

# OPTIMAX

New Vision New Life®

OPTIMAX HOLDINGS BERHAD

Registration No.: 201801028697 (1290723-T)  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of **OPTIMAX HOLDINGS BERHAD** (“**Optimax**” or the “**Company**”) will be held as a fully virtual meeting conducted through live streaming and online remote voting using the Remote Participation and Voting (“**RPV**”) facilities on the online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“**TIH**”) in Malaysia at <https://tjih.online> (Domain registration number with MYNIC: D1A282781) on Wednesday, 24 November 2021 at 2.30 p.m. or at any adjournment for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

### ORDINARY RESOLUTION 1

**PROPOSED BONUS ISSUE OF 67,500,000 WARRANTS IN THE COMPANY (“WARRANT(S)”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY FOUR (4) EXISTING ORDINARY SHARES IN OPTIMAX (“OPTIMAX SHARE(S)”) OR “SHARE(S)”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)**

“**THAT** subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained for the Proposed Bonus Issue of Warrants, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue 67,500,000 Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”) on the basis of one (1) Warrant for every four (4) existing Optimax Shares to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced by the Board at a later date (“**Entitlement Date**”);

**THAT** the Board be and is hereby authorised to agree, finalise, enter into, execute and deliver, for and on behalf of the Company, the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or as may be deemed necessary by the Board, and subject to all provisions contained in the Deed Poll, and to do all acts, deeds and things as they may deem fit and/or expedient in order to implement, finalise and give effect to the Deed Poll (including, without limitation, the affixing of the Company’s common seal, where necessary);

**THAT** the Board be and is hereby authorised to allot and issue such appropriate number of Warrants in accordance with the provisions of the Deed Poll including any additional Warrants as may be required or permitted to be issued as a consequence of any adjustments in accordance with the terms and conditions of the Deed Poll and to adjust from time to time the exercise price and/or number of the Warrants to which the holder(s) of the Warrants are entitled to be issued as a consequence of the adjustments under the provisions of the Deed Poll and to allot and issue further new Optimax Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants;

**THAT** the exercise price of the Warrants be fixed at RM1.20 per Warrant, subject to any adjustments in accordance with the terms and conditions of the Deed Poll and that the Board be and is hereby authorised to allot and issue such new number of Optimax Shares arising from the exercise of the Warrants by the holders of the Warrant of their rights in accordance with the provisions and terms and conditions of the Deed Poll.

**THAT** the new Optimax Shares shall, upon allotment and issuance, carry the same rights in all respects with the then existing Optimax Shares, save and except that the new Optimax Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid to the shareholders of the Company, where the entitlement date is prior to the date of allotment and issuance of such new Optimax Shares;

**THAT** the fractional entitlements to the Warrants arising from the Proposed Bonus Issue of Warrants, if any, will be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit, expedient and in the best interest of the Company;

**THAT** the proceeds arising from the exercise of the Warrants, if any, be utilised for the purposes set out in the circular to shareholders of the Company dated 8 November 2021 (“**Circular**”), and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

**THAT** the Board be and is hereby authorised to sign and execute all documents and take all necessary steps to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants;

**AND THAT** this Ordinary Resolution constitutes a specific approval for the issuance of securities of the Company as contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Warrants, additional Warrants (if any) and new Optimax Shares to be issued pursuant to or in connection with the Proposed Bonus Issue of Warrants have been duly allotted and issued in accordance with the terms of the Proposed Bonus Issue of Warrants.”

### ORDINARY RESOLUTION 2

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS” OR “SCHEME”) INVOLVING UP TO 20% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OF TIME DURING THE DURATION OF THE ESOS FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF THE COMPANY AND ITS NON-DORMANT SUBSIDIARIES (“PROPOSED ESOS”)**

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to:

- (i) establish, implement and administer the ESOS involving up to 20% of the total number of issued shares of the Company (excluding treasury shares, if any) from time to time for the benefit of eligible executive directors and employees of the Company and its non-dormant subsidiaries (“**Optimax Group**”) who meet the criteria of eligibility for participation in the Proposed ESOS (“**Eligible Persons**”) at an exercise price in accordance with the by-laws governing the Proposed ESOS (“**By-Laws**”), a draft of which is set out in Appendix II of the Circular, and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/or amendments as may be deemed fit or expedient and/or imposed or required by the relevant authorities;
- (ii) establish an ESOS committee to implement and administer the ESOS (“**ESOS Committee**”) for the benefit of the Eligible Persons, in accordance with the By-Laws;
- (iii) allot and issue from time to time such number of new Shares pursuant to the exercise of options granted under the Proposed ESOS (“**ESOS Options**”) including any additional new Shares as may be required to be issued as a consequence of any adjustments in accordance with the provisions of the By-Laws, **PROVIDED THAT** the total number of new Shares to be issued under the Proposed ESOS shall not in aggregate exceed 20% of the total number of issued Shares of Optimax (excluding treasury shares, if any) at any point in time during the duration of the ESOS **AND THAT** the new Shares to be allotted and issued upon the exercise of any ESOS Options will, upon allotment and issuance, rank equally in all respects with the then existing Optimax Shares, save and except that they will not be entitled to any dividends, rights, allotments, and/or other distributions, that may be declared, made or paid prior to the date of allotment and issuance of such new Shares to be issued arising from the exercise of the ESOS Options;
- (iv) do all necessary and make such applications as may be necessary at the appropriate time or times to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the new Shares which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- (v) modify, vary and/or amend the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board **PROVIDED THAT** such modifications, variations and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments, deeds or undertakings, to deliver and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the ESOS;
- (vi) extend the duration of the ESOS, if the Board deems fit, for up to a maximum period of an additional five (5) years (“**Extension**”) upon the recommendation by the ESOS Committee, **PROVIDED ALWAYS THAT** the initial ESOS period of five (5) years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of ten (10) years or such other period as may be prescribed by Bursa Securities, and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and

to execute all necessary documents to give full effect to the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to the Extension; and

**THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any parties as they may deem fit necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-Laws with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or necessary or expedient in the best interest of the Company.

**AND THAT** the draft By-Laws, as set out in Appendix II of the Circular, be and is hereby approved and adopted.”

### ORDINARY RESOLUTIONS 3 TO 6

**PROPOSED ALLOCATION OF ESOS OPTIONS UNDER THE PROPOSED ESOS (“PROPOSED ALLOCATION”)**

“**THAT** subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the ESOS, to offer and grant to the following persons, ESOS Options to subscribe for new Shares under the Proposed ESOS:

- |      |  |                       |
|------|--|-----------------------|
| i.   | Proposed Allocation of up to 5,400,000 ESOS Options to Tan Sri Dato’ Tan Boon Hock, the Non-Independent Executive Director of the Company  | Ordinary Resolution 3 |
| ii.  | Proposed Allocation of up to 5,400,000 ESOS Options to Tan Sing Yee <sup>(1)</sup> , the Non-Independent Executive Director and Chief Executive Officer of the Company   | Ordinary Resolution 4 |
| iii. | Proposed Allocation of up to 5,400,000 ESOS Options to Tan Sing Chia <sup>(2)</sup> , the Chief Financial Officer of the Company   | Ordinary Resolution 5 |
| iv.  | Proposed Allocation of up to 5,400,000 ESOS Options to Law Wei Liang <sup>(3)</sup> , the Corporate Advisory Manager of the Company, a person connected with Tan Sing Chia, Tan Sri Dato’ Tan Boon Hock and Tan Sing Yee | Ordinary Resolution 6 |

Note:

- (1) *Tan Sing Yee is the daughter of Tan Sri Dato’ Tan Boon Hock and sister of Tan Sing Chia.*
- (2) *Tan Sing Chia is the daughter of Tan Sri Dato’ Tan Boon Hock and sister of Tan Sing Yee.*
- (3) *Law Wei Liang is the spouse of Tan Sing Chia.*

### PROVIDED ALWAYS THAT:

- a. the relevant Executive Director(s) and employees of Optimax Group do not participate in the deliberation or discussion of their own allocation of ESOS Options or allocation of the ESOS Options to persons connected with him/her;
- b. not more than 10% of the total new Optimax Shares available under the Proposed ESOS are allocated to any individual Eligible Person who, either singly or collectively through persons connected with him/her, holds 20% or more of the total number of issued Shares of Optimax (excluding treasury shares, if any). The term “persons connected” shall have the same meaning as that in the ACE Market Listing Requirements of Bursa Securities (“**Listing Requirements**”); and
- c. not more than 70% of the maximum number of Shares available under the Proposed ESOS shall be allocated in aggregate to the Executive Director(s) and senior management personnel of the companies within the Optimax Group (excluding dormant subsidiaries),

**AND THAT** the Board is also authorised to allot and issue the corresponding number of new Shares arising from the exercise of the ESOS Options that may be granted to them under the Proposed ESOS and to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

By Order of the Board

REBECCA KONG SAY TSUI (MAICSA 7039304) (SSM PC No.: 202008001003)  
WONG YOKE FUN (MAICSA 7027345) (SSM PC No.: 202008003051)  
Company Secretaries

Kuala Lumpur  
8 November 2021

Note:

1. As a precautionary measure in view of the COVID-19 pandemic, the EGM will be held as a fully virtual meeting via live streaming and online remote voting via Remote Participation and Voting (“**RPV**”) facilities provided on the online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“**TIH**”) in Malaysia at <https://tjih.online> (Domain registration number with MYNIC: D1A282781). Please follow the procedures provided in the Administrative Guide for EGM in order to register, participate and vote remotely via the RPV facilities.
2. All participants including the Chairman of the meeting will be participating remotely through the online meeting platform at <https://tjih.online> (Domain registration number with MYNIC: D1A282781). This fulfills the requirements under Section 327(2) of the Companies Act 2016 as stated in the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia which was revised on 16 July 2021.
3. Only a depositor whose name appears in the Record of Depositors of the Company as at 17 November 2021 shall be regarded as a member entitled to attend, speak and vote, and to appoint not more than two (2) proxies to attend, speak and vote on his/her behalf, at the EGM.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
5. Where a member appoints more than one (1) proxy to attend the EGM, the member shall specify the proportion of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy(ies).
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of a duly authorised officer or attorney of the corporation.
7. The appointment of a proxy may be made in a hard copy original form duly executed Proxy Form to be deposited at the Registered Office at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or by electronic means not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
8. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to the Personal Data Protection Act 2010 set out below:

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

9. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of EGM will be put to vote by way of poll.