

OLYMPIA INDUSTRIES BERHAD

[198001009242 (63026-U)]

(Incorporated in Malaysia)

NOTICE OF 39TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Ninth Annual General Meeting (“39th AGM”) of Olympia Industries Berhad (“the Company”) will be conducted entirely through live streaming from the Broadcast Venue at Level 23, Menara Olympia, No. 8, Jalan Raja Chulan, 50200 Kuala Lumpur on Tuesday, 23 June 2020 at 3.00 p.m. to transact the following businesses :-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon (Please refer to Explanatory Note)
2. To approve the payment of Directors’ fees of RM162,000.00 for the financial year ended 31 December 2019 (Ordinary Resolution 1)
3. To approve the payment of Directors’ benefits to Non-Executive Directors up to an amount of RM65,000.00 from the 39th AGM until the next Annual General Meeting of the Company (Ordinary Resolution 2)
4. To re-elect the following Directors who are retiring by rotation in accordance with Clause 91 of the Company’s Constitution and being eligible, offer themselves for re-election:
 - (i) Y.A.M. Tunku Naquiyuddin ibni Almarhum Tuanku Jaafar (Ordinary Resolution 3)
 - (ii) Mr Ng Ju Siong (Ordinary Resolution 4)
5. To re-elect Encik Izaddeen bin Daud as a Director retiring in accordance with Clause 98 of the Constitution of the Company (Ordinary Resolution 5)
6. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration (Ordinary Resolution 6)

AS SPECIAL BUSINESS

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

CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY

7. “THAT subject to the passing of Ordinary Resolution 3, approval be and is hereby given for Y.A.M. Tunku Naquiyuddin ibni Almarhum Tuanku Jaafar, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company.” (Ordinary Resolution 7)

8. “THAT approval be and is hereby given for Tan Sri Dato’ Nik Hashim bin Nik Ab. Rahman, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company.” (Ordinary Resolution 8)

9. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** (Ordinary Resolution 9)
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“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant authorities, the Directors of the Company be and are hereby authorised to allot shares in the Company, at any time 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 10% of the total number of issued shares of the Company for the time being 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 continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

10. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** (Ordinary Resolution 10)
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“THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries (“Olympia Group”) to enter into and give effect to the categories of recurrent related party transactions with the related parties as specified in Section 2.3.1 of the Circular to Shareholders dated 29 May 2020, which are necessary for the Olympia Group’s day-to-day operations in the ordinary course of business made on an arm’s length basis and on normal commercial terms and on terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as “the Mandate”) and the Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the Mandate will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

AND THAT the Directors of the Company and/or its subsidiaries be and are hereby authorised to complete and do all such acts and things including executing all such documents as they may consider necessary or expedient to give effect to the Mandate.”

11. To transact any other business of which due notice shall have been given

BY ORDER OF THE BOARD

Lim Yoke Si (MAICSA 0825971) / SSM PC No. 202008000548

Kwan Wai Sin (MAICSA 7035227) / SSM PC No. 201908000481

Company Secretaries

Kuala Lumpur

29 May 2020

Notes

1. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting.
2. Shareholders/proxies from the public WILL NOT BE ALLOWED to attend the 39th AGM in person at the Broadcast Venue on the day of the meeting. Please refer to Administrative Guide on 39th AGM if you wish to join the meeting remotely.
3. Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely in the 39th AGM via the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) via its TIIH Online website at <https://tiih.online>. Please follow the procedures for RPV in the Administrative Guide on 39th AGM.
4. A member shall not be entitled to appoint more than two (2) proxies to participate in the 39th AGM via RPV.
5. Where a member is an authorised nominee, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member 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.
7. Where a member or authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
8. If the appointor is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
9. The appointment of a proxy may be made in a hard copy form or by electronic means as follows:
 - (a) In hard copy form
The Form of Proxy or the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the office of Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time for holding the 39th AGM or no later than 21 June 2020 at 3.00 p.m.
 - (b) By Tricor Online System (TIIH Online)
The proxy form can be electronically submitted to the Share Registrar of the Company via TIIH Online at <https://tiih.online> (applicable to individual shareholders only). Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.
10. In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 June 2020 shall be entitled to participate in the 39th AGM via RPV.
11. In compliance with the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, all resolutions as set herein will be put to vote by way of poll.

PERSONAL DATA PROTECTION STATEMENT

By submitting an instrument appointing a proxy(ies) and/or representatives(s) to attend and to vote at the Annual General Meeting (“AGM”) of the Company 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 “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, 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:-

Item 1 of the Agenda

Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon

This item is for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require approval from shareholders of the Company. Hence, it is not put forward for voting.

Ordinary Resolution 1

The proposed payment of Directors’ fees of RM162,000.00 to Non-Executive Directors of the Company who have served during the financial year is reflective of their responsibilities.

Ordinary Resolution 2

The Directors’ benefits for Non-Executive Directors comprise meeting allowances of RM30,000.00 and leave passage of RM35,000.00. Meeting allowances are calculated based on the number of scheduled Board, Board Committee and general meetings from the 39th AGM until the next Annual General Meeting of the Company.

Ordinary Resolutions 7 and 8

Y.A.M. Tunku Naquiyuddin ibni Almarhum Tuanku Jaafar and Tan Sri Dato’ Nik Hashim bin Nik Ab. Rahman have served the Company as Independent Non-Executive Directors for a cumulative term of more than 9 years.

The Board through the Nomination Committee had conducted an annual assessment on the performance and independence of the individual Directors. Apart from fulfilling their duties and responsibilities as Directors and meeting the Independence criteria as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the said Directors have been able to demonstrate their independence and exercise of objective judgement during Board deliberations. The Board is confident that they will continue to exercise independent and objective judgement in Board meetings notwithstanding their length of service in the Company.

The proposed resolutions are in line with Practice 4.2 of the Malaysian Code on Corporate Governance 2017 and if passed, will enable Y.A.M. Tunku Naquiyuddin ibni Almarhum Tuanku Jaafar and Tan Sri Dato’ Nik Hashim bin Nik Ab. Rahman, to hold office as Independent Non-Executive Directors until the conclusion of the next Annual General Meeting of the Company.

Ordinary Resolution 9

The Ordinary Resolution proposed under item 9 is for the purpose of seeking a renewal of the general mandate to authorise the Directors of the Company to allot ordinary shares up to 10% of the total number of issued shares of the Company, for such purposes as the Directors of the Company would consider to be in the interest of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting (“AGM”) of the Company.

The mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to placement of shares, funding future investment(s) and/or working capital.

The mandate obtained at the 38th AGM held on 12 June 2019 was not utilised and accordingly, there was no allotment of shares as at the date of the Notice.

Ordinary Resolution 10

The Ordinary Resolution proposed under item 10, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations with related parties. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM, or the expiration of the period within which the next AGM is required by law to be held, or revoked or varied by a resolution passed by the shareholders of the Company in general meeting, whichever is earlier. Shareholders are advised to refer to the Circular to Shareholders dated 29 May 2020 for more information.