

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the First Annual General Meeting (“1<sup>st</sup> AGM”) of Unitrade Industries Berhad (“Unitrade” or “Company”) will be conducted virtually at Broadcast Venue at 12<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 1 September 2022 at 10.00 a.m. for the following purposes:-

## AGENDA

### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 March 2022 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 1**
2. To approve the payment of a first and final single tier dividend of 0.82 sen per ordinary share in respect of the financial year ended 31 March 2022. **Ordinary Resolution 1**
3. To approve the payment of Directors’ fees of Dato’ Abdul Majit bin Ahmad Khan amounting to RM48,000 per annum only for the period from 1 April 2022 until the conclusion of the next Annual General Meeting (“AGM”) of the Company. **Ordinary Resolution 2**
4. To approve the payment of Directors’ fees of Dato’ Lok Bah Bah @ Loh Yeow Boo amounting to RM48,000 per annum only for the period from 1 April 2022 until the conclusion of the next AGM of the Company. **Ordinary Resolution 3**
5. To approve the payment of Directors’ fees of Ms Cynthia Toh Mei Lee amounting to RM48,000 per annum only for the period from 1 April 2022 until the conclusion of the next AGM of the Company. **Ordinary Resolution 4**
6. To approve the payment of Directors’ fees of Ms Ong Soo Chan amounting to RM48,000 per annum only for the period from 1 April 2022 until the conclusion of the next AGM of the Company. **Ordinary Resolution 5**
7. To approve the payment of the meeting allowance of RM1,000 per meeting day for the Independent Non-Executive Directors for the period from 1 April 2022 until the conclusion of the next AGM of the Company. **Ordinary Resolution 6**
8. To re-elect the following Directors who retire in accordance with Clause 119 of the Constitution of the Company:
  - (a) Dato’ Abdul Majit bin Ahmad Khan **Ordinary Resolution 7**
  - (b) Dato’ Lok Bah Bah @ Loh Yeow Boo **Ordinary Resolution 8**
  - (c) Mr Sim Keng Chor **Ordinary Resolution 9**
  - (d) Mr Nomis Sim Siang Leng **Ordinary Resolution 10**
  - (e) Mr Simson Sim Xian Zhi **Ordinary Resolution 11**
  - (f) Ms Cynthia Toh Mei Lee **Ordinary Resolution 12**
  - (g) Ms Ong Soo Chan **Ordinary Resolution 13**
9. To re-appoint KPMG PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 14**

### As Special Business

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

#### 10. Authority under Section 76 of the Companies Act 2016 (“the Act”) for the Directors to allot and issue shares

“THAT pursuant to Section 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM 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, 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 ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to be approval of all relevant regulatory bodies being obtained for such allotment and issuance.”

**Ordinary Resolution 15**

**11. Proposed Shareholders' Ratification and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"**THAT** approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature particulars which are set out in Section 2.4 and with the specified classes of related parties as specified in Section 2.4 of the Circular to Shareholders dated 29 July 2022, provided that:

**Ordinary Resolution 16**

- (a) such arrangements and/or transactions are necessary for the Group's day-to-day operations;
- (b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
- (c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
- (d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:
  - (i) the related transacting parties and their respective relationship with the Company; and
  - (ii) the nature of the recurrent transactions.

**THAT** such authority shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM"), unless the authority is renewed by a resolution passed at the next AGM; or
  - (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
  - (c) revoked or varied by resolution passed by the shareholders in general meeting,
- whichever is the earlier.

**AND THAT** all Recurrent Related Party Transactions entered into by its subsidiary(ies) from 14 June 2022, being the date of listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad, up to the date of this Ordinary Resolution, particulars which are set out in Section 2.4 be and are hereby approved, confirmed and ratified;

**AND THAT** the Directors 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 transactions contemplated and/or authorised by this Ordinary Resolution."

**Any Other Business**

12. To transact any other business that may be transacted at the 1<sup>st</sup> AGM of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

**NOTICE OF DIVIDEND ENTITLEMENT**

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the First AGM, a first and final single tier dividend of 0.82 sen per ordinary share in respect of the financial year ended 31 March 2022 will be paid on 4 October 2022 to Depositors whose names appear in the Record of Depositors at the close of business on 19 September 2022.

A depositor shall qualify for entitlement to the dividend only in respect of the following:

- (a) Shares transferred into the Depositor's Securities Account on or before 4.30 p.m. on 19 September 2022 in respect of transfers; and

## Notice of Annual General Meeting (Cont'd)

(b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA7009143) (SSM PC No.: 202008001023)  
TAN AI NING (MAICSA7015852) (SSM PC No.: 202008000067)  
COMPANY SECRETARIES

SELANGOR DARUL EHSAN  
29 July 2022

### Explanatory Notes

#### (A) Audited Financial Statements

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

#### (B) Ordinary Resolution 7 to 13 – Re-election of Directors

Pursuant to Malaysian Code of Corporate Governance 2021, the profiles of the Directors who are standing for re-election as per Agenda item no. 8 are set out in the Board of Directors' profile of the Annual Report 2022.

Based on the recommendation of the Nomination Committee, the Board is satisfied with the performance and contributions of the following Directors and supports the re-election based on the following justifications:-

##### ***Ordinary Resolution 7 – Re-election of Dato' Abdul Majit bin Ahmad Khan as Senior Independent Non-Executive Chairman***

1. Dato' Abdul Majit bin Ahmad Khan fulfils the requirements of independence set out in the ACE Market Listing Requirements of Bursa Securities. He remains objective and independent in expressing his view and participating in Board's deliberations and decision-making process.
2. Dato' Abdul Majit bin Ahmad Khan has exercised due care and carried out his professional duties during his tenure as Senior Independent Non-Executive Chairman of the Company.

##### ***Ordinary Resolution 8 – Re-election of Dato' Lok Bah Bah @ Loh Yeow Boo as Senior Independent Non-Executive Director***

1. Dato' Lok Bah Bah @ Loh Yeow Boo fulfils the requirements of independence set out in the ACE Market Listing Requirements of Bursa Securities. He remains objective and independent in expressing his view and participating in Board's deliberations and decision-making process.
2. Dato' Lok Bah Bah @ Loh Yeow Boo has exercised due care and carried out his professional duties during his tenure as Senior Independent Non-Executive Director of the Company.

##### ***Ordinary Resolution 9 – Re-election of Mr Sim Keng Chor as Executive Vice Chairman***

1. Mr Sim Keng Chor proactively provides advisory guidance on the strategic business direction to the Group.
2. Mr Sim Keng Chor shows exemplary leadership in building businesses and creating value, he has contributed significantly to the Group by providing inputs and steered the Group forward with notable achievements during his tenure as Executive Vice Chairman of the Company.

##### ***Ordinary Resolution 10 – Re-election of Mr Nomis Sim Siang Leng as Managing Director***

1. Mr Nomis Sim Siang Leng oversees and manages the day-to-day operation of the Group.
2. Mr Nomis Sim Siang Leng shows exemplary leadership in building business and creating value, he has contributed significantly to the Group by providing valuable inputs and steered the Group forward with notable achievements during his tenure as a Managing Director of the Company.

***Ordinary Resolution 11 – Re-election of Mr Simson Sim Xian Zhi as Executive Director***

1. Mr Simson Sim Xian Zhi oversees the overall operations and business direction of the rental business of the Group.
2. Mr Simson Sim Xian Zhi shows exemplary leadership in building business and creating value, he has contributed significantly to the Group by providing valuable inputs and steered the Group forward with notable achievements during his tenure as an Executive Director of the Company.

***Ordinary Resolution 12 – Re-election of Ms Cynthia Toh Mei Lee as Independent Non-Executive Director***

1. Ms Cynthia Toh Mei Lee fulfils the requirements of independence set out in the ACE Market Listing Requirements of Bursa Securities. She remains objective and independent in expressing her view and participating in Board's deliberations and decision-making process.
2. Ms Cynthia Toh Mei Lee has exercised due care and carried out professional duties during her tenure as Independent Non-Executive Director of the Company.

***Ordinary Resolution 13 – Re-election of Ms Ong Soo Chan as Independent Non-Executive Director***

1. Ms Ong Soo Chan fulfils the requirements of independence set out in the ACE Market Listing Requirements of Bursa Securities. She remains objective and independent in expressing her view and participating in Board's deliberations and decision-making process.
2. Ms Ong Soo Chan has exercised due care and carried out her professional duties during her tenure as Independent Non-Executive Director of the Company.

**(C) Ordinary Resolution 15 – Authority pursuant to Section 76 of the Act for the Directors to Allot and Issue Shares**

The Ordinary Resolution 15 proposed under item 10 of the Agenda is to obtain a general mandate for issuance of shares by the Company under Section 76 of the Act. The Ordinary Resolution 12, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for purpose of working capital or provide funding for future investments or undertakings. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM or at the expiry of the period within the next AGM is required to be held after the approval the approval was given, whichever is earlier.

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

**(D) Ordinary Resolution 16 – Proposed Shareholders' Ratification and Proposed Shareholders' Mandate for Unitrade Industries Berhad and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

For further information on Ordinary Resolution 16, please refer to the Circular to Shareholders dated 29 July 2022 accompanying the Annual Report of the Company for the financial year ended 31 March 2022.

**Notes:**

1. As part of the continuing measures to curb the spread of (COVID-19, the Company will conduct the 1<sup>st</sup> AGM on a virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting ("RPEV") facilities which are available on the online meeting platform of LUMI AGM provided by Boardroom Share Registrars Sdn. Bhd. at <https://meeting.boardroomlimited.my>. Please refer to the Administrative Guide for Shareholders for the 1<sup>st</sup> AGM on the procedures to register, participate and vote remotely via the RPEV facilities.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which specifies that the Chairman of the Meeting shall be present at the main venue of the 1<sup>st</sup> AGM and is in accordance with Clause 74 of the Company's Constitution which allows a meeting of members to be held at more than one (1) venue, using any technology or method so that all members of the Company can participate and be able to exercise their rights to participate and vote at the general meeting. No shareholder or proxy from the public should be physically present nor admitted at the Broadcast Venue on the day of the 1<sup>st</sup> AGM.
3. Members may submit questions relating to resolutions to be tabled at the 1<sup>st</sup> AGM or financial performance/prospect of the Company to the Board via Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> no later than 10.00 a.m. on Tuesday, 30 August 2022. Alternatively, members may transmit questions to the Board via RPEV facilities during the live streaming of the 1<sup>st</sup> AGM.

## Notice of Annual General Meeting (Cont'd)

4. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
5. A member of the Company may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
6. 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 Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
7. 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 the corporation's seal or under the hand of an officer or attorney duly authorised.
8. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Alternatively, the instrument appointing proxy may be electronically submitted to Boardroom Share Registrars Sdn. Bhd. via Boardroom Smart Investor Online Portal (applicable to individual shareholder only) at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for further information on electronic submission of Proxy Forms.
9. Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in the notice of the general meeting will be put to vote by way of poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
10. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 18 August 2022 and only a Depositor whose name appears in such Record of Depositors shall be entitled to attend and vote at this meeting and entitled to appoint proxy or proxies.

### **Personal data privacy:**

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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 agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.*