



CLASSIC SCENIC BERHAD  
Registration No. 200301031466 (633887-M)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Nineteenth (19<sup>th</sup>) Annual General Meeting ("AGM") of the Company will be held at Putra Court, Kelab Rahman Putra Malaysia, Jalan BRP 2/1, Bukit Rahman Putra, 47000 Sungai Buloh, Selangor Darul Ehsan on Wednesday, 15 June 2022 at 10.00 a.m.

### AGENDA

#### Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon. **Explanatory Note 1**
- To approve the payment of Directors' fees to the Non-Executive Directors up to an amount of RM180,000, from 16 June 2022 until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 1**
- To approve the payment of Directors' benefits to the Non-Executive Directors up to an amount of RM30,000, from 16 June 2022 until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 2**
- To re-elect the following Directors who retire pursuant to the Company's Constitution :-
  - Mr Lim Chee Beng (Clause 97) **Ordinary Resolution 3**
  - Datuk Iskandar Bin Sarudin (Clause 106) **Ordinary Resolution 4**
  - Mr Vo Nghia Huu (Clause 106) **Ordinary Resolution 5**
  - Ms Lim Kim Lee (Clause 106) **Ordinary Resolution 6**
  - Mr Lew Chong Kiat (Clause 106) **Ordinary Resolution 7**
  - Mr Teh ZiYang (Clause 106) **Ordinary Resolution 8**
- To re-appoint Messrs KPMG PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 9**

#### Special Business

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

- Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **Ordinary Resolution 10**

"THAT subject always to the Companies Act 2016 ("Act"), Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental/regulatory bodies (if applicable), the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue new shares in the Company from time to time and upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued during the preceding twelve (12) months pursuant to this resolution, does not exceed 20% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT 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 Securities. ("Proposed 20% General Mandate")

AND THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2022 or a later date as allowed by the relevant authorities at that point in time.

AND THAT with effect from 1 January 2023 or a later date as allowed by the relevant authorities at that point in time, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Paragraph 6.03 of the Main Market Listing Requirements of Bursa Securities provided that the aggregate number of shares to be issued pursuant to this resolution, does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being. ("Proposed General Mandate")

AND 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 ("AGM") of the Company, or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, unless revoked or varied by an ordinary resolution of the Company at a general meeting, whichever is the earlier."

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

#### BY ORDER OF THE BOARD,

WONG YOUN KIM

(MAICSA 7018778) / SSM PC No. 201908000410

Company Secretary

Kuala Lumpur

26 April 2022

#### Notes:

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend and vote instead of him/her. There shall be no restriction as to the qualification of proxy.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
- In the case of a corporate member, the instrument appointing the proxy shall be given under its Common Seal or under the hand of a duly authorised officer or attorney and supported by a notarially certified copy of that power or authority.
- The Form of Proxy must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at G Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 24 hours before the time appointed for the holding of the Nineteenth (19<sup>th</sup>) AGM or any adjournment thereof.
- Only members whose names appear on the Record of Depositors as at 9 June 2022 ("General Meeting Record of Depositors") shall be entitled to attend, speak or vote at this AGM or appoint proxy(ies) to attend and/or vote in his/her behalf.
- All the Resolutions set out in this Notice will be put to vote by poll.

#### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 "Purpose"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) for the Purpose, and (iii) agrees 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 warranty.

#### Explanatory Notes on Special Business

##### 1. Item 1 of the Agenda

The Audited Financial Statements are for discussion only as it does not require members/shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act 2016 and hence, will not be put for voting.

##### 2. Ordinary Resolutions 3 to 8 - Re-election of Directors

The Nomination and Remuneration Committee ("NRC") has considered the performance and contribution of each of the retiring Directors and has also assessed the independence of the Independent Non-Executive Directors standing for re-election.

Based on the results of the evaluation on the effectiveness of the Board conducted for the financial year ended 31 December 2021, the retiring Directors were found to possess the required mix of skills, experience and expertise as well as the right business knowledge to contribute towards the growth of the Company, and that the retiring Independent Non-Executive Directors who had all confirmed their independence, have discharged their duties in corporate governance accountability, provided independent, impartial and unbiased views in ensuring the interest of the Company is protected.

The Board has endorsed the NRC's recommendation to seek shareholders' approval for the re-election of all retiring Directors, who had abstained from deliberations and decisions on their respective re-election at the NRC and Board meetings. The profiles of the retiring Directors are set out in the Profile of the Board of Directors on pages 5 to 7 of this Annual Report.

##### 3. Ordinary Resolution 10 - Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 10 is a renewal of the previous year's general mandate and if passed, will empower the Directors of the Company to issue and allot new shares in the Company at any time and for such purposes as the Directors considered would be in the interests of the Company up to an aggregate not exceeding 20% of the total number of issued shares (excluding treasury shares) of the Company without convening a general meeting. This authority unless revoked or varied at a general meeting will expire at the next AGM.

Bursa Securities had vide its letter dated 23 December 2021 granted an extension of the enhanced general mandate, amongst others, listed issuers will have up to 31 December 2022 to issue new securities under Paragraph 6.03 of the Main Market Listing Requirements ("MMLR") 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 the Company to issue new securities until 31 December 2022 and thereafter, the 10% general mandate pursuant to Paragraph 6.03 of the MMLR will be reinstated unless extended by Bursa Securities.

The Board of Directors, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the 20% General Mandate is in the best interests of the Company and its shareholders.

The mandate, if passed, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purposes of funding investments, projects, working capital and/or acquisition as deemed necessary.

As at the date of this Notice, no shares have been issued pursuant to the general mandate granted at the last AGM of the Company.