

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fifth Annual General Meeting (“5<sup>th</sup> AGM”) 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. (“TIIH”) in Malaysia at <https://tiih.online> on Thursday, 27 June 2024 at 10.30 a.m. for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2023.  
**[Please refer to Explanatory Note (a)]**
- To re-elect the following Directors who retire by rotation pursuant to Clause 76(3) of the Company's Constitution:-  
**[Please refer to Explanatory Note (b)]**
  - Tan Sing Yee
  - Yap Ping Hong

**Ordinary Resolution 1**  
**Ordinary Resolution 2**
- To re-elect the following Director who retires pursuant to Clause 78 of the Company's Constitution:-  
**[Please refer to Explanatory Note (b)]**
  - Dr. Zaiton Binti Nasir

**Ordinary Resolution 3**
- To approve the payment of Non-Executive Directors' fees and benefits of up to RM662,000.00 for the period from 28 June 2024 until the conclusion of the next Annual General Meeting of the Company to be held in the year 2025.  
**[Please refer to Explanatory Note (c)]**

**Ordinary Resolution 4**
- To re-appoint Messrs KPMG PLT as 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, with or without modifications, the following resolutions:-

- Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

**Ordinary Resolution 6**

“THAT approval and authority be and are hereby given for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with the related parties (“Proposed Shareholders' Mandate”) as set out in Section 2.4 of the Circular to Shareholders dated 30 April 2024 in relation to the Proposed Shareholders' Mandate, provided that such transactions are undertaken in the ordinary course of business, at arm's length and based on commercial terms and on terms not more favourable to the related party than those generally available to/from the public and are not detrimental to the minority shareholders and that the breakdown of the aggregate value of the recurrent related party transactions conducted/to be conducted during the financial year, including the types of recurrent related party transactions made and the names of the related parties, will be disclosed in the annual report of the Company pursuant to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

AND THAT such approval shall continue to be in force until:

  - the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which such Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
  - 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 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
  - revoked or varied by an ordinary resolution passed by the shareholders of the Company in a 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 Explanatory Note (d)]**
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

**TAN LAI HONG**  
(MAICSA 7057707)  
(SSM PC No.: 202008002309)

**LEELA A/P SURESH KEE SEE LENG**  
(MAICSA 7069589)  
(SSM PC No.: 201908001962)

Company Secretaries  
Kuala Lumpur

Dated this 30<sup>th</sup> day of April 2024

**NOTES:**

**Virtual Annual General Meeting (“AGM”)**

- The 5<sup>th</sup> AGM will be held as a fully virtual meeting using live streaming and online remote voting through RPV facilities on the online meeting platform provided by TIIH in Malaysia at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide for 5<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
- All participants including the Chairman of the meeting will be participating remotely through the online meeting platform at <https://tiih.online>. This fulfils the requirements under Section 327(2) of the Companies Act 2016 as stated in the revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia which was further revised on 7 April 2022.

**Appointment of Proxy**

- Only a depositor whose name appears in the Record of Depositors of the Company as at 20 June 2024 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/its behalf, at the forthcoming AGM.
- 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.
- Where a member appoints more than one (1) proxy to attend the 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).
- 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.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company at least forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof:-
  - In hard copy form**  
The Proxy Form must be deposited at the Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, 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, Wilayah Persekutuan, Malaysia.
  - By electronic means**  
The Proxy Form can be electronically lodged with the Share Registrar via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for the 5<sup>th</sup> AGM on the procedures for electronic lodgement of Proxy Form.
- 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 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 agent) for the purpose of the processing and administration of proxies and representatives appointed for the (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 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 (or its agent) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

**EXPLANATORY NOTES:**

**a. Audited financial statements for the financial year ended 31 December 2023**

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 1 to 3 – Re-election of Directors**

Tan Sing Yee, Yap Ping Hong and Dr. Zaiton Binti Nasir (“the Retiring Directors”) are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 5<sup>th</sup> Annual General Meeting (“AGM”).

The Board had through the Remuneration and Nomination Committee (“RNC”) carried out fit and proper assessment of the Retiring Directors and agreed that they met the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirement (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) on character, experience, integrity, competence and time to effectively discharge their role as Directors.

The Board had also through the RNC carried out assessment on the independence of Yap Ping Hong and Dr. Zaiton Binti Nasir and is satisfied that they met the criteria of independence as prescribed in the MMLR of Bursa Securities.

All Directors have completed the conflict of interest assessment, and there are no concerns noted.

**c. Ordinary Resolution 4 – Directors' fees and benefits**

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 Shareholders' approval is being sought under Ordinary Resolution 4 for the payment of the remuneration to Non-Executive Directors for the period from 28 June 2024 up to the next AGM of the Company.

The proposed Directors' fees and benefits are calculated based on the current Board size and the number of scheduled Board and Committee meetings for 2024 up to the next AGM. In the event the proposed amount is insufficient (i.e. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

The abovementioned resolution, if passed, will allow the Company to make the payment to the Non-Executive Directors (“NEDs”) on a monthly basis. The Board is of the view that it is just and equitable for the NEDs to be paid such payment on a monthly basis after they have discharged their responsibilities and rendered their services to the Company.

**d. Ordinary Resolution 6 – Proposed Renewal of Existing Shareholders' Mandate and new Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Shareholders' Mandate”)**

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.

The detailed text on Resolution 6 on the Proposed Shareholders' Mandate is included in the Circular to Shareholders dated 30 April 2024.