
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth (“14th”) Annual General Meeting of SUPERLON HOLDINGS BERHAD (“Superlon” or “the Company”) will be held at Danau 3-5, Kota Permai Golf & Country Club, No. 1, Jalan 31/100A, Kota Kemuning, Section 31, 40460 Shah Alam, Selangor on Monday, 21 September 2020 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 April 2020 together with the Reports of Directors and Auditors thereon.
2. To approve the following payments to Directors:
 - (1) Directors’ fees of up to RM230,000 for the financial year ending 30 April 2021 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 1)**
 - (2) Meeting attendance allowances of up to RM43,500 for the period from the date of the forthcoming Annual General Meeting to 31 October 2021. **(Ordinary Resolution 2)**
3. To re-elect the following Directors who retire in accordance with Regulation 93 of the Company’s Constitution:-
 - (1) Mr Chun Kwong Pong **(Ordinary Resolution 3)**
 - (2) Mr Lim Wai Loong **(Ordinary Resolution 4)**
 - (3) Mr Lin, Po-Chih **(Ordinary Resolution 5)**
4. To approve the re-appointment of retiring Auditors, Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions with or without any modifications:

5. **Proposed Renewal of Authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016 (“the Act”)** **(Ordinary Resolution 7)**

“THAT, pursuant to Section 75 of the Act, the Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Malaysia Securities Berhad (“Bursa Securities”) on 16 April 2020 and approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors of the Company be hereby empowered to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed twenty percent (20%) of the total number of the issued shares of the Company for the time being AND THAT the Board of Directors be hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities.”

6. **Proposed renewal of authority for the Company to purchase its own shares**

(Ordinary Resolution 8)

“THAT, subject to the Companies Act 2016 (“the Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution (formerly known as Memorandum and Articles of Association) and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authority, the Company be hereby given full authority, to seek shareholders’ approval for the renewal of authority for the Company to purchase and/or such amount of ordinary shares in the Company (“Shares”) through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- (i) the aggregate number of Shares so purchased and/or held pursuant to this ordinary resolution (“Purchased Shares”) does not exceed ten percent (10%) of the total issued shares of the Company; and
- (ii) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits of the Company;

THAT the Directors be hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 127 of the Act) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares and/or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT such approval and authorisation shall only continue to be in force until:

- (i) the conclusion of the next Annual General Meeting 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; or
- (ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first;

AND FURTHER THAT the Directors of the Company be hereby authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give full effect to this mandate.”

7. To transact any other ordinary business of which due notice shall have been given in accordance with the Act.

By order of the Board

NG MEI WAN (MIA 28862) (SSM PC No. 201908000801)
R. MALATHI A/P RAJAGOPAL (MAICSA 7054884) (SSM PC No. 201908000851)
Company Secretaries

Kuala Lumpur
21 August 2020

NOTES:

1. Only depositors whose names appear in the Record of Depositors as at 14 September 2020 shall be regarded as members and be entitled to attend, participate, speak and vote at the 14th Annual General Meeting.
2. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
3. 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.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
5. Any alterations in the Proxy Form must be initialed by the member.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
7. The appointment of a proxy may be made in hard copy form or by electronic form. In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. In the case of electronic appointment, the proxy form must be deposited via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for further information on electronic submission. All proxy form submitted must be received by the Company not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjourned meeting at which the person named in the appointment proposes to vote.

EXPLANATORY NOTES TO THE AGENDA

8. Item 1 of the Agenda – Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

9. Item 2 of the Agenda - Ordinary Resolutions no. 1 & 2

Approval of Directors' fees for the financial year ending 30 April 2021 and meeting attendance allowances from the date of the forthcoming Annual General Meeting to 31 October 2021

Directors' fees approved for the financial year ended 30 April 2020 was RM230,000 and the meeting attendance allowances of up to RM43,500 for the period from 26 September 2019 to 31 October 2020. The Directors' fees and meeting attendance allowances proposed are calculated based on the anticipated number of scheduled Board and Committee Meetings for 2020/2021 and assuming that all the Non-Executive Directors will hold office until the conclusion of the next Annual General Meeting.

This resolution is to facilitate payment of Directors' fees and meeting attendance allowances on current financial year basis. In the event the Directors' fees and meeting attendance allowances proposed are insufficient (e.g. due to more meetings), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

10. Item 5 of the Agenda - Ordinary Resolution no. 7

Authority to Allot and Issue Shares pursuant to Section 75 of the Act

- (a) The proposed Ordinary Resolution no. 7, if passed, will grant a mandate (“20% General Mandate”) empowering the Directors of the Company, from the date of the 14th AGM to allot and issue shares in the Company up to an amount not exceeding in total of ten percent (20%) of the issued shares of the Company (excluding treasury shares, if any) for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.
- (b) The 20% General Mandate is pursuant to temporary relief measure due to COVID-19 pandemic issued by Bursa Securities on 16 April 2020. The temporary relief measures may be utilised until 31 December 2021, after that the 10% limit under Paragraph 6.03(1) of the Main Market listing Requirements of Bursa Securities will be reinstated. The Board of Directors is of the view that the 20% General Mandate is in the best interest of the Company and its shareholders due to the unprecedented challenges from the COVID-19 impact, and the 20% General Mandate will enable the Company to raise higher funds more rapidly during this challenging period to ensure sustainability of the Company’s existing activities as well as funding for future investment activities.
- (c) This mandate is a renewal of the previous mandate obtained at the last AGM held on 29 September 2019 which will expire at the conclusion of the forthcoming AGM.
- (d) As at the date of this Notice, the Company did not issue any new shares based on the previous mandate obtained at the last AGM held on 29 September 2019.
- (e) The 20% General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for purpose of funding current and/or future investment project(s), working capital and/or payment of bank borrowings and acquisition.

11. Item 6 of the Agenda - Ordinary Resolution no. 8

Proposed renewal of authority for the Company to purchase its own shares

The proposed resolution no. 8, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.

Further details are set out in the Statement to Shareholders dated 21 August 2020.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

DETAILS OF INDIVIDUAL WHO IS STANDING FOR ELECTION AS DIRECTOR

No individual is seeking for election as a Director at the 14th Annual General Meeting of the Company.

KINDLY OBSERVE THE INSTRUCTIONS CONTAINED IN OUR ADMINISTRATIVE GUIDE ON THE PROCEDURES AND SAFETY MEASURES TO BE FOLLOWED FOR THE 14TH AGM