

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting ("2nd AGM") of OPTIMAX HOLDINGS BERHAD ("the Company") will be held as a fully virtual meeting via live streaming and online remote voting from the Broadcast Venue at Level 43A, MYEG Tower, Empire City, No.8 Jalan Damansara, PJU 8, 47820 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 29 June 2021 at 10.30 a.m. for the following purposes:

**AGENDA**

**A. Ordinary Business**

1. To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2020. *Please refer to the Explanatory Notes to the Agenda*  
[Please refer to Note (a)]
2. To re-elect the following Directors who are retiring in accordance with Clause 76(3) of the Company's Constitution and being eligible, have offered themselves for re-election:  
(a) Tan Sri Dato' Tan Boon Hock; and *Ordinary Resolution 1*  
(b) Tan Sri Datuk Dr. Ir. Ahmad Tajuddin Bin Ali. *Ordinary Resolution 2*
3. To approve the payment of Non-Executive Directors' fees of up to RM313,200 for the financial year ending 31 December 2021 to be divided amongst the Directors of the Company in such manner as the Directors may determine. *Ordinary Resolution 3*
4. To approve the payment of Directors' benefits of up to RM17,052 payable to the Non-Executive Directors for the period from 30 June 2021 up to the next AGM of the Company. *Ordinary Resolution 4*  
[Please refer to Note (b)]
5. To re-appoint KPMG PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors to determine their remuneration. *Ordinary Resolution 5*

**B. Special business**

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

6. **Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016** *Ordinary Resolution 6*  
"THAT, subject always to the Companies Act 2016, the Company's Constitution and the approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to Section 75 and Section 76 of the Companies Act 2016, to issue shares in the Company from time to time 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 issued pursuant to this Resolution does not exceed 10% of the total number of issue shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."  
[Please refer to Note (c)]
7. **Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** *Ordinary Resolution 7*  
"THAT approval be and is hereby given for the Company and/or its subsidiaries ("the Group") to enter into all arrangements and/or transactions involving the interests of the Directors, major shareholders and/or persons connected with the Directors and/or major shareholders of the Group ("Related Parties"), to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.5 of the Circular to Shareholders dated 1 June 2021 provided that such recurrent related party transactions are carried out in the ordinary course of business; necessary for the day-to-day operations of the Group; on normal commercial terms which are consistent with the Group's normal business practices and policies; on terms not more favourable to the Related Parties than those generally available to the public; and not to the detriment of the minority shareholders of the Company;  
AND THAT such approval shall continue to be in force until:  
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or  
(b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); 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 do all such acts and things (including executing all 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."  
[Please refer to Note (d)]
8. To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

By Order of the Board

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

Kuala Lumpur  
1 June 2021

**NOTES:**

1. As a precautionary measure in view of the COVID-19 pandemic, the 2nd AGM will be held as a fully virtual meeting via live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities via <https://web.vote2u.app>. Please follow the procedures provided in the Administrative Guide for Annual General Meeting in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue of the 2nd AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Please take note that members/proxies/corporate representatives WILL NOT BE ALLOWED to attend the 2nd AGM in person at the Broadcast Venue on the day of the 2nd AGM, instead are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely via <https://web.vote2u.app>.
3. Only a depositor whose name appears in the Record of Depositors of the Company as at 21 June 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 2nd AGM.
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 2nd AGM, 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 appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of a duly authorised officer or attorney of the corporation.
7. The original duly executed Proxy Form must be deposited at the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd at Ground Floor or at 11th Floor, Menara Symphony, No.5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan 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 2nd 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 Share Registrar for the purpose of the processing and administration of proxies and representatives appointed for the 2nd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2nd AGM (including any adjournment thereof), and in order for the Company or its Share Registrar 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 Share Registrar, 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 Share Registrar 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 2nd AGM will be put to vote by way of poll.

**EXPLANATORY NOTES:**

- a. **Audited financial statements for the financial year ended 31 December 2020**  
This agenda item is meant for discussion only as under the provision of Section 340(1) of the Companies Act 2016, the audited financial statements do not require a formal approval of the members and hence, this item will not be put forward for voting.
- b. **Ordinary Resolution 4 – Directors' remuneration (excluding Directors' fees)**  
Pursuant to Section 230(1) of the Act, fees and benefits payable to the Non-Executive Directors of public company or a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Directors' benefits payable comprises of meeting attendance allowances and other claimable benefits. In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the period commencing from 30 June 2021 until the next AGM of the Company. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.
- c. **Ordinary Resolution 6 – Authority to Directors to issue shares**  
The Company wishes to obtain a mandate on the authority to issue shares pursuant to Section 75 of the Companies Act 2016 at the 2nd AGM of the Company to issue shares any time to such persons provided that the aggregate number of shares to be issued pursuant to this resolution during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being. (hereinafter referred to as the "General Mandate").  
The General Mandate will enable the Directors of the Company to issue shares in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and / or acquisitions.
- d. **Ordinary Resolution 7 – Proposed New Shareholders' Mandate for Recurrent Related Party Transactions**  
The proposed ordinary resolution, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to and/or from the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company ("Proposed Shareholders' Mandate").