



COMFORT GLOVES BERHAD

193701000006 (852-D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 82nd Annual General Meeting ("AGM") of Comfort Gloves Berhad ("CGB" or "Company") will be conducted virtually for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice:

Day and Date : Monday, 22 May 2023
 Time : 10.00 a.m.
 Broadcast Venue : Summit 1, 3rd Floor, Wisma Westcourt,
 No.126, Jalan Klang Lama,
 58000 Kuala Lumpur, Malaysia.
 Online Meeting Platform : https://meeting.boardroomlimited.my
 Mode of Communication : (1) Typed text in the Meeting Platform
 (2) Email questions to investorsrelation@comfort-rubber.com.my prior to Meeting

AGENDA

As ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' Fees of RM350,000 in respect of the financial year ended 31 December 2022.
- To approve the payment of Directors' Benefits (excluding Directors' Fees) to Non-Executive Directors up to an amount of RM150,000 from 82nd AGM until the next AGM of the Company.
- To re-elect Tan Sri Dato' Lau Eng Guang who retired by rotation pursuant to Article 18.4(a) of the Company's Constitution.
- To re-elect the following Directors who were appointed during the year pursuant to Article 18.2 of the Company's Constitution.

- Datuk Amnah Binti Ibrahim
- Chu Nyet Kim

- To re-appoint KPMG PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration.

As SPECIAL BUSINESS, to consider and, if thought fit, pass the following Resolutions:-

7. AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016

"THAT pursuant to Section 75 and Section 76 of the Companies Act 2016 ("Act"), the Directors be and are hereby empowered to allot and issue shares in the Company at any time and from time to 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 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 for the time being, subject always to the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT pursuant to Section 85 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this Mandate.

AND THAT the Directors of the Company 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 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 AGM of the Company."

8. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"That, subject to the Companies Act 2016, the provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company ("the Proposed Share-Buy Back") provided that:

- the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at any point in time of purchase;
- the maximum funds to be allocated by the Company pursuant to the Proposed Share Buy Back shall not exceed the total retained earnings of the Company at the time of purchase; and
- upon completion of the purchase by the Company its own ordinary shares, the Directors of the Company be and are hereby authorized to deal with the ordinary shares purchased in their absolute discretion in the following manners:
 - cancel all the ordinary shares so purchased; and/or
 - retain the ordinary shares so purchased as treasury shares; and/or
 - retain part thereof as treasury shares and cancel the remainder;
 - in any other manner as may be prescribed by applicable law and/or the regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force.

That any authority conferred by this resolution may only continue to be in force until:

- the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM after that date is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in general meeting, whichever occurs first;

And that authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee 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 and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Companies Act 2016, the provisions of the Constitution of the Company and the Main Market Listing Requirements and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities.

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

FURTHER NOTICE IS HEREBY GIVEN that only members whose names appear on the Record of Depositors as at 11 May 2023 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.

By Order of the Board
CHAN EOI LENG
 (SSM PC No. 202008003055)
 (MAICSA 7030866)

CHAN WAI MAN
 (SSM PC No. 202008003871)
 (MAICSA 7075421)
 Chartered Secretaries
 Ipoh, Perak Darul Ridzuan, Malaysia
 21 April 2023

Explanatory Notes:

1) Agenda 1 – To receive the Audited Financial Statements

Agenda 1 is meant for discussion only in accordance with Section 340 (1) (a) of the Companies Act 2016 and does not require shareholders' approval. Hence, Agenda 1 will not be put forward for voting.

2) Ordinary Resolutions 1 and 2 – Payment of Directors' Fee and Payment of Directors' Benefits

Section 230 (1) of the Companies Act 2016 provides amongst others, that "fee" of the directors and "any benefits" payable to directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for these payments in two separate resolutions as follows:

Resolution 1: Payment of Directors' Fees

The Directors' fees include fees payable to the Chairman and members of the Board.

Resolution 2: Payment of Directors' Benefits

The Directors' benefits (excluding Directors' Fees) comprise the Meeting Allowances payable to the members of the Board and are calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees.

Based on the Remuneration Committee's recommendation, the Board decided that the Directors' fees and Directors' Benefits in respect of the financial year ended 31 December 2022 shall remain unchanged as follows:

Description	Non-Executive Directors / Members (FY2021' per annum' per director)	Non-Executive Directors / Members (FY2022 per annum' per director)
Directors' Fee - Board of Directors	RM75,000	RM75,000
Directors' Fee - Board Committees		
Chairman of Audit Committee	RM25,000	RM25,000
Members of Audit Committee	RM15,000	RM15,000
Chairman of Nomination Committee	RM15,000	RM15,000
Members of Nomination Committee	RM10,000	RM10,000
Chairman of Remuneration Committee	RM15,000	RM15,000
Members of Remuneration Committee	RM10,000	RM10,000

Description	Non-Executive Directors / Members
Meeting Allowance for Directors' Meeting and Board Committees	RM1,500 per meeting
Travelling Allowance per director (for outstation Director)	RM500 per trip (2 ways)

Notes:

The Directors' benefits payable to the Non-Executive Directors would be calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees and includes all benefits payable to the Directors, such as meeting allowances, committees' fees, etc.

3) Ordinary Resolutions 3, 4 and 5 – Re-election of Directors

Tan Sri Dato' Lau Eng Guang, Datuk Amnah Binti Ibrahim and Chu Nyet Kim are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this 82nd AGM.

The Board has via the Nomination Committee held on 23 February 2023 conducted an assessment on the effectiveness and contributions of the said retiring Directors including their skills, experience and strength in qualities and time commitment and has recommended for them to be re-elected to the Board.

4) Ordinary Resolution 6 – Appointment of Auditors

The Audit Committee ("AC") has on 23 February 2023 carried out an assessment of the suitability and independence of the External Auditors, KPMG PLT and was satisfied with the suitability of KPMG PLT based on the quality of audit, performance, competency, and sufficiency of resources the external audit team provided to the Group. The AC in its assessment also found KPMG PLT to be sufficiently objective and independent.

The Board therefore approved the AC's recommendation on the re-appointment of KPMG PLT as External Auditors of the Company for the financial year ending 31 December 2023 be put forward for the shareholders' approval at the 82nd AGM.

5) Ordinary Resolution 7 – Authority to Allot and Issue Shares in General Pursuant to Section 75 and Section 76 of the Companies Act 2016

The Ordinary Resolution proposed under item 7 if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot and issue shares in the Company up to and not exceeding in total ten percent (10%) of the issued share capital of the Company ("Share Mandate"). This Share Mandate will expire at the conclusion of the next AGM of the Company, unless revoked or varied at a general meeting.

With this Share Mandate, the Company will be able to raise capital from the equity market in a shorter period of time compared to a situation without the Share Mandate. The Share Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects, working capital and/or acquisitions, or strategic opportunities involving equity deals, which may require the allotment and issuance of new shares without making a pre-emptive offer to existing shareholders. In addition, any delay arising from and cost involved in convening an Extraordinary General Meeting ("EGM") to approve such issuance of shares should be eliminated. The Company will have to seek shareholders' approval at an EGM to be convened in the event that the proposed issuance of shares exceeds the 10% threshold contained in the Share Mandate.

At the Annual General Meeting held on 31 May 2022, the Directors of the Company has been granted a general mandate by the members of the Company to issue and allot shares in the Company up to and not exceeding 20% of the total number of issued shares of the Company, which the generated mandate was then reinstated to 10% effective 1 January 2023. Up to the date of Notice, the Company did not issue any new shares pursuant to this mandate obtained and accordingly no proceeds were raised.

6) Ordinary 8 – Proposed Renewal of Share Buy-Back Authority

The Ordinary Resolution 8 proposed, if passed, will empower the Directors to purchase the Company's shares through Bursa Malaysia Securities Berhad up to 10% of the issued shares of the Company. Details of the Proposed Share Buy-Back is set out in the Share Buy-Back Statement of the Company, which is sent out together with the Annual Report 2022.

Notes:

- Pursuant to Paragraph 8.29A of the Listing Requirements, voting at general meeting will be conducted by poll rather than show of hands. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
- A member (other than an exempt authorised nominee) entitled to attend and vote at the Meeting is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him. A proxy must be 18 years and above and need not be a member of the Company.
- Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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 but the proportion of holdings to be represented by each proxy must be specified.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar of our Company, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting either by hand, post, electronic mail to bsr.helpdesk@boardroomlimited.com or fax +603-7890 4670 or lodge electronically at https://investor.boardroomlimited.com, otherwise the instrument of proxy should not be treated as valid.