

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 20<sup>th</sup> Annual General Meeting of the Company ("20<sup>th</sup> AGM") will be held at the Auditorium of ViTrox Campus 2.0, 746, Persiaran Cassia Selatan 3, Batu Kawan Industrial Park, 14110 Bandar Cassia, Penang on Friday, 24 May 2024 at 10.00 a.m. for the following purposes:-

**A G E N D A**

- To receive the Audited Financial Statements for the year ended 31 December 2023 together with the reports of the Directors and Auditors (Please refer to Note A) thereon. (Resolution 1)
  - To declare a Final Dividend of 1.10 sen per share exempt from Income Tax for the year ended 31 December 2023. (Resolution 2)
  - To approve the payment of Directors' Fee of up to RM237,600 for the period from 1 June 2024 until the next Annual General Meeting ("AGM") of the Company and payment of such Fee to the Non-Executive Directors. (Resolution 2)
  - To re-elect the following directors retiring under the respective provision of the Company's Constitution, and who being eligible, offered themselves for re-election:- (Please refer to Note B)
    - Siaw Kok Tong Paragraph 102 (1) (Resolution 3)
    - Dato' Seri Dr. Kiew Kwong Sen Paragraph 102 (1) (Resolution 4)
    - Datuk Ir. Dr. Ahmad Fadzil Bin Mohamad Hani Paragraph 102 (1) (Resolution 5)
  - To approve the benefits payable (excluding Directors' Fees) to the Non-Executive Directors up to an amount of RM138,000 from 1 June 2024 until the next AGM of the Company. (Resolution 6)
  - To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 7)
  - AS SPECIAL BUSINESSES**

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

**ORDINARY RESOLUTIONS**
    - AUTHORITY TO ISSUE SHARES** (Resolution 8)

"That pursuant to Companies Act 2016 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."
    - RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES** (Resolution 9)

"That subject to the Companies Act 2016, provisions of the Company's Constitution and the requirements of the Bursa Securities and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to purchase its own shares through Bursa Securities, subject to the following:-

      - The maximum aggregate number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares in the ordinary share capital of the Company at any point in time;
      - The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits of the Company. As at the latest financial year ended 31 December 2023, the audited retained profits of the Company stood at RM13,329,000;
      - The authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next AGM of the Company, at which time it shall lapse 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 AGM is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
      - Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:-
        - to cancel the shares so purchased; or
        - to retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
        - to retain part of the shares so purchased as treasury shares and cancel the remainder.
- The Directors of the Company be and are hereby authorised to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares in accordance with the Companies Act 2016, provisions of the Company's Constitution, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of ViTrox Corporation Berhad ("ViTrox" or "Company") will be held at the Auditorium of ViTrox Campus 2.0, 746, Persiaran Cassia Selatan 3, Batu Kawan Industrial Park, 14110 Bandar Cassia, Penang on Friday, 24 May 2024 at 11.00 a.m., or immediately after the conclusion or the adjournment (as the case may be) of the 20<sup>th</sup> Annual General Meeting of the Company, to be held at the same venue and on the same day at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:-

**ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 945,929,000 NEW ORDINARY SHARES IN VITROX ("VITROX SHARE(S)" OR "SHARE(S)" ("BONUS SHARE(S)") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING VITROX SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")**

"THAT subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained, and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the board of directors of ViTrox ("Board") to allot and issue up to 945,929,000 Bonus Shares on the basis of 1 Bonus Share for every 1 existing ViTrox Share held by the shareholders whose names appear in the record of depositors of the Company at the close of business on an entitlement date to be determined and announced later.

THAT the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing ViTrox Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, where the entitlement date is before the date of allotment and issuance of the Bonus Shares.

AND THAT the Board be and is hereby authorised to take all the necessary steps to give effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary and/or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN that the Final Dividend of 1.10 sen per share exempt from Income Tax for the year ended 31 December 2023, if approved, will be paid on 15 July 2024 to depositors registered in the Records of Depositors on 28 June 2024:-

A Depositor shall qualify for entitlement to the Dividend in respect of :-

- securities transferred into the Depositor's Securities Account before 4.30 p.m. on 28 June 2024 in respect of transfers;
- securities deposited into the Depositor's Securities Account before 12.30 p.m. in respect of securities exempted from mandatory deposit; and
- securities bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

HOW WEE LING (MAICSA 7033850) / SSM PC No.: 202008000869

OOI EAN HOON (MAICSA 7057078) / SSM PC No.: 202008000734

Secretaries

Penang

Date : 24 April 2024

**Notes**

- Shareholders may send questions in relation to the agenda items for the general meeting, to the Chairman or Board electronically by email to [siew-wei.tan@vitrox.com](mailto:siew-wei.tan@vitrox.com) no later than Tuesday, 21 May 2024 at 10.00 a.m.
- To enable the Company to make the necessary arrangement on the general meeting day, attendees who wish to attend the general meeting in person are encouraged to pre-register attendance by providing: 1) Full name; 2) NRIC /Passport No.; 3) CDS Account No.; 4) Category of Attendees: Shareholder/Proxy/Invitee; and 5) Contact No., via email to [siew-wei.tan@vitrox.com](mailto:siew-wei.tan@vitrox.com) by 21 May 2024 10:00 a.m.
- Shareholders are also reminded to monitor the Company's website and announcements from time to time for any changes to the general meeting arrangement.

**Proxy**

- For the purpose of determining a member who shall be entitled to attend and vote at the general meeting, the Company shall be requesting the Record of Depositors as at 13 May 2024. Only a depositor whose name appears on the Record of Depositors as at 13 May 2024 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
- A member may appoint up to 2 proxies in relation to the general meeting, provided that he specifies the proportion of his shareholdings to be represented by each proxy.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's seal or under the hand of 2 authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
- The instrument appointing a proxy shall be deposited at Securities Services (Holdings) Sdn. Bhd. 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@sshshb.com.my](mailto:info@sshshb.com.my) not less than 48 hours before the time for holding the general meeting or any adjournment thereof i.e. by Wednesday, 22 May 2024 at 10.00 a.m. (for 20<sup>th</sup> AGM) / 11.00 a.m. (for EGM).

**Explanatory Notes on Ordinary and Special Business:-**

A. This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 and the Company's Constitution do not require a formal approval of the shareholders and hence, is not put forward for voting.

B. The Board through the Nominating Committee had undertaken an annual assessment on the Directors. Siaw Kok Tong (Executive Director), Dato' Seri Dr. Kiew Kwong Sen (Non-Independent Non-Executive Director) and Datuk Ir. Dr. Ahmad Fadzil Bin Mohamad Hani (Non-Independent Non-Executive Director) whom are seeking for re-election pursuant to Paragraph 102 (1) of the Company's Constitution.

The Board and the Nominating Committee are satisfied with their performance assessment i.e. meeting attendances, participated actively and contributed positively during deliberations or discussions at Board Meetings, competency and capability, understanding of their roles and responsibilities. Thus, the Board recommended that the approval of the shareholders be sought for the re-election of the said Directors at the 20<sup>th</sup> AGM. The information of the Directors' standing for re-election is set out in "Profile of Directors" of the Annual Report 2023.

C. The proposed Resolution No. 8, if passed, will grant a renewed general mandate ("Mandate 2024") and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company.

The Mandate 2024 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the 19<sup>th</sup> AGM. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.

D. The proposed Resolution No. 9, if passed, will give the Directors of the Company authority to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next AGM.