

**PLENITUDE BERHAD**  
**Registration No. 200001028479 (531086-T)**  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-First (“21st”) Annual General Meeting (“AGM”) of **PLENITUDE BERHAD** (“the Company”) will be held on a fully virtual basis via online meeting platform of [www.swsb.com.my](http://www.swsb.com.my) provided by Shareworks Sdn. Bhd. in Malaysia on **Monday, 8 November 2021 at 3.00 p.m.** for the following business:

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2021 (“FY2021”) and the Director’s and Auditors’ Reports thereon. **(See Explanatory Note 11)**
2. To declare a Final Single-Tier Dividend of 2.0 sen per share for the FY2021 as recommended by the Directors. **(Ordinary Resolution 1)**  
**(See Explanatory Note 12)**
3. To re-elect the following Directors retiring pursuant to Clause 101 of the Company’s Constitution and who have offered themselves for re-election:
  - (i) Chua Elsie **(Ordinary Resolution 2)**
  - (ii) Tee Kim Chan **(Ordinary Resolution 3)**
4. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions:

5. **Ordinary Resolution** **(Ordinary Resolution 5)**  
**Payment of Directors’ Fees for the financial year ending 30 June 2022** **(See Explanatory Note 13)**  
  
“**THAT** the payment of Directors’ Fees amounting to RM300,000.00 (FY2021: RM240,000.00) in respect of the financial year ending 30 June 2022 be approved.”
6. **Ordinary Resolution** **(Ordinary Resolution 6)**  
**Payment of Meeting Allowance for Non-Executive Directors** **(See Explanatory Note 14)**  
  
“**THAT** the meeting allowance payable to the Non-Executive Directors of the Company up to an estimated total sum of RM26,500.00 for the period commencing after the date of this AGM to the date of the next AGM of the Company be approved.”

7. **Ordinary Resolution** (Ordinary Resolution 7)  
**Retention of Independent Non-Executive Director** (See Explanatory Note 15)
- “THAT Mr Tan Kak Teck, who has served as an Independent Non-Executive Director for a cumulative term of more than twelve (12) years, be retained and remained as an Independent Non-Executive Director of the Company.”
8. **Ordinary Resolution** (Ordinary Resolution 8)  
**Retention of Independent Non-Executive Director** (See Explanatory Note 16)
- “THAT Ir Teo Boon Keng, who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, be retained and remained as an Independent Non-Executive Director of the Company.”
9. **Ordinary Resolution** (Ordinary Resolution 9)  
**Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 (“CA 2016”)** (See Explanatory Note 17)
- “THAT pursuant to Sections 75 and 76 of the CA 2016, the Directors be and are hereby authorised to issue and allot shares in the Company at any time and from time to time until the conclusion of the next AGM of the Company 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 ten per centum (10%) or up to the threshold as approved by Bursa Malaysia Securities Berhad (“Bursa Malaysia”) of the total number of issued shares of the Company (excluding treasury shares, if any) at the time of issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issuance.”
10. To transact any other business for which due notice shall have been given in accordance with the Company’s Constitution and/or the CA 2016.

## **NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the approval of the shareholders at the forthcoming 21st AGM, a Final Single-Tier Dividend of 2.0 sen per share will be paid on 18 November 2021 to the shareholders whose names appear in the Record of Depositors at the close of business on 9 November 2021.

A depositor shall qualify for entitlement only in respect of:

- (a) shares transferred to the Depositor’s Securities Account before 4.30 p.m. on 9 November 2021 in respect of transfers; and
- (b) shares bought on Bursa Malaysia on a cum entitlement basis according to the Rules of Bursa Malaysia.

By Order of the Board  
**PLENITUDE BERHAD**

**WONG YUET CHYN**  
**(MAICSA 7047163) (SSM PC 202008002451)**  
**REBECCA LEE EWE AI**  
**(MAICSA 0766742) (SSM PC 202008002636)**  
Company Secretaries

Kuala Lumpur  
8 October 2021

Notes:

1. Pursuant to Section 334 of the CA 2016, a member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
2. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
3. Where a Member is an Exempt Authorised Nominee who 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.
4. Where a Member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
6. If the appointor is a corporation, the Form of Proxy (“Form”) must be executed under its common seal or under the hand of an attorney duly authorised.
7. To be valid, the Form, duly completed must be deposited at the Registered Office of the Company at 2nd Floor, No. 2, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or email to [ir.plenitude@shareworks.com.my](mailto:ir.plenitude@shareworks.com.my) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the Form shall not be treated as valid.
8. In respect of deposited securities, only Members, whose names appear on the Record of Depositors on 29 October 2021, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
9. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia, all resolutions set out in this Notice will be put to vote by way of poll.
10. The Members are encouraged to refer the Administrative Guide on registration and voting process for the General Meeting.

## **Explanatory Notes on Ordinary Business**

### **11. Audited Financial Statements for the FY2021**

The audited financial statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under item 1 of the Agenda. They do not require shareholders' approval and hence, will not be put forward for voting.

### **12. Ordinary Resolution 1 - Final Single-Tier Dividend**

With reference to Section 131 of the CA 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 30 September 2021, the Board of Directors ("the Board") had considered the amount of dividend and decided to recommend the same for the shareholders' approval.

The Board is satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 18 November 2021 in accordance with the requirements under Sections 132(2) and (3) of the CA 2016.

## **Explanatory Notes on Special Business**

### **13. Ordinary Resolution 5 – Payment of Directors' Fees for the financial year ending 30 June 2022**

For the financial year ending 30 June 2022, the proposed Director's Fee for the Non-Executive Directors is at RM5,000 per month for period from July 2021 to June 2022.

### **14. Ordinary Resolution 6 – Meeting allowance for Non-Executive Directors**

The meeting allowance of RM500 per meeting is payable to each Non-Executive Director, where applicable, for their attendance of Board and Committee meetings.

### **15. Ordinary Resolution 7 - Proposed Retention of Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance**

Mr Tan Kak Teck was appointed as Independent Non-Executive Director of the Company on 15 July 2003 and has served for a cumulative term of more than twelve (12) years. The Board considers him to be independent and believes that he should be retained and remained as Independent Non-Executive Director based on the following justification:

- (a) He has met the independence criteria set out in Chapter 1 of the MMLR of Bursa Malaysia;
- (b) He has been with the Group for eighteen (18) years and therefore understands the operations of the Company and is able to participate actively and contribute positively during deliberations/discussions at meetings without compromising his independence and objective judgment;
- (c) He has contributed sufficient time and exercised due care during his tenure as Independent Director;
- (d) He has discharged his professional duties in good faith and also in the best interest of the Company and shareholders; and
- (e) He has the professional skills, qualifications and experiences to review the Group's financial statements, business strategies and direction.

The proposed retention of Mr Tan Kak Teck as an Independent Non-Executive Director of the Company will be voted through a two-tier voting process.

### **16. Ordinary Resolution 8 - Proposed Retention of Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance**

Ir Teo Boon Keng was appointed as Independent Non-Executive Director of the Company on 2 July 2012 and has served for a cumulative term of more than nine (9) years. The Board considers him to be independent and believes that he should be retained and remained as Independent Non-Executive Director based on the following justification:

- (a) He has met the independence criteria set out in Chapter 1 of the MMLR of Bursa Malaysia;

- (b) He has been with the Group for nine (9) years and therefore understands the operations of the Company and is able to participate actively and contribute positively during deliberations/discussions at meetings without compromising his independence and objective judgment;
- (c) He has contributed sufficient time and exercised due care during his tenure as Independent Director;
- (d) He has discharged his professional duties in good faith and also in the best interest of the Company and shareholders; and
- (e) He has the professional skills, qualifications and experiences to review the Group's financial statements, business strategies and direction.

17. Ordinary Resolution 9 - Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the CA 2016

Ordinary Resolution 9 is proposed for the purpose of granting a General Mandate ("General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Sections 75 and 76 of the CA 2016 to issue and allot new ordinary shares each in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% or up to the threshold as approved by Bursa Malaysia of the issued and paid-up capital of the Company for the time being as the Directors may consider such action to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company, or during the expiration of period within which the next AGM is required by law to be held, whichever is earlier.

As at the date of this Notice, the Company did not seek for any General Mandate granted to the Directors at the last AGM held on 5 November 2020.

The General Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.