

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held at Perdana I & II, Level 03 Cititel Penang, 66, Jalan Penang, 10000 George Town, Pulau Pinang on Wednesday, 15 December 2021 at 12.30 pm for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2021 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A**
- As Ordinary Business**
 2. To re-elect Dato' Yow Mooi Sin retiring under the provision of Clause 76(3) of the Constitution of the Company, and who, being eligible, has offered himself for re-election. **Ordinary Resolution 1**
 3. To re-elect Mr Chan Foo Weng retiring under the provision of Clause 76(3) of the Constitution of the Company, and who, being eligible, has offered himself for re-election. **Ordinary Resolution 2**
 4. To approve the payment of Directors' fees of RM300,000.00 for the financial year ended 30 June 2021. **Ordinary Resolution 3**
 5. To approve the payment of Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 up to an amount of RM60,000.00 from 15 December 2021 until next Annual General Meeting of the Company. **Ordinary Resolution 4**
 6. To re-appoint Messrs UHY 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:-

 7. **Authority to Issue Shares** **Ordinary Resolution 6**
 "THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are 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 or option or offer ("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, 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 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 10% General Mandate") and THAT the Board of Directors be and is also empowered to obtain the approval for the listing 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, or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."
 8. **Share Buy-Back Authority** **Ordinary Resolution 7**
 "THAT subject to the provisions under the Companies Act 2016 ("the Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") ACE Market Listing Requirements and the approvals of all relevant authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("MEGASUN") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase ("Share Buy-Back Authority").
 THAT the maximum amount of funds to be utilised for the purpose of the Share Buy-Back Authority shall not exceed the Company's retained profits. THAT authority be and is hereby given to the Directors of the Company to decide at their discretion as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any MEGASUN Shares so purchased by the Company in the following manner:-
 (i) the MEGASUN Shares so purchased could be cancelled; or
 (ii) the MEGASUN Shares so purchased could be retained as treasury shares for distribution as share dividends to the shareholders of the Company and/or resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or
 (iii) combination of (i) and (ii) above.
 THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution until:-
 (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed, at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
 (ii) the passing of the date on which the next annual general meeting of the Company is required by law to be held; or
 (iii) the authority is revoked or varied by resolution of the shareholders of the Company in a general meeting; whichever occurs first.
 And THAT the Directors of the Company be and are authorised to take such steps to give full effect to the Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."
 9. **Continuing in Office as an Independent Non-Executive Director** **Ordinary Resolution 8**
 "THAT authority be and is hereby given to Mr Tan Wooi Chuon who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."
 10. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

LIM CHOO TAN (LS 0008888) (SSM PC No. 202008000713)
CHEW SIEW CHENG (MAICSA 7019191) (SSM PC No. 202008001179)
 Company Secretaries
 Date: 29 October 2021

IMPORTANT NOTICE

In view of the Covid-19 pandemic, the Company has in place precautionary measures for the 17th AGM in order to safeguard the health of attendees at the AGM. You are advised to check the Company's website or announcement(s) at Bursa Securities' website from time to time for the latest update on the AGM. The Company has the right to impose any other precautionary measures as guided by the guidelines issued by the Government from time to time.

Note A

This Agenda item is meant for discussion only as the provision of Sections 248(2) and 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.

Notes:

1. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 8 December 2021. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. 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 not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
 (i) In hard copy form.
 In the case of an appointment made in hard copy form, this proxy form must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang.
 By electronic means via email
 (ii) By electronic means via email
 In the case of an appointment made via email transmission, this proxy form must be received via email at finance.lai6@gmail.com.
 For option (ii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notariarily and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging this proxy form is Monday, 13 December 2021 at 12.30 pm.
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 a. Identity card (NRIC) (Malaysian), or
 b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 c. Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.

Explanatory Notes on Special Business

- (i) To approve the payment of Directors' benefits
 The proposed Ordinary Resolution 4, if passed, will authorise the payment of the Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 of up to RM60,000.00 from 15 December 2021 until the next Annual General Meeting of the Company.
- (ii) Authority to Issue Shares
 This general mandate for issue of shares ("the Mandate") was sought for in the preceding year and 47,315,000 ordinary shares were issued since the last Annual General Meeting ("AGM") of the Company until the latest practicable date before the printing of this Annual Report. As the Mandate will expire on 15 December 2021, the Board is desirous of seeking a fresh general mandate at the forthcoming AGM.
 This proposed Ordinary Resolution 6, if passed, will provide flexibility for the Company and empower the Directors of the Company to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for any possible fund raising activities, including but not limited to placing of shares, for the purpose of funding further investment project(s), working capital and/or acquisition. This Authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.
- (iii) Share Buy-Back Authority
 The proposed Ordinary Resolution 7 if passed, will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the total number of issued shares of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This Authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.
- (iv) Continuing in Office as an Independent Non-Executive Director
 The Nomination Committee with Mr Tan Wooi Chuon abstaining from deliberation of his own assessment, had assessed the independence of Mr Tan Wooi Chuon who has served on the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years. Mr Tan Wooi Chuon has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad ACE Market Listing Requirements. The length of his service does not interfere with Mr Tan Wooi Chuon's ability and exercise of independent judgement as an Independent Director.
 Meanwhile, as recommended by the Malaysian Code on Corporate Governance 2021 ("MCCG 2021"), the Board will be seeking shareholders' approval through a two-tier voting process at the Seventeenth Annual General Meeting to retain Mr Tan Wooi Chuon as an Independent Non-Executive Director as his tenure has exceeded nine (9) years.