

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FORTY-SECOND ANNUAL GENERAL MEETING (“42nd AGM”) of the Company will be held on a fully virtual basis 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 Thursday, 10 December 2020 at 10:00 a.m. for the following purposes:

AGENDA	
1. To receive the Audited Financial Statements for the financial period ended 30 June 2020 together with the Reports of the Directors and the Auditors thereon.	(Please refer to Explanatory Note 1)
2. To re-elect the following Directors who are to retire pursuant to Clause 116 of the Company’s Constitution and being eligible, have offered themselves for re-election:- (a) Puan Sri Fadzilah binti Md Ariff (b) Dato’ Nik Mohd Fuad bin Wan Abdullah	(Resolution 1) (Resolution 2)
3. To approve the payment of Directors’ fees amounting to RM375,000.00 for the financial period ended 30 June 2020.	(Resolution 3)
4. To approve the benefits payable to the Non-Executive Directors up to RM100,000.00 for the period from 10 December 2020 until the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016.	(Resolution 4)
5. To re-appoint Messrs. UHY as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	(Resolution 5)
As Special Business To consider and if deem fit, with or without any modification, to pass the following resolution:- 6. ORDINARY RESOLUTION -RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR “THAT Datuk Mohamed Salleh bin Bajuri who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 11 April 2002 be and is hereby retained as Senior Independent Non-Executive Director of the Company.”	(Resolution 6)

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<p>7. ORDINARY RESOLUTION <u>-AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016</u></p> <p>“THAT pursuant to the Companies Act 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided 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 of the Company for the time being as empowered by Bursa Malaysia Securities Berhad pursuant to Bursa Malaysia Securities Berhad’s letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;</p> <p>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 of the Company.”</p>	(Resolution 7)
8. To transact any other business for which due notice has been given in accordance with the Companies Act 2016 and the Company’s Constitution.	

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)

YEOW SZE MIN (SSM PC NO. 201908003120) (MAICSA 7065735)

Joint Company Secretaries

Petaling Jaya

Dated: 30 October 2020

EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESSES

1. Audited Financial Statements for the financial period ended 30 June 2020

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 from the shareholders for the Audited Financial Statements, and hence, this Agenda item is not put forward for voting.

2. Resolution 3 - Payment of Directors' fees

This Agenda item is to approve the Proposed Directors' fees for the financial period ended 30 June 2020 of RM375,000.00 (2018: RM250,000/-).

The Resolution 3, if approved, will authorise the payment of Directors' Fees pursuant to Clause 129 of the Company's Constitution.

3. Resolution 4 - Directors' benefits payable to Non-Executive Directors

The benefits payable to the Non-Executive Directors pursuant to Section 230(1)(b) of the Companies Act 2016 has been reviewed by the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company for the applicable period of between 10 December 2020 to the next Annual General Meeting of the Company in year 2021.

The total estimated amount of Directors' benefits payable is calculated based on the number of the Board of Directors' and Board Committees' meetings scheduled to be held in the financial year ending 30 June 2021 and until the next Annual General Meeting and other benefits. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

4. Resolution 6 - Retention of Independent Non-Executive Director

The Board of Directors has vide the NRC conducted an annual performance evaluation and assessment of Datuk Mohamed Salleh bin Bajuri ("**Datuk Salleh**"), who has served as an Independent Director for a cumulative term of more than nine (9) years, and recommended him to continue in office as an Independent Director based on the following justifications:-

- Datuk Salleh has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") Main Market Listing Requirements ("**Main LR**") and is therefore able to bring independent and objective judgement to the Board;
- Datuk Salleh has been with the Company for eighteen (18) years as at the date of the notice of the 42nd AGM and therefore understands the Company's business operations, which enables him to participate actively and contribute during deliberations/discussions at the Audit and Risk Committee, NRC and Board of Directors' Meetings;
- Datuk Salleh has contributed sufficient time and efforts in his capacity as the Senior Independent Non-Executive Director, the Chairman of the Audit and Risk Committee and the member of NRC. He has attended all the meetings of the Audit and Risk Committee, NRC as well as the Board of Directors for informed and balanced decision making;

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- Datuk Salleh has exercised due care during his tenure as the Independent Director and carried out his professional duty in the interest of the Company and shareholders;
- Datuk Salleh has not entered into any contract or transaction with the Company and/or its subsidiaries within the scope and meaning as set forth under Paragraph 5 of Practice Note 13 of the Bursa Malaysia Securities Main LR;
- Datuk Salleh has not developed, established or maintained any significant personal or social relationship, whether direct or indirect, with the Executive Directors, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level consistent with his duties and expected of himself to carry out his duties as an Independent Director; and
- Datuk Salleh does not derive any remuneration and benefits apart from Directors' fees and meeting allowances.

The Board upon the recommendation from the NRC of the Company, therefore, considers Datuk Salleh to be independent and recommends him to remain as an Senior Independent Non-Executive Director subject to the approval from the shareholders of the Company through a two-tier voting process pursuant to Practice No. 4.2 of the Malaysian Code on Corporate Governance.

5. Resolution 7 - Authority to issue shares pursuant to the Companies Act 2016

The Company intended to renew the authority granted to the Directors of the Company at the Forty-First Annual General Meeting of the Company held on 19 June 2019 (“**Previous Mandate**”) to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company for the time being (“**20% General Mandate**”).

As at the date of this notice, the Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.

As part of the initiative from Bursa Malaysia Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Malaysia Securities requirements, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Malaysia Securities had vide a letter dated 16 April 2020 allows a listed issuer to seek a higher general mandate under Paragraph 6.03 of the Main LR of Bursa Malaysia Securities of not more than 20% of the total number of issued shares for the general issue of new securities.

After having considered all aspects of the 20% General Mandate, the Board is of the opinion that the seeking of the 20% General Mandate would be in the best interest of the Company and its shareholders, on the following basis: -

- the 20% General Mandate would provide the Company and its subsidiaries with financial flexibility to raise capital expenditures for its operations, future expansion and business development;

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- the 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 Company and its subsidiaries; and
- the 20% General Mandate provides the Company with the capability to capture any capital raising and/or prospective investment opportunities when they are identified.

The 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 Annual General Meeting. 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.

Notes:-

1. The 42nd AGM will be held on a fully virtual basis at the Broadcast Venue through Remote Participation and Voting (“**RPV**”) facilities which are available on Securities Services e-Portal at <https://sshsb.net.my/>.

Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://sshsb.net.my/> by registration cut-off time and date. Please refer to the Administrative Guide for the 42nd AGM for further details.

2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 3 December 2020 (“**General Meeting Record of Depositors**”) shall be eligible to attend the Meeting.
3. A member entitled to attend and vote at the Meeting, shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote instead of the member at the Meeting. A proxy need not be a Member of the Company. 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 attend, participate, speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
4. Where a member appoints more than one (1) proxy in relation to the Meeting, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
5. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one (1) 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.

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6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof. Alternatively, the Form of Proxy may be submitted electronically via Securities Services e-Portal at <https://sshsb.net.my/> before the proxy form submission cut-off time as mentioned above. For further information on the electronic submission of proxy form, kindly refer to the Administrative Guide.
8. The Administrative Guide for the 42nd AGM is available for download at www.edenzil.com
9. Any Notice of Termination of Authority to act as Proxy must be received by the Company before the commencement of the General Meeting or at any adjournment thereof, failing which, the termination of the authority of a person to act as proxy will not affect the following in accordance with Section 338 of the Companies Act 2016:-
 - the constitution of the quorum at such meeting;
 - the validity of anything he did as chairman of such meeting;
 - the validity of a poll demanded by him at such meeting; or
 - the validity of the vote exercised by him at such meeting.