



ANZO HOLDINGS BERHAD  
安卓控股有限公司

**ANZO HOLDINGS BERHAD**  
[Registration No.: 197701005955 (36998-T)]  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Fourth (44<sup>th</sup>) Annual General Meeting ("AGM") of the Company will be held and conducted by way of virtual meeting entirely through live streaming via a Remote Participation and Voting ("RPV") facilities via Mlabs VGM platform operated by Mlabs Research Sdn Bhd at the main venue at Boardroom, Suite 11.1, Level 11, Menara 1 Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur on Wednesday, 15 March 2023 at 10.30 a.m. to transact the following businesses: -

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| 1. To receive the Audited Financial Statements of the Company and of the Group for the year ended 30 September 2022 together with the Directors' and Auditors' Reports thereon.   | <b>Please refer<br/>Explanatory Note 1</b>     |
| 2. To re-elect the following Directors who are retiring pursuant to the Company's Constitution:<br>i) Datuk Chai Woon Chet (Clause 105(1))<br>ii) Wong Eng Kin (Clause 114)   | Ordinary Resolution 1<br>Ordinary Resolution 2 |
| 3. To approve the payment of Directors' fees and other benefits payable of up to RM300,000 to the Directors of the Company for the period from 1 October 2022 until the conclusion of the 45 <sup>th</sup> AGM to be held in year 2024. | Ordinary Resolution 3                          |
| 4. To re-appoint Messrs. ChengCo PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.   | Ordinary Resolution 4                          |

### SPECIAL BUSINESSES:

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

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| 5. Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016 | Ordinary Resolution 5 |
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THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons, firms or corporations 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 issued share capital of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed 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 commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company;

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 61 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company.

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| 6. To transact any other business of the Company for which due notice shall have been given. |  |
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By order of the Board,

Tan Tong Lang (MAICSA 7045482/ SSM PC No. 202208000250)  
Company Secretary

Kuala Lumpur  
31 January 2022

### Notes

- Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at this virtual AGM using RPV Facilities provided by Mlabs Research Sdn Bhd via Webex Events platform through the link <http://rebrand.ly/AnzoAGM>.
- A member entitled to participate and vote at this meeting is entitled to appoint a proxy/proxies to participate and vote instead of him. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- Where a member appoints more than one proxy to participate the same meeting, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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 authorized in writing or, if the appointor is a corporation, either under its Common Seal or signed by attorney so authorized.
- The Form of Proxy must be deposited at the Company's Share Registrar Office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to participate at the 44<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 8 March 2023. Only members whose name appears on the Record of Depositors as at 8 March 2023 shall be entitled to participate at the said meeting or appoint proxies to participate and/or vote on his/her behalf.

### EXPLANATORY NOTES ON SPECIAL BUSINESSES

#### 1. Audited Financial Statements for the year ended 30 September 2022

This Agenda item is meant for discussion only as Section 340(1) of the Companies Act 2016 and the Company's Constitution provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, it is not put forward for voting.

#### 2. Ordinary Resolutions 1 and 2: Re-election of Directors who retire in accordance with Clause 105(1) and 114 of the Company's Constitution

Clause 105(1) of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company, where one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third shall retire from office and be eligible for re-election, PROVIDED ALWAYS that Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Whereby Clause 114 of the Company's Constitution provides that the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following AGM, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Pursuant to Clause 105(1) of the Company's Constitution, Datuk Chai Woon Chet shall retire at the forthcoming AGM of the Company.

Mr. Wong Eng Kin who was appointed as an Independent Non-Executive Director of the Company on 15 June 2022 is required to submit himself for re-election at the 44<sup>th</sup> AGM of the Company pursuant to the Clause 114 of the Company's Constitution.

The performance of the Directors who are recommended for re-election has been assessed through the Board annual evaluation. The Nomination and Remuneration Committee and the Board are satisfied with the performance and effectiveness of Datuk Chai Woon Chet and Mr. Wong Eng Kin who are due for retirement as Directors, and being eligible, have offered themselves for re-election at the 44<sup>th</sup> AGM of the Company.

#### 3. Ordinary Resolutions 3: Directors' Fees and Benefits

In accordance with Section 230 (1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Company pays Directors' fees and benefits to the Independent Non-Executive Directors ("INEDs"). The Executive Directors do not receive any fees and benefits as Directors, but they are remunerated with salary, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders.

The Board recommends that shareholders approve a maximum aggregate amount of RM300,000 for the payment of Directors' fees and benefits to the INEDs of the Company during the course of the period from 1 October 2022 until the conclusion of 45<sup>th</sup> AGM of the Company to be held in year 2024.

#### 4. Ordinary Resolution 4: Authority to Directors to Allot and Issue Shares

The proposed Ordinary Resolution 4, if passed, is a renewal general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued share of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next AGM.

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 the purpose of funding future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organize a general meeting.

There was no ordinary share issued pursuant to the general mandate granted to the Directors at 43<sup>rd</sup> AGM held on 15 March 2022 and which will lapse at the conclusion of the 44<sup>th</sup> AGM.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Companies Act 2016 provides as follows:

"85. Pre-emptive rights to new shares

(1) Subject to the constitution, where a company issue 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 61 of the Constitution of the Company provides as follows:

"61. 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 they are issued, 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 shares or Securities which (by reason of the ratio which the new shares or Securities bear to 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."

The proposed Ordinary Resolution, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.