

# GENERAL MEETINGS: Notice of Meeting

## PUNCAK NIAGA HOLDINGS BERHAD

Type of Meeting	General
Indicator	Notice of Meeting
Description	Notice of Twenty-Third Annual General Meeting ("23rd AGM") of Puncak Niaga Holdings Berhad [199701000591 (416087-U)] ("Puncak")
Date of Meeting	09 Jul 2020
Time	10:00 AM
Venue(s)	Fully virtual meeting from the broadcast venue at the Boardroom, 12th Floor, Wisma Rozali, No. 4, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan Malaysia
Date of General Meeting Record of Depositors	30 Jun 2020

## Resolutions

### 1. For Information

Description	To receive the Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
Shareholder's Action	For Information Only

### 2. Resolution 1

Description	To re-elect YBhg Dato' Sri Adenan bin Ab. Rahman, a Director of the Company who retires by rotation pursuant to Rule 100 of the Company's Constitution.
Shareholder's Action	For Voting

### 3. Resolution 2

Description	To re-elect YBhg Dato' Abdul Jalil bin Abdul Karim, a Director of the Company who retires pursuant to Rule 105 of the Company's Constitution.
Shareholder's Action	For Voting

### 4. Resolution 3

Description	To re-elect Dr Haji Badrul Hisham bin Mohd Yusoff, a Director of the Company who retires pursuant to Rule 105 of the Company's Constitution.
Shareholder's Action	For Voting

### 5. Resolution 4

Description	To re-elect Sr Haji Johari bin Wahab, a Director of the
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	Company who retires pursuant to Rule 105 of the Company's Constitution.
<b>Shareholder's Action</b>	For Voting

## 6. Resolution 5

<b>Description</b>	To re-elect YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj, a Director of the Company who retires pursuant to Rule 105 of the Company's Constitution.
<b>Shareholder's Action</b>	For Voting

## 7. Resolution 6

<b>Description</b>	To approve the Independent Non-Executive Directors' remuneration with effect from 9 July 2020 until the next Annual General Meeting of the Company.
<b>Shareholder's Action</b>	For Voting

## 8. Resolution 7

<b>Description</b>	To re-appoint Grant Thornton Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their remuneration.
<b>Shareholder's Action</b>	For Voting

## 9. Resolution 8 - Special Resolution 1

<b>Description</b>	Proposed Amendments to the Constitution of the Company.
<b>Shareholder's Action</b>	For Voting

Please refer attachment below.

### Attachments



[Puncak - 23rd AGM Notices.pdf](#)  
73.6 kB

### Announcement Info

<b>Company Name</b>	PUNCAK NIAGA HOLDINGS BERHAD
<b>Stock Name</b>	PUNCAK
<b>Date Announced</b>	09 Jun 2020
<b>Category</b>	General Meeting
<b>Reference Number</b>	GMA-02062020-00008
<b>Corporate Action ID</b>	MY200602MEET0007



## NOTICE OF 23<sup>RD</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT the Twenty-Third (23<sup>rd</sup>) Annual General Meeting of Puncak Niaga Holdings Berhad [199701000591 (416087-U)] will be conducted entirely through live streaming from the broadcast venue at the Boardroom, 12<sup>th</sup> Floor, Wisma Rozali, No. 4, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan ("Broadcast Venue") on Thursday, 9 July 2020 at 10.00 a.m. for the following purposes:**

### AS ORDINARY BUSINESSES

- To receive the Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
- To re-elect YBhg Dato' Sri Adenan bin Ab. Rahman, a Director of the Company who retires by rotation pursuant to Rule 100 of the Company's Constitution.
- To re-elect the following Directors of the Company who retire pursuant to Rule 105 of the Company's Constitution:
  - YBhg Dato' Abdul Jalil bin Abdul Karim
  - Dr Haji Badrul Hisham bin Mohd Yusoff
  - Sr Haji Johari bin Wahab
  - YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj
- To approve the Independent Non-Executive Directors' remuneration with effect from 9 July 2020 until the next Annual General Meeting of the Company.
- To re-appoint Grant Thornton Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their Remuneration.

#### Resolution 1

#### Resolution 2

#### Resolution 3

#### Resolution 4

#### Resolution 5

#### Resolution 6

#### Resolution 7

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolution:

#### 6. Special Resolution 1

##### Proposed Amendments to the Constitution of the Company ("Proposed Amendments")

"THAT the proposed amendments to the Constitution of the Company as set out in Appendix I of the Annual Report 2019 ("Proposed Amendments") be and are hereby approved and adopted by the Company AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all such acts and things and take all such steps deemed necessary to give full effect to the Proposed Amendments, for and on behalf of the Company."

#### Resolution 8

- To transact any other ordinary business of which due notice shall have been given.

### BY ORDER OF THE BOARD

TAN BEE LIAN (MAICSA 7006285/SSM PC No: 201908003714)  
IZREEN FARA BINTI ISMAIL (MAICSA 7056436 / SSM PC No: 202008002411)  
Secretaries

Shah Alam  
10 June 2020

#### Notes:

#### 1. IMPORTANT NOTICE

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.

Shareholders **WILL NOT BE ALLOWED** to attend the 23<sup>rd</sup> AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 23<sup>rd</sup> AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV in the Information for Shareholders on 23<sup>rd</sup> AGM which is posted on our website at [www.puncakniaga.com.my](http://www.puncakniaga.com.my) and take note of Notes (2) to (14) below in order to participate remotely via RPV.

- For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 30 June 2020. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.

- A member who is entitled to participate in this AGM via RPV is entitled to appoint another person to participate in this AGM in his stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.

- 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 participate instead of the member at the AGM via RPV provided that:
  - where a member is an authorised nominee as defined in the Central Depositories Act, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
  - where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account namely, Omnibus Securities Account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Securities Account it holds with ordinary shares of the Company standing to the credit of the said Omnibus Securities Account.

Where a member appoints two (2) or more proxies (as the case maybe), the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

- A member who has appointed a proxy or attorney or authorised representative to participate at this AGM via RPV must request his proxy to register himself for RPV at TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV in the Information for Shareholders on 23<sup>rd</sup> AGM as set out in [www.puncakniaga.com.my](http://www.puncakniaga.com.my).
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a power of attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a power of attorney. If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under a power of attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the power of attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with this Proxy Form.

- Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the Meeting in accordance with Rule 85 of the Company's Constitution.
- 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 this AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited with 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, 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.
  - By electronic form  
The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tjih.online> (applicable to individual shareholders only). Kindly refer to the Information For Shareholders on the procedures for electronic lodgement of proxy form via TIH Online.

- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly. The last date and time for lodging the proxy form is **Tuesday, 7 July 2020 at 10.00 a.m.**
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 23<sup>rd</sup> AGM will be put to vote by poll.

- Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2019**  
The audited financial statements are for discussion only under Agenda 1, as they do not require the shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, they will not be put for voting.

- Resolution 6: Agenda 4 - Approval of the Independent Non-Executive Directors' remuneration**  
Section 230(1) of the Companies Act, 2016 provides amongst others, that "the fees of the directors, and any benefits payable to the directors" of a listed company and its subsidiaries shall be approved at a general meeting.

The Company is seeking the shareholders' approval on payment of the Independent Non-Executive Directors' (INEDs) remuneration up to the next Annual General Meeting in 2021.

The details of the proposed payment of remuneration under Resolution 6 are as set out below:

The details of the proposed payment of remuneration under Resolution 6 are as set out below:

Puncak Niaga		Monthly Allowance* (RM)	Chairman's Yearly Allowance* (RM)	Other Benefit	Meeting Allowance* (RM)
Board	INEDs	5,000	N/A	Corporate golf club membership	
Board Committees	<b>Audit Committee</b>				
	Chairman	N/A	24,000	-	2,000 per each Board Committee/ General Meeting and adjourned meetings of the Company attended
	Member	N/A	N/A	-	
	<b>Remuneration Committee, Nomination Committee and Compliance Internal Control &amp; Risk Policy Committee</b>				
	Chairman	N/A	8,000 for each Committee	-	
	Member	N/A	N/A	-	

#### Notes:

\* There has been no change to the remuneration payable to the INEDs since 2013, save and except for a proposed new benefit of a corporate golf club membership to be extended to the INEDs.

\* None of the INEDs received any remuneration from the subsidiaries in their positions as Directors of the Company.

\* If approved by the shareholders, the remuneration framework will result in a projected INEDs' remuneration of RM630,000.00 for the period from 9 July 2020 to the next Annual General Meeting (AGM) in 2021 based on the assumption of the projected number of Board and Committee Meetings in 2020/2021 to the next AGM.

- Resolution 7: Agenda 5 - Re-appointment of Grant Thornton Malaysia PLT as Auditors of the Company**

Pursuant to Practice 8.3 Principle B (Effective Audit and Risk Management) of the Malaysian Code On Corporate Governance 2017, the Audit Committee, with the assistance of the Finance Division of the Company, has assessed the suitability and independence of Grant Thornton Malaysia PLT as the Auditors of the Company. The Audit Committee and the Board have recommended the re-appointment of Grant Thornton Malaysia PLT, who shall retire as Auditors of the Company at the 23<sup>rd</sup> Annual General Meeting of the Company and who have expressed their willingness to continue in office, to hold office as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting at a fee to be determined by the Board of Directors of the Company.

#### Special Business

- Resolution 8: Special Resolution 1 - Proposed Amendments to the Constitution of the Company ("Proposed Amendments")**

The proposed Resolution 8, if passed, will provide clarity and enable the Company to conduct its general meetings by alternative means besides physical meetings as well as to provide clarity and consistency of the existing Constitution of the Company with the provisions of the Companies Act, 2016 and the Listing Requirements of Bursa Malaysia Securities Berhad.



# PUNCAK NIAGA HOLDINGS BERHAD

(Registration No. 199701000591 (416087-U))  
(Incorporated in Malaysia)

## NOTIS MESYUARAT AGUNG TAHUNAN KE-23

Dengan ini dimaklumkan bahawa Mesyuarat Agung Tahunan Kedua Puluh Tiga (Ke-23) Puncak Niaga Holdings Berhad [199701000591 (416087-U)] akan dijalankan sepenuhnya melalui siaran langsung dari tempat siaran di Boardroom, Tingkat 12, Wisma Rozali, No. 4, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan ("Tempat Siaran") pada hari Khamis, 9 Julai 2020 pada pukul 10.00 pagi untuk tujuan-tujuan berikut:

### SEBAGAI URUSAN BIASA

1. Untuk menerima Penyata kewangan Beraudit Kumpulan dan Syarikat bagi tahun kewangan berakhir 31 Disember 2019 berserta laporan-laporan Pengarah dan Juruaudit yang berkenaan dengannya.
2. Untuk melantik semula YBhg Dato' Sri Adenan bin Ab. Rahman, Pengarah Syarikat yang bersara mengikut giliran menurut Peraturan 100 Perlembagaan Syarikat. Resolusi 1
3. Untuk melantik semula para Pengarah Syarikat berikut yang bersara menurut Peraturan 105 Perlembagaan Syarikat:
  - (a) YBhg Dato' Abdul Jalil bin Abdul Karim Resolusi 2
  - (b) Dr Haji Badrul Hisham bin Mohd Yusoff Resolusi 3
  - (c) Sr Haji Johari bin Wahab Resolusi 4
  - (d) YM Tengku Loretta binti Tengku Dato' Setia Rami Alhaj Resolusi 5
4. Untuk meluluskan ganjaran para Pengarah Bebas Bukan Eksekutif bermula 9 Julai 2020 hingga Mesyuarat Agung Tahunan Syarikat tahun yang berikutnya. Resolusi 6
5. Untuk melantik semula Grant Thornton Malaysia PLT sebagai Juruaudit Syarikat bagi tahun kewangan berikutnya dan memberi kuasa kepada para Pengarah Syarikat untuk menetapkan imbuhan mereka. Resolusi 7

### SEBAGAI URUSAN KHAS

Untuk mempertimbangkan dan, jika difikirkan wajar, meluluskan Resolusi berikut:

6. **Resolusi Khas 1**  
**Cadangan Pindaan Kepada Perlembagaan Syarikat ("Cadangan Pindaan")**  
"BAHAWA pindaan yang dicadangkan kepada Perlembagaan Syarikat seperti yang dinyatakan dalam Lampiran I kepada Laporan Tahunan 2019 ("Cadangan Pindaan") adalah dan dengan ini diluluskan dan diterima pakai oleh pihak Syarikat **DAN BAHAWA** Lembaga Pengarah Syarikat adalah dan dengan ini diberi kuasa untuk memberi persetujuan kepada mana-mana syarat, pengubahsuaian dan/atau pindaan yang mungkin diperlukan oleh mana-mana pihak berkuasa yang berkaitan, dan untuk melaksanakan semua tindakan dan perkara sedemikian dan mengambil semua langkah sedemikian yang dianggap wajar bagi pelaksanaan penuh kepada Cadangan Pindaan, untuk dan bagi pihak Syarikat." Resolusi 8
7. Untuk melaksanakan urusan-urusan biasa lain yang mana notis yang sewajarnya telah diberikan.

### MENURUT PERINTAH LEMBAGA PENGARAH

**TAN BEE LIAN (MAICSA 7006285/NO. SIJIL PERAKUAN AMALAN 201908003714)**  
**IZREEN FARA BINTI ISMAIL (MAICSA 7056436/NO. SIJIL PERAKUAN AMALAN 202008002411)**  
Setiasusaha-setiasuaha

Shah Alam  
10 Jun 2020

### Nota-Nota:

#### 1. NOTA PENTING

- Tempat Penyerian adalah **semata-mata untuk tujuan mematuhi Seksyen 327(2) Akta Syarikat 2016** dimana Pengerusi mesyuarat dikehendaki untuk hadir di tempat utama mesyuarat dilangsungkan.
- Para Pemegang Saham **TIDAK DIBENARKAN** hadir ke Mesyuarat Agung Tahunan Ke-23 ("AGM Ke-23") secara fizikal di Tempat Penyerian pada hari mesyuarat.
- Para Pemegang Saham akan hadir, berbicara (termasuk mengemukakan pertanyaan kepada Ahli Lembaga Pengarah melalui penyerahan teks yang ditaja pada waktu mesyuarat) dan mengundi (secara kolektif, "ikut serta") dari jarak jauh pada AGM Ke-23 melalui kemudahan Penyeriaan dan Pengundian Jarak Jauh ("*Remote Participation and Voting*" atau "RPV") yang disediakan oleh Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") melalui laman web TIH Online di <https://tjih.online>. **Sila ikuti Prosedur-Prosedur untuk RVP dalam Maklumat untuk Pemegang Saham berkenaan AGM Ke-23 yang dipaparkan di laman web kami di [www.puncakniaga.com.my](http://www.puncakniaga.com.my) dan perhatikan Nota (2) hingga (14) dibawah untuk ikut serta dari jarak jauh melalui RPV.**
2. Untuk tujuan menentukan mereka yang berhak untuk menyertai mesyuarat ini melalui RPV, Syarikat akan mendapatkan **Rekod Pendeposit Mesyuarat Agung (ROD) pada 30 Jun 2020** daripada Bursa Malaysia Depository Sdn. Bhd. Hanya ahli syarikat yang namanya tertera dalam ROD ini berhak untuk hadir pada AGM Ke-23 melalui RPV.
  3. Seorang ahli syarikat yang berhak hadir pada AGM Ke-23 ini melalui RPV berhak melantik seorang individu lain untuk ikut serta dalam mesyuarat bagi pihaknya. Seorang proksi tidak semestinya seorang ahli syarikat. Tiada sebarang sekatan akan dikenakan berkenaan kelayakan seorang proksi.
  4. Seorang ahli syarikat yang berhak hadir dan mengundi dalam AGM Ke-23 ini berhak melantik tidak lebih daripada dua (2) orang proksi untuk ikut serta dalam mesyuarat bagi pihaknya melalui RPV dengan syarat:
    - (a) bagi seorang ahli yang merupakan penama diberi kuasa seperti yang ditakrifkan dalam Akta Depositori Pusat, ia boleh melantik sehingga dua (2) orang proksi bagi setiap Akaun Sekuriti yang dipegangnya dengan saham biasa Syarikat yang berada dalam keadaan kredit bagi Akaun Sekuriti tersebut.
    - (b) bagi seorang ahli yang merupakan penama diberi kuasa berkecuali yang memegang saham biasa dalam Syarikat untuk berbilang pemilih benefisari dalam satu akaun sekuriti, iaitu, Akaun Sekuriti Omnibus, tiada had bagi bilangan proksi yang boleh dilantik oleh penama diberi kuasa berkecuali tersebut berhubung dengan setiap Akaun Sekuriti Omnibus yang dipegangnya dengan saham biasa Syarikat yang berada dalam keadaan kredit bagi Akaun Sekuriti Omnibus tersebut.
- Jika seseorang ahli syarikat melantik dua (2) atau lebih proksi (mengikut keadaan), pelantikan tersebut adalah tidak sah melainkan beliau menyatakan bahagian pegangan sahamnya yang akan diwakili oleh setiap proksi berkenaan.
5. Seseorang ahli syarikat yang telah melantik proksi atau peguam atau wakil yang sah untuk menyertai mesyuarat ini melalui RPV mesti meminta proksinya untuk mendaftarkan dirinya untuk RPV di laman web TIH Online di <https://tjih.online>. **Sila ikuti Prosedur-Prosedur untuk RPV di dalam Maklumat untuk Pemegang Saham berkenaan AGM Ke-23 seperti yang dipaparkan di [www.puncakniaga.com.my](http://www.puncakniaga.com.my).**
  6. Surat cara pelantikan seseorang proksi hendaklah dibuat secara bertulis oleh pelantik atau wakilnya yang dilantik di bawah surat kuasa wakil atau jika pelantik adalah sebuah perbadanan, surat cara itu hendaklah di bawah meterai rasmi atau disempurnakan oleh pegawai atau wakil yang dilantik di bawah surat kuasa wakil. Jika Borang Proksi ini ditanandatangani oleh seorang pegawai yang diberi kuasa, ia haruslah diiringi oleh kenyataan yang berbunyi "ditandatangani oleh pegawai yang berkuasa di bawah Dokumen Pemberikuaan yang masih berkuatkuasa, yang mana tiada notis pembatalan diterima." Jika Borang Proksi ini ditanandatangani oleh wakil yang di bawah surat kuasa wakil, ia haruslah diiringi oleh kenyataan yang berbunyi "ditandatangani di bawah surat kuasa wakil yang masih berkuatkuasa, dengan tiada notis pembatalan diterima." Sesalinan Dokumen Pemberikuaan atau surat kuasa wakil yang sah mengikut undang-undang di mana ia dibuat dan dilaksanakan, hendaklah dilampirkan bersama-sama Borang Proksi ini.

7. Mana-mana perbadanan yang merupakan ahli syarikat, boleh, melalui resolusi para Pengarahnya atau badan pentadbiran yang lain, memberi kuasa kepada sesiapa yang difikirkan layak untuk bertindak sebagai wakilnya pada mesyuarat ini selaras dengan Peraturan 85 Perlembagaan Syarikat.
8. Perlantikan proksi boleh dibuat dalam bentuk salinan cetak atau melalui penghantaran elektronik dengan cara berikut dan mesti diterima oleh pihak Syarikat tidak kurang daripada 48 jam sebelum masa yang ditetapkan untuk mengadakan mesyuarat atau apa-apa penangguhannya dimana orang yang dilantik mencadangkan untuk mengundi:
  - (i) **Dalam bentuk salinan cetak**  
Sekiranya perlantikan dibuat secara salinan cetak, borang proksi mesti diserahkan ke Pejabat Pendaftar Saham Syarikat, Tricor Investor & Issuing House Services Sdn Bhd di Unit 32-01, Aras 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia atau alternatifnya, Tricor Customer Service Centre, Unit G-3, Aras Bawah, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - (ii) **Melalui penghantaran elektronik**  
Borang proksi boleh dihantar secara elektronik kepada Pendaftar Saham Syarikat melalui TIH Online di <https://tjih.online> (hanya untuk pemegang saham individu sahaja). Sila rujuk Maklumat untuk Pemegang Saham berkenaan Prosedur-Prosedur untuk penyerahan borang proksi secara elektronik melalui TIH Online.
9. Pastikan SEMUA butiran yang diperlukan dalam borang proksi dilengkapkan, ditanandatangani dan bertarikh dengan sewajarnya. Tarikh dan masa terakhir untuk menghantar borang proksi adalah pada **hari Selasa, 7 Julai 2020 pada pukul 10.00 pagi**.
10. Menurut Perenggan 8.29A(1) Syarat-syarat Penyenaraian Pasaran Utama Bursa Malaysia Securities Berhad, semua resolusi yang dibentangkan dalam Notis AGM Ke-23 akan diletakkan untuk pengundian secara "poll".
11. **Penyata Kewangan Beraudit Kumpulan dan Syarikat bagi tahun kewangan berakhir 31 Disember 2019**  
Penyata Kewangan Beraudit yang dibentangkan adalah untuk perbincangan sahaja di bawah Agenda 1, kerana ia tidak memerlukan kelulusan Para Pemegang Saham di bawah peruntukan Seksyen 340(1)(a) Akta Syarikat, 2016. Justeru, ia tidak akan dikemukakan untuk pengundian.
12. **Resolusi 6: Agenda 4 – Kelulusan bagi Ganjaran Para Pengarah Bebas Bukan Eksekutif**  
Seksyen 230(1) Akta Syarikat, 2016 antara lain mensyaratkan bahawa "yuran para pengarah dan sebarang manfaat yang perlu dibayar kepada para pengarah" bagi syarikat yang tersenarai dan subsidiarinya, hendaklah diluluskan pada mesyuarat agung.  
Syarikat memohon kelulusan Para Pemegang Saham berkenaan pembayaran ganjaran para Pengarah Bebas Bukan Eksekutif (INEDs) sehingga Mesyuarat Agung Tahunan pada 2021.  
Maklumat lanjut mengenai cadangan pembayaran ganjaran di bawah Resolusi 6 adalah seperti yang dikemukakan di bawah:

Puncak Niaga		Elaun Bulanan* (RM)	Elaun Tahunan Pengerusi* (RM)	Lain-Lain Ganjaran	Elaun Mesyuarat* (RM)
Lembaga Pengarah	INEDs	5,000	T/B	Keahlian kelab golf korporat	
Jawatankuasa Lembaga Pengarah	Jawatankuasa Audit				2,000 untuk kehadiran pada setiap Mesyuarat Lembaga Pengarah/Jawatankuasa Lembaga Pengarah/Mesyuarat Agung dan mesyuarat Syarikat yang ditangguhkan
	Pengerusi	T/B	24,000	-	
	Ahli	T/B	T/B	-	
	Jawatankuasa Ganjaran, Jawatankuasa Pencalonan dan Jawatankuasa Pematuhan, Kawalan Dalam dan Dasar Risiko				
	Pengerusi	T/B	8,000 untuk setiap Jawatankuasa	-	
	Ahli	T/B	T/B	-	

### Nota-Nota:

- \* Tiada sebarang perubahan dalam ganjaran yang perlu dibayar kepada INEDs sejak 2013, kecuali dan melainkan cadangan baru untuk ganjaran tambahan dalam bentuk keahlian kelab golf korporat untuk INEDs.
- \* Tiada mana-mana INEDs menerima apa-apa ganjaran daripada subsidiari dalam kedudukan mereka sebagai Pengarah Syarikat.
- \* Jika diluluskan oleh Para Pemegang Saham, rangka kerja ganjaran akan menunjukkan ganjaran INEDs sebanyak RM630,000.00 untuk tempoh bermula 9 Julai 2020 hingga Mesyuarat Agung Tahunan Syarikat (AGM) tahun yang berikutnya pada 2021 berdasarkan andaian unjuran bilangan Mesyuarat Lembaga Pengarah dan Jawatankuasa pada 2020/2021 sehingga AGM yang berikutnya.
13. **Resolusi 7: Agenda 5 – Pelantikan Semula Grant Thornton Malaysia PLT sebagai Juruaudit Syarikat**  
Menurut Amalan 8.3 Prinsip B (Audit dan Pengurusan Risiko yang Berkesan) Kod Tadris Urus Korporat Malaysia 2017, Jawatankuasa Audit, dengan bantuan Bahagian Kewangan Syarikat, telah menilai kesesuaian dan kebebasan Grant Thornton Malaysia PLT sebagai Juruaudit Syarikat. Jawatankuasa Audit dan Lembaga Pengarah telah mengesyorkan pelantikan semula Grant Thornton Malaysia PLT, yang akan bersara sebagai Juruaudit Syarikat pada AGM Ke-23 Syarikat dan telah menyatakan kesanggupan mereka untuk meneruskan perkhidmatan, untuk memegang jawatan sebagai Juruaudit Syarikat bagi tahun berikutnya sehingga tamatnya AGM seterusnya dengan imbuhan yang akan ditentukan oleh Lembaga Pengarah Syarikat.
- Urusan Khas**
14. **Resolusi 8: Resolusi Khas 1 – Cadangan Pindaan Kepada Perlembagaan Syarikat (Cadangan Pindaan)**  
Resolusi 8 yang dicadangkan, jika diluluskan, akan memberi penjelasan dan membolehkan Syarikat mengadakan mesyuarat agungnya dengan kaedah alternatif selain daripada mesyuarat fizikal dan juga memberi penjelasan dan ketekalan terhadap Perlembagaan Syarikat yang sedia ada dengan perantukan-perantukan Akta Syarikat 2016 dan Syarat-Syarat Penyenaraian Bursa Malaysia Securities Berhad.