision of Section 340(1)(a) 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.

##### Item 3 of the Agenda - Ordinary Resolution 2

#### Payment of Directors' benefits (other than Directors' fees)

In compliance with Section 230(1) of the Companies Act, 2016, the Company is seeking for shareholders' approval for payment of Directors' benefits (other than Directors' fees) up to an amount of RM111,288.00 for the period from 17 June 2021 until the conclusion of the next AGM of the Company as follows:

	RM
Directors' meeting allowances for the period from 17 June 2021 up to next Annual General Meeting	53,600.00
Directors' benefits in kind for the period from 17 June 2021 up to next Annual General Meeting	57,688.00
<b>Total</b>	<b>111,288.00</b>

The calculation is based on the estimated number of scheduled and/or special Board and Board Committees' meetings and on the assumption that all the Directors will remain in office until the next Annual General Meeting.

##### Item 6 of the Agenda - Ordinary Resolution 6

#### Authority for Directors to allot and issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016

This resolution is a renewal of the previous year mandate and if passed, will empower the Directors of the Company to issue and allot shares up to an aggregate number not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting.

This resolution is in line with the Company's plans for expansion/diversification. The Company is actively looking into prospective areas to broaden the operating base and earnings potential of the Company. As the expansion/diversification may involve the issue of new shares, the Directors, under present circumstances, would have to convene a general meeting to approve the issue of new shares even though the number involved is less than 10% of the issued share capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is considered appropriate that the Directors be empowered to issue shares in the Company up to an aggregate number not exceeding in total 10% of the number of issued shares of the Company for the time being for such purpose.

The Company did not utilise the mandate obtained at the last Annual General Meeting and thus no proceeds were raised from the previous mandate.

##### Item 7 of the Agenda - Ordinary Resolution 7

#### Continuing in Office as Independent Non-Executive Director

The Nomination Committee has assessed the independence of Tuan Haji Fauzi Bin Mustapha, who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years and arising therefrom, the Board recommended that he continues to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- He has vast experience in a diverse range of businesses which enable him to provide constructive and independent judgment in the best interest of the Company;
- He has ensured that there is effective check and balance in proceedings of the Board and Board Committees and have actively participated in Board's deliberations, provided objective and independent opinion to the Board; and
- He has devoted sufficient time and attention to his responsibilities as Independent Non-Executive Director of the Company and exercised due care in the interest of the Company and shareholders.

#### Personal Data Privacy:

By registering for the remote participation and electronic voting meeting and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, speak and vote at the 50<sup>th</sup> AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the members' personal data by the Company (or its agents) for the 50<sup>th</sup> AGM and matters related thereto, including but not limited to: (a) for the purpose of the processing and administration of proxies and representatives appointed for the 50<sup>th</sup> AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the 50<sup>th</sup> AGM (including any adjournment thereof); and (c) for the Company (or its agents) compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) undertakes and warrants that he/she has obtained such proxy(ies) and/or representative(s)' prior consent for the Company (or its agents) processing of such proxy(ies) and/or representative(s) personal data for the Purposes, and (iii) agrees that the member will fully indemnify the Company for any penalties, liabilities, legal suits, claims, demands, losses and damages as a result of the member's failure to provide accurate and correct information of the personal data or breach of the member's undertaking and/or warranty as set out herein.