



## NOTICE OF FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth (5<sup>th</sup>) Annual General Meeting of TT Vision Holdings Berhad ("TTVHB" or the "Company") will be held at Meeting Room 9, Level 2, AC Hotel by Marriot Penang, 213, Jalan Bukit Gambir, Bukit Jambul, 11950 Pulau Pinang on Monday, 29 May 2023 at 2.30 p.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 December 2022 together with the Reports of the Directors' and Auditors' thereon.  | <b>Please refer to Explanatory Note (1)</b>  |
| 2. To re-elect the following Director who retire pursuant to Clause 110 of the Company's Constitution and who being eligible, offer himself for re-election:<br>(i) Wong Yih Hsow  | <b>Resolution 1</b>  |
| 3. To re-elect the following Directors who retire pursuant to Clause 124 of the Company's Constitution and who being eligible, offer themselves for re-election:<br>(i) Dato' Seri Wong Siew Hai<br>(ii) Everlyn Lee Suan Sim<br>(iii) Dr Khoh Soo Beng<br>(iv) Mohammad Farish Nizar Bin Othman | <b>Resolution 2</b><br><b>Resolution 3</b><br><b>Resolution 4</b><br><b>Resolution 5</b> |
| 4. To approve the payment of the Directors' fees of RM202,800.00 payable to Non-Executive Directors for the period from 1 June 2023 until the next Annual General Meeting.   | <b>Resolution 6</b>  |
| 5. To approve the payment of Directors' benefits of RM10,000.00 payable to Non-Executive Directors for the period from 1 June 2023 until the next Annual General Meeting   | <b>Resolution 7</b>  |
| 6. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration.   | <b>Resolution 8</b>  |

### AS SPECIAL BUSINESS

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

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| 7 <b>AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016</b> | <b>Resolution 9</b> |
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THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and the approvals of the relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors of the Company 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 shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue.

THAT in connection with the above, pursuant to Section 85 of the Companies Act, 2016 to be read together with Clause 63 of the Constitution of the Company, approval be and is hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of such new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company;

## NOTICE OF FIFTH ANNUAL GENERAL MEETING (Cont'd)

**7 AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (Cont'd)**

**Resolution 9**

THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

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 Annual General Meeting of the Company."

8 To transact any other businesses for which due notice shall have been given.

By Order of the Board

**LIM YONG CHIAT**  
**MAICSA7060553**  
**SSM PC No: 201908000066**  
Company Secretary

Pulau Pinang  
26 April 2023

**NOTES:**

- a) A shareholder who is entitled to attend and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting in his stead. Where a shareholder appoints two (2) proxies, he shall specify the proportions of his shareholdings to be represented by each proxy.
- b) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 73 of the Company's Constitution to issue a General Meeting Record of Depository as at 22 May 2023. Only members whose names appear in the General Meeting Record of Depository as at 22 May 2023 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- c) A Proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- d) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the seal or by at least two (2) authorised officers, one of whom shall be director (or in the case of a sole director, by that director in the presence of a witness who attests the signature) or under the hand of an officer or attorney duly authorised.
- e) Where a member of the Company is an authorized nominee as defined under the Securities Industries (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- f) Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.

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## NOTES: (Cont'd)

- g) The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited with the Share Registrar, **AGRITEUM** Share Registration Services Sdn. Bhd. at 2nd Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Pulau Pinang not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which person named in the instrument purposes to vote.
- h) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of 5th AGM will be put to the vote by poll.

## Explanatory Notes on Ordinary and Special Businesses:

### 1. Item 1 of the Agenda

Agenda item no. 1 is meant for discussion only as the provisions of Section 340 of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

### 2. Items 2, and 3 of the Agenda

The Nomination Committee ("NC") have considered the performance and contribution of each of the retiring Directors and have also assessed the independence of the Independent Non-Executive Directors seeking for re-election.

Based on the results of the Board Evaluation conducted for the financial year ended 31 December 2022, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the retiring Directors had provided their annual declaration/confirmation on his/her fitness and propriety as well as independence, where applicable.

The Board endorsed the NC's recommendation that the Directors who retire in accordance with Clause 110 and 124 of the Constitution of the Company, namely, Wong Yih Hsow, Dato' Seri Wong Siew Hai, Everlyn Lee Suan Sim, Dr Khoh Soo Beng and Mohammad Farish Nizar Bin Othman are eligible to stand for re-election. The retiring Directors had abstained from deliberations and decisions on their own eligibility and suitability on their re-election at the relevant Board meetings.

The profiles of these Directors are set out in the Company's Annual Report for the financial year ended 31 December 2022. The retiring Directors will abstain from voting on the resolution in respect of their re-election at the 5th AGM.

### 3. Items 4 and 5 of the Agenda

The Remuneration Committee ("RC") had reviewed the Directors' fees of and allowances/benefits of for all the Non-Executive Directors based on their performance and contribution to the Company.

The Board endorsed the RC's recommendation and recommended for shareholders' approval on the payment of the Directors' fees of RM202,800.00 and allowances/benefits of RM10,000.00 for all Non-Executive Directors for the period from 1 June 2023 until the next Annual General Meeting.

### 4. Item 7 of the Agenda

The Ordinary Resolution 9 proposed under item 7 of the Agenda is to seek the shareholders' approval of a new general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company shares for any possible fund raising activities, including but not limited to further placing of shares, for the purposes of funding future investment project(s), working capital and/or acquisition(s). This would avoid any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 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 new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.