

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth (“**20th**”) Annual General Meeting (“**AGM**”) of NOTION VTEC BERHAD (“**Company**”) will be conducted entirely through live streaming from the broadcast venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur (“**Broadcast Venue**”) on Friday, 1 March 2024 at 9.30 a.m. for the following purposes:

AGENDA

Ordinary Business

1.

To receive the Audited Financial Statements for the financial year ended 30 September 2023 together with the Reports of the Directors and Auditors thereon.

[Please refer to Note (i) of the Explanatory Notes]
2.

To re-elect the following Directors who are retiring in accordance with Clause 95 of the Constitution of the Company:

i.

Mr Choo Wing Onn

[Ordinary Resolution 1]

ii.

Mr Choo Wing Yew

[Ordinary Resolution 2]

[Please refer to Note (iii) of the Explanatory Notes]
3.

To re-elect Mr Alvin Vong Chen Weng who is retiring in accordance with Clause 102 of the Constitution of the Company.

[Ordinary Resolution 3]

[Please refer to Note (iii) of the Explanatory Notes]
4.

To approve the Directors’ Fees of up to RM350,000 [2022: RM350,000] and benefits payable to the Directors of the Company of up to RM50,000 [2022: RM50,000] from 2 March 2024 until the conclusion of the next AGM of the Company, to be paid monthly in arrears.

[Ordinary Resolution 4]

[Please refer to Note (iii) of the Explanatory Notes]
5.

To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

[Ordinary Resolution 5]

Special Business

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

6.

Proposed Authority to Allot and Issue Shares pursuant to Section 76 of the Companies Act 2016 (“the Act”)

“**THAT** pursuant to Section 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 number of issued shares of the Company (excluding treasury shares) for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT in connection with the above, pursuant to Section 85 and Clause 59 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares pursuant to this mandate by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

[Ordinary Resolution 6]

[Please refer to Note (iv) of the Explanatory Notes]
7.

To transact any other business that may be transacted at the 20th AGM of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD

Tai Yit Chan [SSM PC No. 202008001023] [MAICSA 7009143]
Tan Ai Ning [SSM PC No. 202008000067] [MAICSA 7015852]

Company Secretaries

Selangor Darul Ehsan
26 January 2024

Explanatory Notes:

- (i)

Agenda 1 – To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 340 of the Act 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**.
- (ii)

Ordinary Resolutions 1 to 3 – Re-election of Directors

The profiles of the Directors who are standing for re-election as per Agenda item nos. 2 and 3 are set out in the Board of Directors’ profile for Annual Report 2023.

The performance, contribution, effectiveness and independence [as the case may be] of the retiring Directors, namely Mr Choo Wing Onn, Mr Choo Wing Yew and Mr Alvin Vong Chen Weng [collectively “**Retiring Directors**”) have been assessed by the Nomination Committee (“**NC**”). In addition, the NC has also conducted an assessment on the fitness and propriety of the Retiring Directors including the review of their fit and proper declarations and results of their background checks in accordance with the Directors’ Fit & Proper Policy. The Retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election.

Based on the recommendation of NC, the Board endorsed the same, having been satisfied with the performance as well as fitness and propriety of the Retiring Directors.

(iii) **Ordinary Resolution 4 – Directors’ Fees and Benefits Payable**

Section 230(1)(b) of the Act provides that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries companies shall be approved at a general meeting. There is no revision to the amount proposed.

Details of the Directors’ fees for the financial year ended 30 September 2023 are disclosed in the Corporate Governance Report 2023.

The amount of Directors’ fees to each Director of the Company and its subsidiaries for the period from 2 March 2024 and up to the date of next AGM are as follows:-

Directors	Amount (RM)
Notion VTec Berhad:-	
Mr Thoo Chow Fah	-
Mr Choo Wing Hong	-
Mr Choo Wing Onn	-
Mr Lee Tian Yoke	-
Mr Choo Wing Yew	-
Dato’ Abu Bakar Bin Mohd Nor	108,000
Ms Teh Su-Ching	108,000
Mr Alvin Vong Chen Weng	108,000

In determining the estimated total amount of Directors’ fees and benefits payable to the Directors of the Company, the Board has considered various factors including the roles and responsibilities, and required time commitment expected of Independent Non-Executive Directors, the current Board size, and the number of scheduled meetings for the Board and Board Committees, and general meeting.

Payment of Directors’ fees and any benefits payable will be made by the Company on a monthly basis or as and when incurred. The Board is of the view that it is just and equitable for the Directors’ fees to be paid on monthly basis or as and when incurred, after the Independent Non-Executive Directors have discharged their responsibilities and rendered their services to the Company.

(iv) **Ordinary Resolution 6 – Proposed Authority to Allot and Issue Shares pursuant to Section 76 of the Act**

The proposed Ordinary Resolution 6 is to obtain a general mandate for issuance of shares by the Company under Section 76 of the Act.

The proposed Ordinary Resolution 6, if passed, serves as a measure to meet the Company’s immediate working capital needs in the short term without relying on conventional debt financing [which will result in higher finance costs to be incurred] for the purpose of funding investment project(s), working capital and/or acquisition(s). This would eliminate 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 AGM.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 59 of the Constitution of the Company 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.

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the 19th AGM held on 2 March 2023 and which will lapse at the conclusion of the 20th AGM. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

Notes:

- (1)

The AGM of the Company will be conducted entirely through live streaming and online remote voting via Remote Participation and Voting (“**RPV**”) facilities. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrator for the AGM to facilitate the RPV via TIH Online website at <https://tiah.online>. The procedures for members to register, participate and vote remotely via the RPV facilities are provided in the Administrative Guide for the AGM.
- (2)

Please follow the procedures set out in the Administrative Guide for the AGM which is available on the Company’s website at www.notionvtec.com to register, attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely via the RPV facilities.
- (3)

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act, which requires the Chairman of the meeting to be present at the main venue. Members/proxies are **NOT** to be physically present at the Broadcast Venue on the day of the AGM.
- (4)

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
- (5)

A member entitled to attend and vote at the AGM may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. A proxy appointed to attend and vote at the AGM shall have the same rights as the member to speak at the AGM.
- (6)

A member may appoint up to 2 proxies to attend the AGM. Where a member appoints 2 proxies, the appointment shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy. Where a member is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account (“**Omnibus Account**”) as defined under the Securities Industry [Central Depositories] Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- (7)

The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (8)

The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre, at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the AGM or at any adjournment thereof. Alternatively, the Proxy Form may also be electronically submitted via TIH Online website at <https://tiah.online>. Please refer to the Administrative Guide for further information on electronic submission.
- (9)

For the purpose of determining who shall be entitled to attend the AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 22 February 2024 and only members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at the AGM and entitled to appoint proxy or proxies.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

ADMINISTRATIVE GUIDE FOR THE TWENTIETH (“20TH”) ANNUAL GENERAL MEETING (“AGM”) OF NOTION VTEC BERHAD

Date	: Friday, 1 March 2024
Time	: 9.30 a.m.
Meeting Platform	: TIIH Online website at https://tiih.online
Broadcast Venue	: Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia.

MODE OF MEETING

The 20th AGM of the Company will be conducted entirely through live streaming and online voting via Remote Participation and Voting (“RPV”) facilities via TIIH Online website at <https://tiih.online>.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the meeting. Shareholder(s) or proxy(ies) or attorney(s) or authorised representative(s) **WILL NOT BE ALLOWED** to attend the 20th AGM in person at the Broadcast Venue on the day of the meeting.

RPV FACILITIES

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the AGM using RPV facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“**Tricor**”) via its **TIIH Online** website at <https://tiih.online>. Please refer to Procedures for RPV facilities.

A shareholder who has appointed a proxy(ies) or attorney(s) or authorised representative(s) to participate at this AGM via RPV facilities shall request his/her proxy(ies) or attorney(s) or authorised representative(s) to register himself/herself for RPV facilities at TIIH Online website at <https://tiih.online>. Please refer to Procedures for RPV facilities.

As the 20th AGM is a virtual AGM, shareholders who are unable to participate in this AGM may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the proxy form.

PROCEDURES FOR RPV FACILITIES

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate in the 20th AGM remotely using the RPV facilities are to follow the requirements and procedures as summarised below:

Procedure	Action
BEFORE THE AGM DAY	
(a) Register as a user with TIIH Online	<ul style="list-style-type: none"> Visit the website at https://tiih.online to register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within 1 working day and you will be notified via email. This is a ONE-TIME registration. If you are already a user with TIIH Online, you are not required to register again. An email notification will be sent to you that the remote participation is available for registration at TIIH Online.
(b) Submit your registration for RPV facilities	<ul style="list-style-type: none"> Registration is open from Friday, 26 January 2024 until the day of 20th AGM on Friday, 1 March 2024. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance to ascertain their eligibility to participate in the 20th AGM using the RPV facilities. Login with your user ID and password and select the corporate event: “(REGISTRATION) NOTION VTEC BERHAD 20TH AGM” Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. You will receive an email notification that your registration for remote participation has been received and is pending for verification. After verification of your registration against the General Meeting Record of Depositors dated 22 February 2024, you will receive an email notification approving your registration for remote participation and the procedures to use the RPV facilities are detailed therein. In the event your registration is not approved, you will also be notified via email. <p>(Note: Please ensure to allow sufficient time required for the approval as a new user of TIIH Online and registration for RPV facilities.)</p>

Procedure		Action
ON THE DAY OF THE AGM		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 20th AGM at any time from 8.30 a.m. i.e. 1 hour before the commencement of the 20th AGM on Friday, 1 March 2024 at 9.30 a.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) NOTION VTEC BERHAD 20TH AGM” to engage in the proceedings of the AGM remotely. If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will endeavour to respond to the questions received during the 20th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 9.30 a.m. on Friday, 1 March 2024 until a time when the Chairman announces the end of the session. Select the corporate event: “(REMOTE VOTING) NOTION VTEC BERHAD 20TH AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> The live streaming will end upon the announcement by the Chairman on the closure of the 20th AGM.

Note to users of the RPV facilities:

- Should your registration for RPV facilities be approved, the Company will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- In the event you encounter any issues with log-in, connection to the live streamed meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate via RPV facilities at 20th AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to Tricor no later than **Wednesday, 28 February 2024 at 9.30 a.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:

(i) In hard copy form

The proxy form must be deposited with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“**Tricor's Office or Customer Service Centre**”).

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiih.online>. Kindly refer to the Procedures for Electronic Submission of Proxy Form.

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with Tricor's Office or Customer Service Centre no later than **Wednesday, 28 February 2024 at 9.30 a.m.** to participate via RPV facilities in the 20th AGM. A copy of the power of attorney may be accepted provided that it is notarised in compliance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with Tricor's Office or Customer Service Centre to participate via RPV facilities in the 20th AGM. The certificate of appointment should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

PROCEDURES FOR ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via Tricor's **TIIH Online** website are summarised below:

Procedure		Action
i. Steps for Individual Shareholders		
(a)	Register as User with TIIH Online	<ul style="list-style-type: none"> Visit the website at https://tiih.online to register as user under the "e-Services" by selecting "Create Account by Individual Holder". Please refer to the tutorial guide on the homepage for assistance. If you are already a user of TIIH Online, you are not required to register again.
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: "NOTION VTEC BERHAD 20th AGM - SUBMISSION OF PROXY FORM". Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman of the Meeting as your proxy. Indicate your voting instructions - FOR or AGAINST, otherwise your proxy(ies) will decide your vote. Review and confirm your proxy(ies) appointment. Print proxy form for your record.
ii. Steps for Corporation or Institutional Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online. Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within 1 to 2 working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact the persons stated under "ENQUIRY" section below if you need clarifications on the user registration.</p>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> Login to TIIH Online at https://tiih.online. Select the corporate event: "NOTION VTEC BERHAD 20th AGM - SUBMISSION OF PROXY FORM". Read and agree to the Terms & Conditions and confirm the Declaration. Download the file for "SUBMISSION OF PROXY FORM" in accordance with the Guidance Note set therein. Complete ALL the mandatory fields in the proxy appointment file. Login to TIIH Online, select corporate event: "NOTION VTEC BERHAD 20th AGM - SUBMISSION OF PROXY FORM". Upload and submit the duly completed proxy appointment file. Print the confirmation report of your submission for your record.

POLL VOTING

The voting at the 20th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders or proxy(ies) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time from **9.30 a.m. on Friday, 1 March 2024** but before the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to item (e) of the above Procedures for RPV facilities for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for the AGM, the Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions to the Board in advance of the 20th AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Wednesday, 28 February 2024 at 9.30 a.m.** The Board will endeavour to answer the questions received at the 20th AGM.

DOOR GIFT/FOOD VOUCHER

There will be no door gifts or food vouchers for attending the AGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography of the proceedings of 20th AGM are strictly prohibited.

ENQUIRY

If you have any enquiries on the above, please contact Tricor during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com