



ECOMATE HOLDINGS BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of ECOMATE HOLDINGS BERHAD ("the Company") will be conducted on a virtual basis from BEI BOUTIQUE HOTEL, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor Darul Takzim as the Broadcast Venue through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities at <https://agm.digerati.com.my/> /ecomate-online provided by Digerati Technologies Sdn. Bhd. in Malaysia on Monday, 17 July 2023 at 11:00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 28 February 2023 together with the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees and benefits up to RM204,000.00 for the financial year ending 29 February 2024 payable monthly in arrears after each month completed service of the Directors during the subject financial year. **(Ordinary Resolution 1)**
- To re-elect the following Directors who retire in accordance with Clause 95 of the Company's Constitution:
 - Koh Cheng Huat **(Ordinary Resolution 2)**
 - Lim Yik Hui **(Ordinary Resolution 3)**
- To re-elect Lim May Wan, Director who retire in accordance with Clause 103 of the Company's Constitution. **(Ordinary Resolution 4)**
- To re-appoint Messrs Crowe Malaysia 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 the following resolution with or without any modifications as ordinary resolution:-

- Proposed renewal of authority for Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 6)**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant regulatory authorities (where applicable), the Directors of the Company be hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement(s) or option(s) or offer(s) ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being ("Proposed General Mandate").

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT the Directors of the Company be hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for such New Shares on the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

AND THAT authority be hereby given to the Directors of the Company, to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation thereto as to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 8 of the Company's Constitution, approval be hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer New Shares arising from the issuance and allotment of the New Shares pursuant to Sections 75 and 76 of the Companies Act 2016 AND THAT the Directors of the Company are exempted from the obligation to offer such New Shares first to the existing shareholders 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 Practising Certificate No.: 201908000801) (MIA 28862)

TAN HUI KHIM

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

Company Secretaries

Muar, Johor Darul Takzim

16 June 2023

NOTES:

- Only depositors whose names appear in the Record of Depositors as at 10 July 2023 shall be regarded as members and be entitled to attend, participate, speak and vote at the Third 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 Form of Proxy must be initialed 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., B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Third 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 Third Annual General Meeting to vote by way of poll.

EXPLANATORY NOTES TO THE AGENDA

8. 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.

9. Item 2 of the Agenda - Ordinary Resolution 1 Approval of Directors' fees and benefits for the financial year ending 29 February 2024

Directors' fees and benefits approved for the financial year ended 28 February 2023 was RM204,000.00. The Directors' fees and benefits proposed for the financial year ending 29 February 2024 are calculated based on the number of scheduled Board and Committee Meetings for 2024 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.

10. Item 6 of the Agenda - Ordinary Resolution 6 Proposed renewal of authority for Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

- The proposed Ordinary Resolution No. 6, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the Third Annual General Meeting to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement(s) or option(s) or offer(s) ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company up to an amount not exceeding ten percent (10%) of the total number of issued share capital 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 General Mandate is a renewal of the previous mandate obtained at the last Annual General Meeting held on 28 July 2022 which will expire at the conclusion of the forthcoming Annual General Meeting.
- As at the date of this Notice, the Company had pursuant to the previous mandate issued and listed a total of 8,025,834 ordinary shares representing 2.30% of the total issued share capital of the Company on Bursa Malaysia Securities Berhad via special issue by the Company to Bumiputera Investors identified and/or approved by the Ministry of International Trade and Industry Malaysia at an issue price of RM0.81 per ordinary share which was completed on 21 December 2022 ("Special Issue"). Details of the total proceeds raised from the Special Issue and its utilisation of proceeds are disclosed in the Annual Report 2023.
- The 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.
- By voting in favour of the proposed Ordinary Resolution 6, the shareholders of the Company shall agree to waive and deemed to have waived their statutory pre-emptive right and thus will allow the Directors to issue New Shares to any person under the General Mandate without having to offer the New Shares to all existing shareholders of the Company prior to issuance of the New Shares.

11. ANNUAL REPORT

The Annual Report for the financial year ended 28 February 2023 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 03-9770 2200 or email your request to admin@aldpro.com.my.



ECOMATE HOLDINGS BERHAD

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

ADMINISTRATIVE GUIDE FOR THIRD ANNUAL GENERAL MEETING ("3RD AGM" OR "AGM")

- Meeting Day and Date** : Monday, 17 July 2023
- Time** : 11:00 a.m.
- Broadcast Venue** : BEI BOUTIQUE HOTEL,
Centro Meeting Hall,
Level 3, 8-3, Jalan Abdul Rahman,
84000 Muar, Johor Darul Takzim.
- Online Meeting Platform** : <https://agm.digerati.com.my/ecomate-online>

1. Virtual Meeting

- 1.1 As a precautionary measure amid the Coronavirus Disease pandemic and having regard to the well-being of the safety of the Company's shareholders, employees and Directors, the Board of Directors ("the Board") and Management have decided that the meeting will be conducted entirely virtual through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities.
- 1.2 Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at our virtual Meeting. Therefore, it is your responsibility to ensure that connectivity for the duration of the Meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants. The Company, the Board and its management, registrar and other professional advisers (if any) shall not be held responsible or be liable for any disruption in internet line resulting in the participants being unable to participate and/or vote at the Meeting.

2. Entitlement to Participate and Vote

- 2.1 Only depositors whose names appear on the Record of Depositors as at **10 July 2023** shall be entitled to participate and/or vote at the meeting or appoint proxy/corporate representative(s) to participate and/or vote on his/her behalf by returning the duly executed Form(s) of Proxy.

3. Appointment of Proxy

- 3.1 If you are unable to attend and participate at the meeting via RPV facilities, you may appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
- 3.2 The instrument appointing a proxy and the power of attorney or other authority i.e. the corporate representatives / authorised nominees or exempt authorised nominees who wishes to attend and participate at the meeting via RPV facilities, please ensure the **duly executed original** Form(s) of Proxy or the **original / duly certified** Certificate of Appointment of its corporate / authorised representative / power of attorney / letter of authority or other documents proving authority must be deposited to Company's Share Registrar office, Aldpro Corporate Services Sdn. Bhd. at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the meeting i.e. not later than **Saturday, 15 July 2023 at 11:00 a.m.**
- 3.3 Shareholders who have appointed a proxy or attorney or corporate representative to participate at the 3rd AGM via RPV must request his/her proxy to register himself/herself for RPV at <https://agm.digerati.com.my/ecomate-online> provided by Digerati Technologies Sdn. Bhd. in Malaysia.

4. Submission of Questions

- 4.1 Members and proxies may submit their questions via the real time submission of typed texts through a text box at <https://agm.digerati.com.my/ecomate-online> during the live streaming of the AGM. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/ relevant adviser during the meeting.

ADMINISTRATIVE GUIDE FOR THIRD ANNUAL GENERAL MEETING ("3RD AGM" OR "AGM") (CONT'D)

5. Voting Procedure


- 5.1 The voting at the 3rd AGM will be conducted by poll.
- 5.2 For the purpose of the Meeting, e-Voting can be carried out using personal smart mobile phones, tablets, personal computers or laptops.
- 5.3 The polling will commence from the scheduled starting time of the Meeting and close five (5) minutes after the Chairman announces the final five (5) minutes for voting towards the end of the Meeting after the question-and-answer session.
- 5.4 The Independent Scrutineer will verify the poll results reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.

6. Remote Participation and Voting ("RPV")

- 6.1 Please note that all shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees, and proxies shall use the RPV facilities to participate and/or vote remotely at the meeting [(ii) to (iv) through their authorised representatives].
- 6.2 If you wish to participate in the Meeting, you will be able to view a live webcast of the Meeting, pose questions and/ or submit your votes in real time whilst the Meeting is in progress.
- 6.3 Kindly follow the procedures to register for RPV.

PROCEDURES TO REMOTE PARTICIPATION AND VOTING FACILITIES ("RPV")

Members/proxies/corporate representatives/attorneys who wish to participate the 3rd AGM remotely using RPV must follow the following procedures:-

Step	Action	Procedure
A	To register as a user using the Registrar website: https://agm.digerati.com.my/ecomate-online 	<ul style="list-style-type: none"> • Complete the registration form. • Upload your identity documents. • Submit your registration form. • You will receive an email for verification purpose. You need to complete the process to complete the registration. (Please check your spam mailbox if you do not receive the email) • You will receive an email upon successful or rejected registration. • You may skip this step if you are already a registered user.
B	To request for RPV	<ul style="list-style-type: none"> • Login your registered account through the Registrar website. • Select "ECOMATE 3rd AGM". • Read and agree to Terms & Conditions then confirm the Declaration. • Complete and submit the request form. • You may appoint proxy(s) in the request form. • You may pose your question, if any, to the Chairman/Board in the request form. • You will receive an email as the receipt of request form. • Registrar will verify your request against the ROD after closing time. Closing time for request submission will be 48 hours prior to the meeting. No request will be entertained after closing time.

ADMINISTRATIVE GUIDE FOR THIRD ANNUAL GENERAL MEETING ("3RD AGM" OR "AGM") (CONT'D)

PROCEDURES TO REMOTE PARTICIPATION AND VOTING FACILITIES ("RPV") (CONT'D)

Members/proxies/corporate representatives/attorneys who wish to participate the 3rd AGM remotely using RPV must follow the following procedures:- (cont'd)

Step	Action	Procedure
B	To request for RPV (cont'd)	<ul style="list-style-type: none"> You and your proxy(s) will receive a notification email upon approval or rejection of RPV. In the case of approval, below links will be attached in the email. <ol style="list-style-type: none"> Broadcast link E-Poll Form link
C	On the day of AGM	<ul style="list-style-type: none"> Access to Broadcast and E-Poll Form using the website or through email links. If you have any question for the Chairman/Board, you may use the Q&A section to text your question. The Chairman/Board/Management/relevant adviser(s) will endeavour to respond to your question during the Meeting. Submit your voting within a specific period once the Chairman announces that the voting is open. Voting will be closed upon the expiry of the voting period. Broadcast will be terminated upon the announcement of the poll result by the Chairman.

ENQUIRY

If you have any enquiries prior to the AGM, please contact the following during office hours from Mondays to Fridays from 9:00 a.m. to 5:30 p.m. (except public holiday): -

The Share Registrar

Aldpro Corporate Services Sdn. Bhd.

Address : B-21-1, Level 21, Tower B,
Northpoint Mid Valley City,
No. 1, Medan Syed Putra Utara,
59200 Kuala Lumpur, Wilayah Persekutuan.

Email Address : admin@aldpro.com.my

Contact Persons : Ms. Wong Fui Sin / Ms. Jennie Wong / Ms. Christine Cheng

Telephone No. : +603 9770 2200

OR

RPV Technical Support

If you have any enquiry in relation to registration, logging in and system related, please contact the Technical Support:

Technical Support : Digerati Technologies Sdn. Bhd.
Telephone No. : +6011-6338 8316
Email Address : support@digerati.com.my