

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting ("2nd AGM") of the Company will be held at Banquet Hall, The Royal Selangor Golf Club (RSGC), Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur, W.P. Kuala Lumpur on Thursday, 15 December 2022 at 2:00 p.m., for the following purposes:

AGENDA

ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and the Auditors thereon. (Please refer to Explanatory Note 1 on Ordinary Business)
- To approve the payment of Directors' fees and benefits of up to RM24,000.00 for the period from the 2nd AGM until the next AGM of the Company to be held in 2023. (Resolution 1)
(Please refer to Explanatory Note 2 on Ordinary Business)
- To re-elect Mr Chan Eng Lim who retires by rotation pursuant to Clause 76(3) of the Company's Constitution. (Resolution 2)
(Please refer to Explanatory Note 3 on Ordinary Business)
- To re-elect the following Directors who retire pursuant to Clause 78 of the Company's Constitution: (Please refer to Explanatory Note 4 on Ordinary Business)
 - Encik Wan Zamri Bin Wan Zain; and
 - Encik Fazrin Azwar Bin Md. Nor.(Resolution 3)
(Resolution 4)
- To re-appoint Messrs Moore Stephens Associates PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)
(Please refer to Explanatory Note 5 on Ordinary Business)

SPECIAL BUSINESS:

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

- ORDINARY RESOLUTION**
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT") (Resolution 6)
(Please refer to Explanatory Note 1 on Special Business)

"THAT, subject always to the Act, the Constitution of the Company, the Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals from Bursa Securities and other relevant governmental/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being ("Proposed General Mandate").

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting of the Company, whichever is the earlier.

THAT the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares on the LEAP Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

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

By Order of the Board

WONG WAI FOONG [SSM PC NO. 202008001472 (MAICSA 7001358)]
TAN HSIAO YUEN [SSM PC NO. 201908002342 (MAICSA 7056952)]
Company Secretaries

Kuala Lumpur
Dated: 23 November 2022

NOTES:-

APPOINTMENT OF PROXY

- For the purpose of determining who shall be entitled to attend this 2nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 8 December 2022. Only a member whose name appears on this Record of Depositors shall be entitled to attend this 2nd AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at this 2nd AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:-
 - In hard copy form:
In the case of an appointment made in hard copy form, the duly completed proxy form must be deposited at the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.
 - By electronic means
The duly completed proxy form can be electronically lodged via email to Sakila@my.tricorglobal.com and Mohammad.Amirul@my.tricorglobal.com or fax to 2603-2763 9222.
- For option (ii), the Company may request any member to deposit original executed proxy form to its Share Registrar before or on the day of meeting for verification purpose.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is **13 December 2022 (Tuesday) at 2:00 p.m.**
- Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:-
 - Identity card (NRIC) (Malaysian), or
 - Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - Passport (Foreigner).
- For a corporate member who has appointed a representative instead of a proxy to attend this 2nd AGM, please bring the ORIGINAL certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

- Audited Financial Statements for the financial year ended 30 June 2022
The Audited Financial Statements is meant for discussion only as approval from Shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.

- Payment of Directors' Fees and Benefits**
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.
The Proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees and benefits up to RM24,000.00 for the period from the 2nd AGM until the next AGM of the Company to be held in 2023. In the event the amount proposed is insufficient (e.g. due to more meetings or enlarged Board size etc.), approval will be sought at the next AGM for the additional amount to meet the shortfall.
- Re-election of Director who retires in accordance with Clause 76(3) of the Company's Constitution**
Mr Chan Eng Lim is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at the AGM.
- Re-election of Directors who retire in accordance with Clause 78 of the Company's Constitution**
Encik Wan Zamri Bin Wan Zain and Encik Fazrin Azwar Bin Md. Nor who were appointed as Directors of the Company on 16 March 2022 and will retire at this AGM. Both newly appointed Directors have offered themselves for re-election at this AGM.
- Re-appointment of Auditors**
The Board had at its meeting held on 18 October 2022 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs Moore Stephens Associates PLT as External Auditors of the Company for the financial year ending 30 June 2023. The Board agreed to make a recommendation to table the same to the shareholders for approval at this AGM of the Company under Ordinary Resolution 5.

EXPLANATORY NOTE ON SPECIAL BUSINESS:

- Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**
The proposed Ordinary Resolution 6 is the renewal of the general mandate obtained from the members at the last AGM held on 7 December 2021 and which will lapse at the conclusion of the 2nd AGM. The renewal is to empower the Directors to issue and allot new shares in the Company pursuant to the Act under the Proposed General Mandate and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company or during the expiration of period within which the next AGM of the Company is required to be held after the approval was given, whichever is the earlier.
The proposed Ordinary Resolution 6, if passed, would provide flexibility to the Company to issue and allot new shares or any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares as settlement of purchase consideration or such other applications that the Directors of the Company may in their absolute discretion deemed fit.

The Company had on 4 February 2022 issued and allotted a total of 36,000,000 new ordinary shares at RM0.25 per share under a private placement exercise ("Private Placement") ("Placement Shares") to the sophisticated investors pursuant to the general mandate which was approved by the shareholders at the Company's first AGM held on 7 December 2021. The total proceeds raised from the Private Placement and the status of utilisation as at 18 October 2022 are as follows:

Purpose	Proposed utilisation (RM'000)	Actual utilisation (RM'000)	Unutilised proceeds (RM'000)	Estimated timeframe for utilisation from the listing of the Placement Shares on 7 February 2022
Investments in cloud-based microservices	3,500	617	2,883	Within twenty-four (24) months
Solutions for digital insurance	3,500	575	2,925	Within twenty-four (24) months
Working capital requirements	1,930 ⁽¹⁾	450	1,480	Within twenty-four (24) months
Expenses for the Private Placement	70	70	-	Immediate
Total	9,000	1,712	7,288	

Note:
⁽¹⁾ Including RM50,000 which was utilised and had been reallocated from the amount earmarked for expenses for Private Placement.