



BETAMEK

BETAMEK BERHAD

(Registration No. 202101041577 (1441877-P)
(Incorporated in Malaysia)

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second ("2nd") Annual General Meeting ("AGM") of Betamek Berhad (the "Company") will be held at Nice Banquet Hall, No 6, Jalan BJ 1, Taman Belmas Johan, 48000 Rawang, Selangor Darul Ehsan, Malaysia on Thursday, 24 August 2023 at 10:00 a.m. for the following purposes:-

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Directors' and Auditors' Reports thereon. | Explanatory Note 1 |
| 2. To approve the payment of Directors' fees of RM190,000 to the Non-Executive Directors for the financial year ended 31 March 2023. | Ordinary Resolution 1 |
| 3. To approve the fees up to an aggregate amount of RM235,000 and benefits of up to RM15,000 payable to the Non-Executive Directors of the Company and its subsidiary for the period from 1 April 2023 until the next AGM of the Company and the payment thereof. | Ordinary Resolution 2 |
| 4. To re-elect En Mirzan bin Mahathir who retires by rotation in accordance with Clause 102 of the Constitution of the Company. | Ordinary Resolution 3 |
| 5. To re-elect En Muhammad Fauzi bin Abd Ghani who retires by rotation in accordance with Clause 102 of the Constitution of the Company. | Ordinary Resolution 4 |
| 6. To re-appoint Grant Thornton Malaysia PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

As Special Business

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

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| 7. AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES; AND WAIVER OF PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES ("SHARES") IN THE COMPANY UNDER SECTION 85(1) OF THE ACT READ TOGETHER WITH CLAUSE 63 OF THE CONSTITUTION OF THE COMPANY | Ordinary Resolution 6 |
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"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue new shares in the Company at any time, at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 63 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 above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank *pari passu* 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."

BY ORDER OF THE BOARD

TAI YIT CHAN

Membership No.: MAICSA 7009143
SSM Practicing Certificate No.: 202008001023

CHAN YOKE PENG

Membership No.: MAICSA 7053966
SSM Practicing Certificate No.: 202008001791

Secretaries

Selangor
26 July 2023

Notes:-

- In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at **17 August 2023** shall be eligible to attend, participate, speak and vote at this meeting or appoint proxy(ies) to attend, participate, speak and vote on his/her behalf.
- A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to attend and vote in its stead.
- A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or 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 in writing.
- The original instrument appointing a proxy ("**Form of Proxy**") must be deposited at the Company's Share Registrar's Office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time set for holding the AGM or at any adjournment thereof.
- If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to attend our AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of AGM will be put to vote by way of poll.

EXPLANATORY NOTES ON ORDINARY BUSINESS AND SPECIAL BUSINESS

1. Audited Financial Statements for the financial year ended 31 March 2023

The Audited Financial Statements 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 for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. Ordinary Resolutions 1 and 2 – Payment of Directors' Fees and Benefits Payable

Section 230(1) of the Act provides amongst others that the fees of the Directors and any benefits payable to the Directors of the Company and its subsidiary shall be approved at a general meeting. In this respect, the Board of Directors ("**Board**") wishes to seek shareholders' approval for the payment of Directors' fees of RM190,000 to the Non-Executive Directors for the financial year ended 31 March 2023. The Board also wishes to seek shareholders' approval on the fees up to an aggregate amount of RM235,000 and benefits of up to RM15,000 payable to the Non-Executive Directors of the Company and its subsidiary for the period from 1 April 2023 until the next AGM of the Company to be held in 2024. The details are set out in the Nomination and Remuneration Committee ("**NRC**") Report on page 55 of the Annual Report 2023. The amount of Directors' fees consists of the fees payable to Non-Executive Directors as members of the Board and Board Committees. Whilst, the amount of benefits payable to the Non-Executive Directors comprises meeting allowances only.

The payment of Non-Executive Directors' fees as members of the Board and Board Committees as well as the benefits payable to Non-Executive Directors are recommended for shareholders' approval at this 2nd AGM.

The current structure of annual Non-Executive Directors' fees has been reviewed by NRC. Based on the recommendation of the NRC, the Board has approved the proposed Directors' fees to be tabled to the shareholders for approval at this 2nd AGM.

3. Ordinary Resolutions 3 and 4 – Re-election of Directors

For the purpose of determining the eligibility of the Directors to stand for re-election at the 2nd AGM of the Company, the Board through its NRC undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance and AMLR of Bursa Securities, which includes the following:-

- Performance and effectiveness of the Board as a whole, Board Committees and individual Directors; and
- Fit and proper assessment.

The NRC and the Board are satisfied that the Directors, namely En Mirzan bin Mahathir and En Muhammad Fauzi bin Abd Ghani (collectively, the "**retiring Directors**") standing for re-election have performed their duties as per the Board Charter and they will continue to bring to bear their knowledge, experience and skills and contribute effectively to the Board's discussions, deliberations and decisions. In view thereof, the Board recommends that they be re-elected as Directors of the Company.

The retiring Directors being eligible, have offered themselves for re-election at the 2nd AGM.

The retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election at the relevant Board meeting.

The profiles of the Directors who are standing for re-election under Ordinary Resolutions 3 and 4 are set out in the Profiles of the Board on pages 9 and 10 of the Annual Report 2023.

4. Ordinary Resolution 5 – Re-appointment of Auditors

Grant Thornton Malaysia PLT, the auditors of the Company have expressed their willingness to continue in office as auditors of the Company for the financial year ended 31 March 2024. The Board has approved the Audit and Risk Management Committee's recommendation that they be retained after taking into account relevant feedback on their experience, performance and independence following a formal assessment.

5. Ordinary Resolution 6 – Authority under Sections 75 and 76 of the Act for the Directors to allot and issue shares; and Waiver of pre-emptive rights

This proposed resolution, if passed, will renew the authority given to the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("**General Mandate**"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of issued shares of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 63 of the Constitution 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 the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

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.

Please refer Section 85(1) of the Act and Clause 63 of the Constitution of the Company as detailed below.

Details of Section 85(1) of the Act and Clause 63 of the Constitution of the Company

Section 85(1) of the Act provides as follows:-

"85. Pre-emptive rights to new shares

(1) Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Clause 63 of the Constitution of the Company provides as follows:-

"Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause."

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate 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.