



## FLEXIDYNAMIC HOLDINGS BERHAD

[Registration No. 201901010656 (1319984-V)]

(Incorporated in Malaysia under the Companies Act 2016)

### NOTICE OF FOURTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fourth ("4<sup>th</sup>") Annual General Meeting ("AGM") of the Company will be conducted on a fully virtual basis through live streaming and online meeting platform of TIH Online provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its website at <https://tiih.online> or <https://tiih.com.my> (Domain Registration No. with MYNIC – D1A282781) on Friday, 23 June 2023 at 10.00 a.m. for the purpose of transacting the following businesses: -

#### AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees and allowances up to RM230,000.00 for the period from this 4<sup>th</sup> AGM until the next AGM of the Company.
3. To re-elect the following Directors retiring in accordance with Article 92 of the Company's Constitution and being eligible, offer themselves for re-election: -  
(i) Liew Heng Wei **(Resolution 2)**  
(ii) Lion Suk Chin **(Resolution 3)**  
(iii) Noor Zaliza Yati binti Yahya **(Resolution 4)**
4. To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration. **(Resolution 5)**

#### AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following as ordinary resolutions: -

5. **AUTHORITY TO ISSUE SHARES** **(Resolution 6)**  
"THAT pursuant to Section 75 and 76 of the Companies Act 2016 ("the Act"), and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.  
AND THAT pursuant to Section 85 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Section 75 and 76 of the Act."
6. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")** **(Resolution 7)**  
"THAT subject always to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries ("**Flexidynamic Group**") to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.5 of the Circular to Shareholders dated 28 April 2023, which are necessary for the day-to-day operations of Flexidynamic Group provided that the transaction are in the ordinary course of business, and are carried out at arms' length basis on normal commercial terms which are not more favourable to the related party than those generally available to the public as well as are not detrimental to the minority shareholders' of the Company and such approval, shall continue to be in force until: -  
i) the conclusion of the next AGM of the Company following the 4<sup>th</sup> AGM at which the Proposed Renewal of Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the Proposed Renewal of Shareholders' Mandate authority is renewed;  
ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2)(b) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  
iii) revoked or varied by resolution passed by the shareholders in general meeting;  
whichever is earlier.

AND THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things and to execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution"

7. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

By Order of the Board

**LIM SECK WAH (MAICSA NO. 0799845) (SSM PC NO: 202008000054)**  
**TANG CHI HOE (KEVIN) (MAICSA NO. 7045754) (SSM PC NO: 202008002054)**  
Company Secretaries  
Kuala Lumpur  
Dated: 28 April 2023

Notes :-

1. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 if the online meeting platform in Malaysia and all meeting participants including Chairperson of the meeting, board members, senior management and shareholders are to participate in the meeting online.  
Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 4<sup>th</sup> AGM via the Remote Participation and Voting ("RPV") facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIH Online website at <https://tiih.online>.  
For further information, kindly refer to the Administrative Guide for the 4<sup>th</sup> AGM.
2. For the purpose of determining a member who shall be entitled to attend, speak and vote at the 4<sup>th</sup> AGM, the Company shall be requesting the Record of Depositors as at 16 June 2023. Only a depositor whose name appears on the Record of Depositors as at 16 June 2023 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
3. A proxy may but need not be a member of the Company. A member may appoint up to 2 proxies to attend and vote at the same meeting. Where a member appoints 2 proxies, the appointment of 2 proxies shall be invalid unless the proportion of the shareholding to be represented by each proxy is specified.
4. Where a member is an authorised nominee as defined under the Central Depositories Act 1991, it may appoint at least 1 proxy but not more than 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.
5. 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.
6. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
7. The Form of Proxy shall be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, 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 or by electronic lodgement via TIH Online website at <https://tiih.online> not less than 48 hours before the time set for holding the meeting or any adjournment thereof. For further information on the electronic submission of Form of Proxy, kindly refer to the Administrative Guide for the 4<sup>th</sup> AGM.
8. By submitting the duly executed Form of Proxy, a member and his/her proxy consent to the Company (and/or its agents/ service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for this meeting and any adjournment thereof.
9. A member who has appointed a proxy or attorney or authorised representative to participate at the 4<sup>th</sup> AGM must request his/her proxy/ attorney/authorised representative to register himself/herself via TIH Online website at <https://tiih.online>.

Explanatory Notes to Special Business

Ordinary Resolution 6 – Authority to Issue Shares

The effect of the Ordinary Resolution if passed, will give the Directors of the Company, from the date of the 4<sup>th</sup> AGM, authority to allot and issue shares up to 10% of the total number of issued shares of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

The Board of Directors is of the view that the 10% General Mandate is in the best interest of the Company and its shareholders as the authority will facilitate any possible fundraising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital, repayment of bank borrowings and/or acquisitions.

The waiver of pre-emptive rights pursuant to Section 85 of the Act 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 mandate.

The previous mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

Ordinary Resolution 7 – Proposed Renewal of Shareholders' Mandate

The explanatory note on Ordinary Resolution 7 is set out in the Circular to Shareholders dated 28 April 2023.

# ADMINISTRATIVE GUIDE FOR THE FOURTH ANNUAL GENERAL MEETING (“4<sup>TH</sup> AGM”)

<b>Day &amp; Date</b>	: Friday, 23 June 2023
<b>Time</b>	: 10.00 a.m.
<b>Online Meeting Platform</b>	: TIIH Online website at <a href="https://tiih.online">https://tiih.online</a>

## MODE OF MEETING

The 4<sup>th</sup> AGM of the Company will be conducted fully virtual through live streaming and online voting via Remote Participation and Voting (“RPV”) facilities via TIIH Online website at <https://tiih.online>. An online meeting platform used to conduct the meeting can be recognised as the meeting venue as required under Section 327(2) of the Companies Act 2016, provided that the online platform located in Malaysia and all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are to participate in the meeting online.

## REMOTE PARTICIPATION AND VOTING FACILITIES

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 4<sup>th</sup> AGM using RPV facilities from Tricor.

A shareholder who has appointed a proxy(ies) or attorney(s) or authorised representative(s) to attend, participate, speak and vote at this 4<sup>th</sup> AGM via RPV must request his/her proxy(ies) or attorney(s) or authorised representative(s) to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.

## PROCEDURES TO RPV FACILITIES

Please read and follow the procedures below to participate at the 4<sup>th</sup> AGM using the RPV facilities:

Before the 4 <sup>th</sup> AGM day		
	Procedure	Action
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"><li>Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”, select the “Sign Up” button and followed by <b>“Create Account by Individual Holder”</b>. Refer to the tutorial guide posted on the homepage for assistance.</li><li>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li><li>If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.</li></ul>
(b)	Submit your registration for RPV	<ul style="list-style-type: none"><li>Registration is open from Friday, 28 April 2023 until the day of 4<sup>th</sup> AGM on Friday, 23 June 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 4<sup>th</sup> AGM to ascertain their eligibility to participate at the 4<sup>th</sup> AGM using the RPV.</li><li>Login with your user ID (i.e. email address) and password and select the corporate event: <b>“(REGISTRATION) FLEXIDYNAMIC HOLDINGS BERHAD 4<sup>TH</sup> AGM”</b>.</li><li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>Select “Register for Remote Participation and Voting”</li><li>Review your registration and proceed to register</li><li>System will send an <b>e-mail to notify</b> that your registration for remote participation is received and will be verified.</li><li>After verification of your registration against the General Meeting Record of Depositors as at 16 June 2023, the system will send you an <b>e-mail on 21 June 2023 to approve or reject</b> your registration for remote participation.</li></ul> <p><i>(Note: Please allow sufficient time for the approval of new user of TIIH Online as well as registration for the RPV).</i></p>

## ADMINISTRATIVE GUIDE FOR THE FOURTH ANNUAL GENERAL MEETING (“4<sup>TH</sup> AGM”) (CONT'D)

### PROCEDURES TO RPV FACILITIES *cont'd*

Please read and follow the procedures below to participate at the 4<sup>th</sup> AGM using the RPV facilities: *cont'd*

On the 4 <sup>th</sup> AGM Day		
	Procedure	Action
(c)	Login to TIIH Online	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the 4<sup>th</sup> AGM at any time from <b>9.00 a.m.</b> i.e. 1 hour before the commencement of the 4<sup>th</sup> AGM on <b>Friday, 23 June 2023 at 10.00 a.m.</b></li> </ul>
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: “<b>(LIVE STREAM MEETING) FLEXIDYNAMIC HOLDINGS BERHAD 4<sup>TH</sup> AGM</b>” to engage in the proceedings of the 4<sup>th</sup> AGM remotely.</li> <li>If you have any question for the Chairperson/ Board, you may use the query box to transmit your question. The Chairperson/ Board will endeavor to respond to questions submitted by remote participants during the 4<sup>th</sup> AGM. If there is time constraint, the responses will be e-mailed to you or posted at the Company’s website at the earliest possible, after the meeting.</li> </ul>
(e)	Online Remote Voting	<ul style="list-style-type: none"> <li>Voting session commences from 10.00 a.m. on Friday, 23 June 2023 until a time when the Chairperson announces the end of the session.</li> <li>Select the corporate event: “<b>(REMOTE VOTING) FLEXIDYNAMIC HOLDINGS BERHAD 4<sup>TH</sup> AGM</b>” or if you are on the live stream meeting page, you can select “<b>GO TO REMOTE VOTING PAGE</b>” button below the Query Box.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select the CDS account that represents your shareholdings.</li> <li>Indicate your votes for the resolutions that are tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>
(f)	End of remote participation	<ul style="list-style-type: none"> <li>Upon the announcement by the Chairperson on the closure of the 4<sup>th</sup> AGM, the Live Streaming will end.</li> </ul>

#### Note to users of the RPV facilities:

- Should your registration for the RPV facilities be approved, we will make available to you the rights to join the live stream 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 logging-in, connection to the live stream meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

#### Entitlement to Participate and Appointment of Proxy

- Only members whose names appear on the Record of Depositors as at 16 June 2023 shall be eligible to attend, speak and vote at the 4<sup>th</sup> AGM or appoint a proxy(ies) and/or the Chairperson of the meeting to attend and vote on his/her behalf.
- If a member is unable to participate in 4<sup>th</sup> AGM, he/she may appoint the Chairperson of the meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- If you wish to participate in the 4<sup>th</sup> AGM yourself, please do not submit any Proxy Form for the 4<sup>th</sup> AGM. You will not be allowed to participate in the 4<sup>th</sup> AGM together with a proxy appointed by you.
- Accordingly, Proxy Forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 4<sup>th</sup> AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Wednesday, 21 June 2023 at 10.00 a.m:**

# ADMINISTRATIVE GUIDE FOR THE FOURTH ANNUAL GENERAL MEETING (“4<sup>TH</sup> AGM”) (CONT'D)

## PROCEDURES TO RPV FACILITIES *cont'd*

Please read and follow the procedures below to participate at the 4<sup>th</sup> AGM using the RPV facilities: *cont'd*

(i) In Hard copy:

By hand or post to the office of the 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

(ii) By Electronic form:

All shareholders can have the option to submit Proxy Form electronically via TIIH Online and the steps to submit are summarised below:

## PROCEDURES FOR ELECTRONIC SUBMISSION OF PROXY FORM

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>Select the corporate event: <b>“FLEXIDYNAMIC HOLDINGS BERHAD 4<sup>TH</sup> AGM - Submission of Proxy Form”</b>.</li> <li>Read and agree to the Terms and Conditions and confirm the Declaration.</li> <li>Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>Appoint your proxy/proxies and insert the required details of your proxy/proxies or appoint the Chairperson as your proxy.</li> <li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li> <li>Review and confirm your proxy(s) appointment.</li> <li>Print the form of proxy for your record.</li> </ul>
<b>ii. Steps for corporate or institutional shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects <b>“Create Account by Representative of Corporate Holder”</b>.</li> <li>Complete the registration form and upload the required documents.</li> <li>Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p>Note: The representative of a corporate or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> <li>Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>Select the corporate event: <b>“FLEXIDYNAMIC HOLDINGS BERHAD 4<sup>TH</sup> AGM - SUBMISSION OF PROXY FORM”</b></li> <li>Agree to the Terms &amp; Conditions and Declaration.</li> <li>Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.</li> <li>Prepare the file for the appointment of proxies by inserting the required data.</li> <li>Login to TIIH Online, select corporate event: <b>“FLEXIDYNAMIC HOLDINGS BERHAD 4<sup>TH</sup> AGM - SUBMISSION OF PROXY FORM”</b>.</li> <li>Proceed to upload the duly completed proxy appointment file.</li> <li>Select “Submit” to complete your submission.</li> <li>Print the confirmation report of your submission for your record.</li> </ul>

# ADMINISTRATIVE GUIDE FOR THE FOURTH ANNUAL GENERAL MEETING (“4<sup>TH</sup> AGM”)

(CONT'D)

## POLL VOTING

The voting at the 4<sup>th</sup> AGM will be conducted by poll in accordance with Rule 8.31A(1) of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the poll voting electronically.

Shareholders or proxy(es) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time from **10.00 a.m. on Friday, 23 June 2023** but before the end of the voting session which will be announced by the Chairperson of the meeting. Please refer to the Procedures for Remote Participation and Voting via RPV Facilities provided above for guidance on how to vote remotely via TIIH Online.

Upon completion of the voting session for the 4<sup>th</sup> AGM, the Scrutineers will verify the poll results followed by the Chairperson's declaration whether the resolutions are duly passed.

## PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 4<sup>th</sup> 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, 21 June 2023 at 10.00 a.m.** The Board will endeavor to answer the questions received at the 4<sup>th</sup> AGM.

## NO RECORDING OR PHOTOGRAPHY

Strictly no recording or photography of the 4<sup>th</sup> AGM proceedings is allowed.

## NO DOOR GIFT/VOUCHER

There will be no distribution of door gift or voucher for the 4<sup>th</sup> AGM.

We thank you for your continuous support to the Company.

## ENQUIRY

If you have any enquiry prior to the meeting, you may contact the Share Registrar at:

<b>Tricor Investor &amp; Issuing House Services Sdn Bhd</b> <i>Registration No. 197101000970 (11324-H)</i> Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia		<b>Telephone Number</b>
	General Line	603-2783 9299
	Pn Nor Faeayzah	603-2783 9274 nor.faeayzah@my.tricorglobal.com
	Ms Nur Shafikah	603-2783 9293 nur.shafikah@my.tricorglobal.com
	Mr Ashvinder Singh	603-2783 7962 ashvinder.singh@my.tricorglobal.com
	Fax Number	603-2783 9222
	Email	is.enquiry@my.tricorglobal.com