



ECOMATE HOLDINGS BERHAD

REGISTRATION NO.: 202001036445 (1392766-X)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of **ECOMATE HOLDINGS BERHAD** ("the Company") will be held at BEI BOUTIQUE HOTEL, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor on Thursday, 28 July 2022 at 10.00 a.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 28 February 2022 together with the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees and benefits for the financial year ended 28 February 2022. **(Ordinary Resolution 1)**
- To approve the payment of Directors' fees and benefits up to RM204,000.00 for the financial year ending 28 February 2023 payable monthly in arrears after each month completed service of the Directors during the subject financial year. **(Ordinary Resolution 2)**
- To re-elect the following Directors who retire in accordance with Clause 95 of the Company's Constitution:
 - Tan Sri Datuk Hussin Bin Haji Ismail **(Ordinary Resolution 3)**
 - Datuk Lee Ching Yong **(Ordinary Resolution 4)**
- To re-elect Ong Tian Soon, Director who retire in accordance with Clause 103 of the Company's Constitution. **(Ordinary Resolution 5)**
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution with or without any modifications as ordinary resolution:-

- Authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016 (Ordinary Resolution 7)**

"THAT, pursuant to Section 75 of the Companies Act 2016, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Malaysia Securities Berhad on 16 April 2020, its subsequent letter dated 23 December 2021 on extension of implementation of the twenty percent (20%) General Mandate and approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors of the Company be hereby empowered pursuant to Section 75 of the Companies Act 2016 to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued does not exceed twenty percent (20%) of the total number of the issued shares of the Company for the time being ("20% General Mandate"); AND THAT the Board of Directors are also empowered to obtain approval for the listing of and quotation for the additional shares so issued pursuant to the 20% General Mandate on Bursa Malaysia Securities Berhad which would be utilised before 31 December 2022 and thereafter, the 10% general mandate will be reinstated; AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company".

- To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

NG MEI WAN

(SSM Practicing Certificate No.: 201908000801) (MIA 28862)

TAN HUI KHIM

(SSM Practicing Certificate No.: 201908000859) (LS 0009936)

Company Secretaries

Muar, Johor

29 June 2022

NOTES:

- Only depositors whose names appear in the Record of Depositors as at **20 July 2022** shall be regarded as shareholders and be entitled to attend, participate, speak and vote at the Second Annual General Meeting.
- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an Exempt Authorised 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 Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised. Any alterations in the Proxy Form must be initiated by the member.
- In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at Aldpro Corporate Services Sdn. Bhd., Level 5 Block B Dataran PHB Saujana Resort Section U2 40150 Shah Alam Selangor not less than forty-eight (48) hours before the time appointed for holding the Second Annual General Meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of Second Annual General Meeting to vote by way of poll.

EXPLANATORY NOTES TO THE AGENDA

- Item 1 of the Agenda**
Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.

- Item 3 of the Agenda - Ordinary Resolution 2**

The Directors' fees and benefits proposed for the financial year ending 28 February 2023 are calculated based on the number of scheduled Board and Committee Meetings for 2023 and assuming that all the Non-Executive Directors will hold office until the end of the subject financial year.

This resolution is to facilitate payment of Directors' fees and benefits on a monthly basis and/or as and when required. In the event the Directors' fees proposed are insufficient (e.g. due to more meetings), approval will be sought at the next annual general meeting for additional fees and benefits to meet the shortfall.

- Item 7 of the Agenda - Ordinary Resolution 7**

Authority for Directors to Allot and Issue Shares pursuant to Section 75 of the Companies Act 2016

- The proposed Ordinary Resolution no. 7, if passed, will grant a mandate ("20% General Mandate") empowering the Directors of the Company, from the date of the Second Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding twenty percent (20%) of the total number of the issued share of the Company for the time being for such purposes as they may deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting shall continue to be in full force until the conclusion of the next annual general meeting of the Company.
- The 20% General Mandate is pursuant to additional temporary relief measures due to COVID-19 pandemic issued by Bursa Malaysia Securities Berhad on 16 April 2020 and its subsequent letter dated 23 December 2021 on extension of implementation of the twenty percent (20%) General Mandate. The temporary relief measures may be utilised until 31 December 2022, after that the 10% limit under Rule 6.04 (1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad will be reinstated. The Board of Directors is of the view that the 20% General Mandate is in the best interest of the Company and its shareholders due to unprecedented challenges from the COVID-19 impact, and the 20% General Mandate will enable the Company to raise higher fund more speedily during this challenging period to ensure sustainability of the Company's existing activities as well as funding for future investment activities.
- The 20% General Mandate, if granted 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 current and/or future investment project(s), working capital and/or acquisitions.

- ANNUAL REPORT**

The Annual Report for the financial year ended 28 February 2022 is now available at the Company's corporate website www.ecomate.com.my. Printed copy of the Annual Report shall be provided to the shareholders upon request soonest possible from the date of receipt of the request.

Shareholder who wish to receive the printed Annual Report may contact the Share Registrar, Aldpro Corporate Services Sdn. Bhd. [202101043817 (1444117-M)] at 03-7890 0638 or email your request to admin@aldpro.com.my.



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REGISTRATION NO.: 202001036445 (1392766-X)
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ADMINISTRATIVE GUIDE FOR THE SECOND ANNUAL GENERAL MEETING

Day & Date : Thursday, 28 July 2022
Time : 10:00 a.m.
Venue : BEI Boutique Hotel, Centro Meeting Hall,
Level 3, 8-3, Jalan Abdul Rahman,
84000 Muar, Johor

As the COVID-19 situation continues to evolve, Ecomate Holdings Berhad ("Ecomate" or the "Company") will closely monitor the situation and reserves the rights to take further measures as appropriate up to the day of the Second Annual General Meeting ("2nd AGM" or "AGM") of the Company, in accordance with the guidelines and/or standing operating procedure issued by the Malaysian Government and other relevant authorities in order to minimise any risk to shareholders and others attending the AGM.

The Company would like to thank all participants for their patience and co-operation in enabling us to hold our AGM with the optimum safe distancing measures amidst the COVID-19 pandemic.

The Company may make necessary changes to the arrangements of the 2nd AGM at short notice.

Do refer to the Company's website at <https://ecomate.listedcompany.com/home.html> and Bursa Malaysia Securities Berhad's website at https://www.bursamalaysia.com/market_information/announcements for the latest updates on the status of the 2nd AGM from time to time.

MEASURES TO MINIMISE RISKS OF COVID-19 INFECTION

In view of the COVID-19 pandemic, your safety remains our utmost priority. The following steps will be taken for participants who will be attending the AGM in order to minimise the risk of spreading the COVID-19 virus:

FACE MASK, SOCIAL DISTANCING AND SEATING ARRANGEMENT

- 1) Participants who are feeling unwell are strongly advised not to attend the 2nd AGM.
- 2) All Attendees must practice proper hygiene including the use of hand sanitisers provided by the Company and are required to wear a face mask at all time.
- 3) To enhance social distancing measures, the seats allocated for Attendees at the 2nd AGM venue will be maintained at a certain distance from one another as per the guidelines and/or standing operations procedure provided by the Malaysian Government and/or relevant authorities from time to time.

REGISTRATION ON THE DAY OF 2ND AGM

- 1) Registration will commence at 9.00 a.m. and shall remain open until the conclusion of the 2nd AGM or such other time as may be determined by Chairman of the meeting. Please read the signage to ascertain the registration area and proceed for registration.
- 2) Please present your original National Registration Identity Card (NRIC) or Passport (for foreign member) to the registration staff for verification. Please ensure your NRIC or Passport is returned to you after registration.

ADMINISTRATIVE GUIDE FOR THE SECOND ANNUAL GENERAL MEETING (CONT'D)

REGISTRATION ON THE DAY OF 2ND AGM (CONT'D)

- 3) Upon verification and registration:
 - please sign on the attendance list and an identification wristband will be provided at the registration counter;
 - if you are attending the 2nd AGM as a member as well as a proxy, you will be registered once and will only be given one identification wristband; and
 - no person will be allowed to enter the meeting hall without wearing the identification wristband. There will be no replacement in the event that you lose/misplace the identification wristband.
 - a polling form will be given to you thereafter. There will be no replacement should you lose or misplace the polling form;
 - you may proceed to the meeting venue thereafter.
- 4) Registration must be done in person. Please also note that you will not be allowed to register on behalf of another person even with the original NRIC or Passport of that other person.

PROXY

- 1) A member entitled to attend and vote in the meeting is allowed to appoint proxy. Please submit your Form of Proxy in accordance with the notes and instructions printed therein.
- 2) The Form of Proxy is not required if you are attending the meeting.
- 3) If you have submitted your Form of Proxy prior to the meeting and subsequently decided to attend the meeting in person, please proceed to the Registration Counter to revoke the appointment of your proxy.
- 4) Please ensure that the original Form of Proxy is deposited at the Company's Share Registrar's office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not less than forty-eight (48) hours before the meeting time. No proof of dispatch of Form of Proxy will be entertained.

NO DOOR GIFT

There will be no door gift provided at the 2nd AGM.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining who shall be entitled to attend the 2nd AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at **20 July 2022** and only a depositor whose name appears on such Record of Depositors shall be eligible to attend the 2nd AGM.

NO RECORDING OR PHOTOGRAPHY

No recording or photography of the 2nd AGM proceedings is allowed without the prior written permission of the Company.

The Company and its subsidiaries, their officers and employees shall have no liability whatsoever to any and all shareholders, their proxies, corporate representatives, attorneys or any other party arising out of or in connection with any of them being infected with COVID-19 and/or suffering any losses arising out of or in connection with attendance at the 2nd AGM and/or measures undertaken by the Company in the Company's sole discretion in response to the COVID-19 pandemic.

ENQUIRY

If you have any enquiries on the above, please contact the Share Registrar during office hours on Mondays to Fridays from 9:00 a.m. to 5:30 p.m. (except on public holidays): -

SHARE REGISTRAR – Aldpro Corporate Services Sdn. Bhd.

Telephone No. : +603 7890 0638
Fax No. : +603 7890 1032
Email Address : admin@aldpro.com.my