

**NOTICE OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Sixth Annual General Meeting ("26<sup>th</sup> AGM") of the Company will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Voting facilities from the Broadcast Venue at the Meeting Room, Lot 750, Jalan Haji Sirat, 42100 Klang, Selangor Darul Ehsan on Thursday, 10 October 2024 at 11.00 a.m. to transact the following businesses:-

**ORDINARY BUSINESS**

- To lay the audited financial statements together with the reports of the Directors and Auditors for the financial year ended 30 April 2024.
- To re-elect the following Directors who retire in accordance with Clause 119 of the Company's Constitution and who being eligible offer themselves for re-election:-
  - Kan Yow Kheong
  - Kan Mun Hoow
  - Clifton Heath Fernandez
  - Lye Meei Ruu
  - Chia Yee Yan
  - Ling Hua Kang

(Please refer to Explanatory Note)

(Ordinary Resolution 1)  
(Ordinary Resolution 2)  
(Ordinary Resolution 3)  
(Ordinary Resolution 4)  
(Ordinary Resolution 5)  
(Ordinary Resolution 6)  
(Ordinary Resolution 7)  
(Ordinary Resolution 8)

- To approve the payment of Directors' Fees of up to RM108,000 in respect of the financial year ending 30 April 2025.
- To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**SPECIAL BUSINESS**

To consider and if thought fit, to pass the following Ordinary Resolutions:-

- 5.1 Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act") and waiver of Pre-Emptive Rights pursuant to Section 85 of the Act and Clause 59 of the Company's Constitution**

(Ordinary Resolution 9)

"THAT pursuant to Sections 75 and 76 of the Act and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company, at any time to such persons 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 the shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities"); AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company in accordance with Section 76 of the Act.

AND THAT in connection with the above, pursuant to Section 85 of the Act read together with Clause 59 of the Constitution of the Company, approval be and is hereby given to the Company to waive the statutory pre-emptive rights conferred upon the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to this mandate."

- 5.2 Proposed Renewal of Authority for the Purchase by the Company of its own Ordinary Shares**

(Ordinary Resolution 10)

"THAT subject to the rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution and the Listing Requirements of Bursa Securities and any other relevant authorities, the Board be and is hereby authorised to purchase the Company's shares through Bursa Securities ("Proposed Share Buy-Back") subject to the following:-

- the maximum number of the Company's shares which may be purchased and/or held as treasury shares by the Company at any point in time pursuant to the Proposed Share Buy-Back shall not exceed ten percent (10%) of the total issued share capital of the Company;
- the maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the aggregate of the retained profits of the Company;
- the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at the conclusion of the next Annual General Meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions or the expiration of the period within which the next Annual General Meeting is required by law to be held or the authority is revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting, whichever is the earlier, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements of Bursa Securities or any other relevant authorities; and
- upon completion of the purchase(s) of the Company's shares by the Company, the Board be and is hereby authorised to retain the Company's shares so purchased as treasury shares, of which may be distributed as dividends to shareholders and/or re-sold on Bursa Securities and/or subsequently cancelled and in other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND that the Board be and is hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Company's shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

- 6. Retention of Clifton Heath Fernandez as an Independent Director**

(Ordinary Resolution 11)

"THAT subject to the passing of Ordinary Resolution 3 above, Clifton Heath Fernandez who would have served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years but less than twelve (12) years from 16 February 2025 onwards, be and is hereby retained as an Independent Non-Executive Director of the Company."

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

BY ORDER OF THE BOARD

CYNTHIA GLORIA LOUIS (SSM PC No. 201908003061)(MAICSA 7088306)

CHEW MEI LING (SSM PC No. 201908003178)(MAICSA 7019175)

Secretaries

Petaling Jaya  
Selangor Darul Ehsan  
28 August 2024**Notes:**

- A member entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him save for a member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than 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 of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which such member may appoint in respect of each omnibus account it holds. There shall be no restriction as to the qualification of the proxy and a proxy duly appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be authorised by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
- The instrument appointing a proxy must be deposited at Agmo Digital Solutions Sdn Bhd, Level 39, MYEG Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, attention to "Vote2u" not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. The appointment of proxy may also be submitted electronically via email to [vote2u@agmstudio.com](mailto:vote2u@agmstudio.com) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.

**Members Entitled to Attend**

- For purposes of determining a member who shall be entitled to attend the Annual General Meeting, the Company shall be requesting Bursa Depository, in accordance with Clause 70 of the Company's Constitution and Section 34(1) of the SICA, to issue a General Meeting Record of Depositors as at 3 October 2024. Only a depositor whose name appears on the General Meeting Record of Depositors as at 3 October 2024 shall be entitled to attend, speak and vote at the said meeting or appoint a proxy(ies) on his behalf.

**Explanatory Notes:**

- 1. Directors' Report, Audited Financial Statement and the Auditors' Report for the financial year ended 30 April 2024**

The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provides that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Hence, this item 1 of the Agenda is not put forward for voting.

- 2. Re-election of Directors in accordance with Clause 119 of the Company's Constitution (Resolutions 1 to 6)**

In accordance with Clause 119 of the Company's Constitution, all the Directors for the time being of the Company shall retire from office every year and are eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

In determining the eligibility of the Directors standing for re-election at the forthcoming 26<sup>th</sup> AGM, the Nomination Committee (NC) had reviewed and assessed each of the Retiring Directors from the annual assessment and evaluation of the Board for the financial year ended 30 April 2024 as follows:-

- Directors self-assessment
  - Assessment on the independence of the Independent Directors;
  - Evaluation on the effectiveness of the Board as a whole and the Committees of the Board
- The NC and the Board had recommended the re-election of Directors based on the following:-
- Satisfactory performance in discharging their duties and responsibilities
  - Met the criteria of character, integrity, experience, competence and time commitment in discharging their roles as Directors
  - Level of independence demonstrated by the Independent Directors
  - Ability to carry out their duties professionally and objectively in the best interest of the Company and shareholders.

In addition to the above, the Audit and Risk Management Committee had reviewed the Conflict of Interest (COI) and potential COI that arose, or might arise, together with the measures taken to resolve, eliminate or mitigate such conflicts, if applicable, involving all the Directors of the Company.

The interest in a COI is not limited to direct and indirect financial interest but also include non-financial interest (e.g. arising from relationships whether family, business or professional interests), or competing loyalties or interests.

As at the date of this Notice, all the Directors have confirmed that there is no COI or potential COI situation that arose, persist or may arise involving situations where the director had personal pecuniary interest which were in conflict with the Analabs Group.

- 3. Directors' Fees (Resolution 7)**

Shareholders' approval on the Directors' Fees for the Board was obtained at the 25<sup>th</sup> AGM held on 4 October 2023 and there is no revision to any of the fees. Details of Directors' Fees are set-out on pages 71 and 72 of the Annual Report.

The Company will be seeking the approval of the shareholders for the Proposed Directors' Fees for an amount up to RM108,000 for the financial year ending 30 April 2025. The fees will not be paid until the approval of the shareholders has been obtained at the AGM.

The Directors who are shareholders of the Company will abstain from voting on Resolution 7 pertaining to their respective Directors' Fees.

- 4. Authority to issue shares under Sections 75 and 76 of the Companies Act, 2016 and waiver of Pre-Emptive Rights pursuant to Section 85 of the Act and Clause 59 of the Company's Constitution (Resolution 9)**

The Directors did not issue any new shares pursuant to the existing mandate which will lapse at the conclusion of the 26<sup>th</sup> AGM.

The proposed Resolution 9, if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming 26<sup>th</sup> AGM, to allot and issue ordinary shares up to an aggregate amount of not exceeding 10% of the issued share capital of the Company for the time being from the unissued capital of the Company pursuant to Sections 75 and 76 of the Companies Act, 2016. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.

The authority will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placement of shares, funding for future investment project(s) and/or business expansion and/or working capital and/or acquisitions or the issuance of shares as a consideration for the acquisition of assets.

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 mandate.

- 5. Proposed Renewal of Authority for the Purchase by the Company of its Own Ordinary Shares (Resolution 10)**

The proposed Resolution 10, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the issued share capital of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the next Annual General Meeting. For further information on the Proposed Share Buy-Back, please refer to the Share Buy-Back Statement dated 28 August 2024 accompanying the 2024 Annual Report.

- 6. Retention of Clifton Heath Fernandez as an Independent Director (Resolution 11)**

The Nomination and Remuneration Committee (NRC) and the Board of Directors (the Board) have assessed the independence of Clifton Heath Fernandez who would have served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years but less than twelve (12) years from 16 February 2025 onwards. The NRC and the Board have recommended for Clifton Heath Fernandez to continue to serve as an Independent Non-Executive Director of the Company.

The Board will be seeking shareholders' approval through a two-tier voting process at the 26<sup>th</sup> AGM to retain Clifton Heath Fernandez as an Independent Non-Executive Director.

The Board is of the view that a Director's independence cannot be determined arbitrarily with reference to a set period of time. The Company benefits from the invaluable contribution provided by Clifton Heath Fernandez to the Board and he has been bringing independent and objective judgement to the deliberation and decision making process of the Board. Clifton Heath Fernandez has exercised due care during his tenure as the Independent Director and has carried out his duties proficiently in the interest of the Company.

Further details of the Board's justification and recommendation for the retention of Clifton Heath Fernandez as Independent Director is set out on page 70 of the Company's 2024 Annual Report.

**PERSONAL DATA PRIVACY**

By lodging a completed Form of Proxy to the Share Registrar of the Company for appointing a proxy(ies) and/or representative(s) to attend and vote in person at the 26<sup>th</sup> Annual General Meeting and any adjournment thereof, a member of the Company is hereby:

- consented 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 26<sup>th</sup> Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 26<sup>th</sup> Annual General Meeting (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");
- warranted 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 ("Warranty"); and
- agreed 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 the Warranty.