

**NOTICE IS HEREBY GIVEN** that the Twenty-First ("21<sup>st</sup>") Annual General Meeting ("AGM") of NOTION VTEC BERHAD ("Company" or "NVB") will be held at Ballroom 3, Level 1, Wyndham Acmar Klang Hotel, No. 1-G-1, Jalan Persiaran Bukit Raja 2/KU1, Bandar Baru Klang, 41150 Klang, Selangor Darul Ehsan, Malaysia on Wednesday, 5 March 2025 at 9.30 a.m. for the following purposes:

## AGENDA

### Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 September 2024 together with the Reports of the Directors and Auditors thereon.  
**[Please refer to Note (i) of the Explanatory Notes]**
- To re-elect the following Directors who are retiring in accordance with Clause 95 of the Constitution of the Company:
  - Mr Thoo Chow Fah **(Ordinary Resolution 1)**
  - Dato' Abu Bakar Bin Mohd Nor **(Ordinary Resolution 2)**
  - Ms Teh Su-Ching **(Ordinary Resolution 3)****[Please refer to Note (ii) of the Explanatory Notes]**
- To approve the Directors' Fees of up to RM350,000 (2023: RM350,000) and benefits payable to the Directors of the Company of up to RM50,000 (2023: RM50,000) from 6 March 2025 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]**
- 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:

- 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]**

- Proposed Granting of Options to Ms Teh Su-Ching, Independent Non-Executive Director, under the Long Term Incentive Plan ("LTIP") of the Company**

"THAT subject to the passing of Ordinary Resolution 3 above, approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant to Ms Teh Su-Ching, who is an Independent Non-Executive Director of the Company, options to subscribe for up to 750,000 new ordinary shares in the Company, from time to time throughout the duration of the LTIP, **PROVIDED ALWAYS THAT:**

- not more than 10% of the NVB shares made available under the LTIP and any other scheme involving issuance of new NVB shares to employees which may be implemented from time to time by the Company is allocated to her if she, either singly or collectively through persons connected with her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- she does not participate in the deliberation or discussion of her own allocation of the number of NVB shares comprised in the options to be offered to her as well as that of the persons connected with her within the meaning of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") under the LTIP,

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the MMLR of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time;

AND THAT approval be and is hereby given to the Board to allot and issue such number of NVB shares to Ms Teh Su-Ching, from time to time, pursuant to the exercise of options under the LTIP."

**(Ordinary Resolution 7)**

**[Please refer to Note (v) of the Explanatory Notes]**

- Proposed Granting of Options to Mr Alvin Vong Chen Weng, Independent Non-Executive Director, under the LTIP of the Company**

"THAT approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant to Mr Alvin Vong Chen Weng, who is an Independent Non-Executive Director of the Company, options to subscribe for up to 750,000 new ordinary shares in the Company, from time to time throughout the duration of the LTIP, **PROVIDED ALWAYS THAT:**

- not more than 10% of the NVB shares made available under the LTIP and any other scheme involving issuance of new NVB shares to employees which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- he does not participate in the deliberation or discussion of his own allocation of the number of NVB shares comprised in the options to be offered to him as well as that of the persons connected with him within the meaning of the MMLR of Bursa Securities under the LTIP,

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the MMLR of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time;

AND THAT approval be and is hereby given to the Board to allot and issue such number of NVB shares to Mr Alvin Vong Chen Weng, from time to time, pursuant to the exercise of options under the LTIP."

**(Ordinary Resolution 8)**

**[Please refer to Note (v) of the Explanatory Notes]**

- To transact any other business that may be transacted at the 21<sup>st</sup> 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

17 January 2025

### Explanatory Notes:

- 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**.

- Ordinary Resolutions 1 to 3 - Re-election of Directors**

The profiles of the Directors who are standing for re-election as per Agenda item no. 2 are set out in the Board of Directors' profile for Annual Report 2024.

The performance, contribution, effectiveness and independence (as the case may be) of the retiring Directors, namely Mr Thoo Chow Fah, Dato' Abu Bakar Bin Mohd Nor and Ms Teh Su-Ching (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.

- 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 2024 are disclosed in the Corporate Governance Report 2024.

The amount of Directors' fees to each Director of the Company and its subsidiaries for the period from 6 March 2025 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 from 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.

- 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 20<sup>th</sup> AGM held on 1 March 2024 and which will lapse at the conclusion of the 21<sup>st</sup> 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.

- Ordinary Resolutions 7 and 8 - Proposed Granting of Options to Ms Teh Su-Ching and Mr Alvin Vong Chen Weng, Independent Non-Executive Directors**

The LTIP was implemented on 24 February 2017 following the shareholders' approval obtained at the Extraordinary General Meeting of the Company held on 23 February 2017. Pursuant to the By-Laws of the LTIP, the LTIP was extended for a period of five (5) years until 23 February 2027.

Ms Teh Su-Ching and Mr Alvin Vong Chen Weng were appointed to the Board of Directors on 2 August 2021 and 17 April 2023 respectively. The proposed Ordinary Resolutions 7 and 8 if passed, will allow the Board of Directors to offer and grant to Ms Teh Su-Ching and Mr Alvin Vong Chen Weng, options to subscribe for up to 750,000 new ordinary shares in the Company in accordance with the By-Laws of the LTIP.

### Notes:

- 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.
- A member may appoint up to two (2) proxies to attend the AGM. Where a member appoints two (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 an 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.
- 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.
- 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, Malaysia or drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (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://tjh.online>. Please refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIH Online.
- Pursuant to Paragraph 8.29A of the MMLR of Bursa Securities, all the resolutions set out in the notice of the general meeting will be put to vote 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.
- 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 25 February 2025 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.