



MILUX CORPORATION BERHAD

[Registration No. 199401027937 (313619-W)]

(Incorporated in Malaysia)

NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth (“**25th**”) Annual General Meeting (“**AGM**”) of the Company will be conducted fully virtual at the broadcast venue at Meeting Room, Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Friday, 18 September 2020 at 2:30 p.m. or at any adjournment thereof for the following purposes: -

A G E N D A

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon. (refer to Note 7)
2. To approve the payment of Directors’ fees of RM226,904.11 for the financial year ended 31 December 2019. (Resolution 1)
3. To approve the payment of Directors’ fees of RM405,000.00 for the period from 1 January 2020 to 30 June 2021, to be payable on a monthly basis in arrears. (Resolution 2)
4. To approve the payment of benefits payable to the Directors up to an amount of RM87,000.00 from 1 July 2020 to 30 June 2021. (Resolution 3)
5. To re-elect Mr. Ho Pui Hold, a Director of the Company, who retires by rotation in accordance with Clause 117 of the Company’s Constitution and being eligible, has offered himself for re-election. (Resolution 4)
6. To re-elect the following Directors who retire in accordance with Clause 116 of the Company’s Constitution and being eligible, have offered themselves for re-election: -
 - (a) Datuk Dr. Wong Lai Sum; (Resolution 5)
 - (b) Datuk Wira Ling Kah Chok; (Resolution 6)
 - (c) Datuk Khoo Teck Kee; (Resolution 7)
 - (d) Datuk Haw Chin Teck; (Resolution 8)
 - (e) Datuk Yap Kheng Fah; (Resolution 9)
 - (f) Mr. Gan Boon Lay; (Resolution 10)
 - (g) Ms. Yee Carine; and (Resolution 11)
 - (h) Ms. Teh Sok Hoon. (Resolution 12)
7. To re-appoint CAS Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 13)

As Special Business

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

8. **ORDINARY RESOLUTION**
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 (Resolution 14)

“**THAT** subject always to the Companies Act 2016 (“**the Act**”), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and any other relevant governmental and/or regulatory authorities, the Directors

(Notice of 25th AGM held on 18 September 2020 – cont'd)

be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this Resolution does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being (hereinafter referred to as the “**20% General Mandate**”) as empowered by Bursa Securities pursuant to Bursa Malaysia Berhad’s letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers;

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so be issued pursuant to the 20% General Mandate on Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC NO. 201908002648)
CHENG CHIA PING (MAICSA 1032514) (SSM PC NO. 202008000730)
Company Secretaries

Kuala Lumpur
Dated: 19 August 2020

Notes:-

(A) Information for Shareholders/ Proxies

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on **10 September 2020** (“General Meeting Record of Depositors”) shall be eligible to participate, speak and vote at the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but does not need to be a member of the Company and notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
4. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
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.



MILUX CORPORATION BERHAD

[Registration No. 199401027937 (313619-W)]
(Incorporated in Malaysia)

(Notice of 25th AGM held on 18 September 2020 – cont'd)

6. **Appointment of proxy and registration for remote participation and voting**

The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submitted via fax at 03-2094 9940 and/or 03-2095 0292 or emailed to info@sshbsb.com.my, not less than forty-eight (48) hours before the time for holding the meeting or adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://www.sshbsb.net.my/>. All resolutions set out in this notice of meeting are to be voted by poll.

Should you wish to personally participate at the 25th AGM remotely, please register electronically via Securities Services e-Portal at <https://www.sshbsb.net.my/> by the registration cut-off date and time.

Please refer to the **Administrative Guide** on the Conduct of a Fully Virtual General Meeting available for download at <https://milux.com.my/investor-relations/> for further details.

(B) Audited Financial Statements for the financial year ended 31 December 2019

7. This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

(C) Payment of Directors' Fees and Benefits Payable

8. 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. In this respect, the Board agreed that the shareholders' approval shall be sought at the 25th AGM on the Directors' fees in two (2) separate resolutions for the following periods as below:

- (a) Resolution 1 on payment of Directors' fees in respect of the preceding financial year 2019; and
- (b) Resolution 2 on payment of Directors' fees for the period from 1 January 2020 to 30 June 2021, i.e. until the next AGM in 2021 and to be payable on a monthly basis in arrears after each month of completed service of the Directors. This Resolution is to facilitate payment of Directors' fees on current financial year basis.

9. Under Resolution 3, the benefits payable to the Directors have been reviewed by the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company, which recognise that the benefits payable are in the best interest of the Company. The Directors' benefits comprised of meeting allowance and other benefits only.

(D) Re-election of Directors

10. Clause 117 of the Constitution of the Company states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

Clause 116 of the Constitution of the Company states that any Director who is appointed either to fill a casual vacancy or as an addition to the existing Directors, shall hold office until the conclusion of the next AGM and shall be eligible for re-election but shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting.

In determining the eligibility of the Directors to stand for re-election at the forthcoming 25th AGM, the NRC has considered the following:-

- (i) Directors' self-assessment and peer-to-peer performance evaluation;
- (ii) Evaluation on the effectiveness of the Board as a Whole and the Committees of the Board; and
- (iii) For Independent Non-Executive Directors ("**INEDs**") only, the level of independence demonstrated by the INEDs and their ability to act in the best interest of the Company.

The Board approved the NRC's recommendation for the retiring Directors pursuant to Clauses 116 and 117 of the Constitution of the Company. All the retiring Directors have consented to their re-election, and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the relevant NRC and Board meetings, where applicable.



MILUX CORPORATION BERHAD

[Registration No. 199401027937 (313619-W)]
(Incorporated in Malaysia)

(Notice of 25th AGM held on 18 September 2020 – cont'd)

(E) Re-appointment of Auditors

11. The Audit and Risk Committee (“**ARC**”) have assessed the suitability and independence of the External Auditors and recommended the re-appointment of CAS Malaysia PLT as External Auditors of the Company for the financial year ending 31 December 2020. The Board has in turn reviewed the recommendation of the ARC and recommended the same to be tabled to the shareholders for approval at the forthcoming 25th AGM of the Company under Resolution 13.

Explanatory Notes to Special Business:-

(F) Authority to Issue Shares pursuant to the Companies Act 2016

12. The Company wishes to renew the mandate on the authority to issue shares pursuant to the Companies Act 2016 at the 25th AGM of the Company (hereinafter referred to as the “**General Mandate**”).

The Company had been granted a general mandate by its shareholders at the Twenty-Fourth AGM of the Company held on 17 June 2019. As at the date of this Notice, the Company had issued 4,352,903 new ordinary shares of RM0.80 each pursuant to a Private Placement exercise. Details of the total proceeds raised from the Private Placement and its utilisation are disclosed in the Annual Report.

As part of the initiative from Bursa Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Securities’ rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Securities has via its letter dated 16 April 2020 granted several additional relief measures to listed issuers, amongst others, listed issuers are allowed to seek a higher general mandate under Paragraph 6.03 of Main Market Listing Requirements of not more than 20% of the total number of issued shares (excluding treasury shares) for issue of new securities (“**20% General Mandate**”).

This 20% General Mandate may be utilised by listed issuer to issue new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated.

The Board believes that the Company requires a flexible and readily available method of raising capital, to allow the Company to capture suitable prospective investment opportunities in a timely manner.

The Board, having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group to sustain the business, is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders, on the following basis:-

- the proposed 20% General Mandate would provide the Group with financial flexibility to raise capital expeditiously for its operations, future expansion and business development.
- the proposed 20% General Mandate would allow the Company to raise equity capital promptly rather than the more costly and time-consuming process by obtaining shareholders’ approval in a general meeting should the need for capital arise.
- other financing alternatives such as debt financing may incur interest burden to the Group.
- the proposed 20% General Mandate provides the Company with the capability to capture any capital raising and/or prospective investment opportunities if and when they are identified.

This 20% General Mandate, if passed, will provide flexibility for the Company and empower the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion. This authority unless revoked or varied by the Company in general meeting, will expire at the next AGM. The proceeds raised from the 20% General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/ or acquisitions.