

# Notice of 2<sup>nd</sup> Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Second Annual General Meeting ("2<sup>nd</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, 7 September 2023 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if though fit, passing with or without modifications, the following resolutions set out in this Notice:-

## AGENDA

### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 March 2023 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 0.30 sen per ordinary share in respect of the financial year ended 31 March 2023. **Ordinary Resolution 1**
3. To approve the payment of Directors' fees to the Non-Executive Directors of the Company for the period from the date of the forthcoming Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company:-
  - (a) Director's fee of RM5,000 per month to Dato' Abdul Majit Bin Ahmad Khan **Ordinary Resolution 2**
  - (b) Director's fee of RM5,000 per month to Dato' Lok Bah Bah @ Loh Yeow Boo **Ordinary Resolution 3**
  - (c) Director's fee of RM5,000 per month to Ms. Cynthia Toh Mei Lee **Ordinary Resolution 4**
  - (d) Director's fee of RM5,000 per month to Ms. Ong Soo Chan **Ordinary Resolution 5**
4. To approve the payment of Directors' fees to Datin Shivajini Sathya Seelan:- **Ordinary Resolution 6**
  - (a) RM4,000 per month for the period from 14 June 2023 until 6 September 2023; and
  - (b) RM5,000 per month for the period from the date of the forthcoming AGM until the conclusion of the next AGM.
5. To approve the payment of the meeting allowance of RM1,000 per meeting day for the Non-Executive Directors for the period from the date of the forthcoming AGM until the conclusion of the next AGM of the Company. **Ordinary Resolution 7**
6. To re-elect the following Directors who retire by rotation in accordance with Clause 134 of the Constitution of the Company and being eligible, have offered themselves for re-election:
  - (a) Dato' Abdul Majit Bin Ahmad Khan **Ordinary Resolution 8**
  - (b) Mr. Sim Keng Chor **Ordinary Resolution 9**
7. To re-elect Datin Shivajini Sathya Seelan who retire in accordance with Clause 119 of the Constitution of the Company and being eligible, has offered herself for re-election. **Ordinary Resolution 10**
8. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 11**

### As Special Business

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

9. **Authority under Section 76 of the Companies Act 2016 ("the Act") for the Directors to allot and issue shares**

**Ordinary Resolution 12**

"**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 of the Company 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 the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.

**THAT** in connection with the above, pursuant to Section 85 of the Act and Clause 65 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares pursuant to this mandate by the Company, with such waiver resulting in a dilution to their shareholding percentage in the Company and the Board is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.

**AND THAT** the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

**10. Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders Mandate for Additional 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 28 July 2023, provided that:

**Ordinary Resolution 13**

- (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 conferred shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the mandate will lapse, 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 of the Company 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** the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

**Any Other Business**

11. To transact any other business that may be transacted at the 2<sup>nd</sup> AGM of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

# Notice of 2<sup>nd</sup> Annual General Meeting

## NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the 2<sup>nd</sup> AGM, a first and final single tier dividend of 0.30 sen per ordinary share in respect of the financial year ended 31 March 2023 will be paid on 6 October 2023 to Depositors whose names appear in the Record of Depositors at the close of business on 21 September 2023.

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 21 September 2023 in respect of transfers; and
- (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)  
NELSON FOO CHEAN EE (MAICSA7070316) (SSM PC No.: 202008003986)  
COMPANY SECRETARIES

SELANGOR DARUL EHSAN  
28 JULY 2023

## 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 2 to 7 – Payment of Directors' fees and Meeting Allowance to Non-Executive Directors

Section 230(1) of the Act provides amongst others, that the Directors' fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at this 2<sup>nd</sup> AGM on the Directors' remuneration in six (6) separate resolutions as below:-

- Ordinary Resolutions 2 to 5 on payment of Directors' fees to the Non-Executive Directors for the period from the date of the forthcoming AGM until the conclusion of the next AGM of the Company.
- Ordinary Resolution 6 on payment of Directors' fees to Datin Shivajini Sathya Seelan
- Ordinary Resolution 7 on payment of the meeting allowance for the Non-Executive Directors

### Directors' Fees

During a review in 2023, the Board, at the recommendation of the Remuneration Committee, agreed that the Directors' fees to the Non-Executive Directors shall be revised from RM4,000 per month to RM5,000 per month, subject to shareholders' approval at this 2<sup>nd</sup> AGM.

### Meeting Allowance

There is no revision to the proposed meeting allowance for the Non-Executive Directors since the preceding financial year. The total estimated amount of Directors' meeting allowance is calculated based on the number of scheduled meetings for the Board and Board Committees as well as the number of Non-Executive Directors involved in these Meetings.

Any Non-Executive Directors who are shareholders of the Company will abstain from voting on Resolutions 2 to 7 concerning remuneration to the Non-Executive Directors at the 2<sup>nd</sup> AGM.

**(C) Ordinary Resolution 8 to 10 – 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. 6 and 7 are set out in the Board of Directors' profile of the Annual Report 2023.

The Nomination Committee ("NC") has considered the performance and contribution of each of the retiring Directors for seeking re-election. In addition, the NC has also conducted an assessment on the fitness and propriety of the retiring Directors including the review of their fit and proper declarations in accordance with the Directors' Fit and Proper Policy. The said retiring Directors have abstained from deliberations and decision on their own eligibility and sustainability to stand for re-election. Based on the recommendation of the NC, the Board is satisfied with the performance and contributions of the retiring Directors' and supports their re-election based on the following justifications:-

**Ordinary Resolution 8 – Re-election of Dato' Abdul Majit Bin Ahmad Khan as Independent Non-Executive Chairman**

1. Dato' Abdul Majit Bin Ahmad Khan fulfils the requirements of independence set out in the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") as well as the Malaysian Code on Corporate Governance. He has demonstrated his independence through his engagement in the meetings by proactively giving valuable insights to the Management in developing the Group's business strategies.
2. He also exercised his due care and carried out his professional duties proficiently during his tenure as an Independent Non-Executive Chairman of the Company.

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

1. Mr. Sim Keng Chor shows exemplary leadership in building the business and creating value for the Group, he has contributed significantly to the Group by providing valuable inputs and steered the Group forward in the past years with notable achievements during his tenure as an Executive Vice Chairman of the Company.
2. He also exercised his due care and carried out his professional duties proficiently during his tenure as an Executive Chairman of the Company.

**Ordinary Resolution 10 – Re-election of Datin Shivajini Sathya Seelan as Independent Non-Executive Director**

1. Datin Shivajini Sathya Seelan fulfils the requirements of independence set out in the AMLR of Bursa Securities as well as the Malaysian Code on Corporate Governance. She has demonstrated her independence through her engagement in the meetings by proactively giving valuable insights to the Management in developing the Group's business strategies.
2. She also exercised her due care and carried out her professional duties proficiently during her tenure as an Independent Non-Executive Director of the Company.

**(D) Ordinary Resolution 12 – Authority pursuant to Section 76 of the Act for the Directors to Allot and Issue Shares**

The Company had, during its 1<sup>st</sup> AGM held on 1 September 2022, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 76 of the Act. As of the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

Ordinary Resolution 12 proposed under item 9 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 76 of the Act. The mandate, if passed, serves as a measure to meet the Company's immediate working capital needs in the short term without relying on conventional debt financing (which result in higher finance costs to be incurred) for the purpose of funding investment project(s), working capital and/or acquisition(s). This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

## Notice of 2<sup>nd</sup> Annual General Meeting

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 65 of the Constitution of the Company will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.

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.

**(E) Ordinary Resolution 13 – Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature**

For further information on Ordinary Resolution 13, please refer to the Circular to Shareholders dated 28 July 2023 accompanying the Annual Report of the Company for the financial year ended 31 March 2023.

**Notes:**

1. The 2<sup>nd</sup> AGM of the Company will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Electronic Voting (“RPEV”) facilities to be provided by Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd at <https://meeting.boardroomlimited.my>. Please refer to the Administrative Guide for Shareholders for the 2<sup>nd</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 Act which specifies that the Chairman of the Meeting shall be present at the main venue of the 2<sup>nd</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 shareholders or proxy from the public should be physically present nor admitted at the Broadcast Venue on the day of the 2<sup>nd</sup> AGM.
3. Members may submit questions relating to resolutions to be tabled at the 2<sup>nd</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, 5 September 2023. Alternatively, members may transmit questions via real time submission of typed texts via RPEV facilities during the live streaming of the 2<sup>nd</sup> AGM.
4. A member of the Company entitled to attend and vote at the 2<sup>nd</sup> AGM is entitled to appoint proxy(ies) to attend and vote in his instead. 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 proportions 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, together 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 a proxy may be electronically submitted to Boardroom Share Registrars Sdn Bhd via Boardroom Smart Investor Online Portal 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 AMLR 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 25 August 2023 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.*