



AME ELITE CONSORTIUM BERHAD

Registration No.: 201801030789 (1292815-W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting (“2nd AGM”) of the Company will be held at i-Park@Senai Airport City Sales Gallery, No. 1, Jalan I-Park SAC 1, Taman Perindustrian I-Park SAC, 81400 Senai, Johor on Thursday, 27 August 2020 at 10:00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ fees for the financial year ended 31 March 2020.
- To approve the payment of Directors’ benefits for the financial year ended 31 March 2020 and for the period from 1 April 2020 until the next Annual General Meeting (“AGM”) of the Company to be held in 2021.
- To re-elect the following Directors of the Company who are retiring by rotation in accordance with Clause 95 of the Constitution of the Company and, who being eligible, offer themselves for re-election:
 - Mr Lee Chai
 - Mr Lee Sai Boon
 - Mr Kang Ah Chee
- To re-appoint Messrs KPMG PLT (“KPMG”) as Auditors of the Company for the financial year ending 31 March 2021 and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

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

6. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“CA 2016”)

“THAT pursuant to Sections 75 and 76 of the CA 2016, the Directors be and are hereby authorised to issue and allot shares in the Company at any time, at such price, 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 does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at the time of issue and THAT the Directors be and are also authorised to obtain the approval of Bursa Malaysia Securities Berhad for listing of and quotation for the additional shares so issued and THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

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

Further notice is hereby given that for the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Clause 59 of the Constitution of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at **18 August 2020** and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting or appoint a proxy(ies) to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

LEONG SIEW FOONG (MAICSA 7007572)
SANTHI A/P SAMINATHAN (MAICSA 7069709)
Secretaries
Johor Bahru
30 July 2020

Please refer to Note 2.1

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Notes:

1. Proxy Form

- A proxy may, but need not be a Member of the Company and a Member may appoint any person to be his/her proxy(ies) without any restriction as to the qualification of the proxy(ies).
- To be valid, this form, duly completed must be deposited at the registered office of the Company situated at Suite 9D, Level 9, Menara Ansar, 65 Jalan Trus, 80000 Johor Bahru, Johor and must be received by the Company within 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.
- Please ensure ALL particulars required in the Proxy Form are completed, signed and dated accordingly. The last date and time to lodge the Proxy Form is on **Tuesday, 25 August 2020 at 10:00 a.m.**
- Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - Identity Card (NRIC for Malaysian); or
 - Police report (for loss of NRIC) / Temporary NRIC for Malaysian; or
 - Passport (Foreigner).
- A Member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting.
- 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.
- If the appointor is a corporation, the Proxy Form must be executed under its Seal or under the hand of its attorney duly authorised.
- Where a Member or Authorised Nominee appoint two (2) proxies, or when an Exempt Authorised Nominee appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportions of his holdings to be represented by each proxy.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice shall be put to vote by way of poll.

2. Explanatory Notes on Ordinary Business

- The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders’ approval and hence, will not be put forward for voting.
- Ordinary Resolution 1 and 2 – Directors’ fees and benefits payable
Section 230(1) of the CA 2016 provides amongst other, that 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.
In this respect, the Board wishes to seek shareholders’ approval for payment of Directors’ fees of RM624,000 and other benefits payable up to RM48,000 for the financial year ended 31 March 2020 and for the period from 1 April 2020 until the next AGM to be held in year 2021.
In determining the estimated total amount of Directors’ fees and benefits payable for the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees of the Company as well as the number of Directors involved in these meetings based on the current number of Directors.
- Ordinary Resolution 3, 4 and 5 – Re-election of Directors
The Constitution of the Company states that at each AGM of the Company, one-third (1/3) of the Directors or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office and be eligible for re-election, provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.
Mr Lee Chai, Mr Lee Sai Boon and Mr Kang Ah Chee, who retire in accordance with Clause 95 of the Company’s Constitution, are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 2nd AGM. Each of the Directors has undergone a performance evaluation conducted by the Nomination Committee and was evaluated to be effective and valuable to the Board.
The profile of the above-named Directors are set out in the Board of Directors’ Profile in the Annual Report 2020.
- Ordinary Resolution 6 – Re-appointment of Auditors
The Audit and Risk Management Committee and the Board have considered the re-appointment of KPMG as Auditors of the Company and collectively agreed that KPMG has met the relevant criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

3. Explanatory Notes on Special Business

- Ordinary Resolution 7 – Proposed Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the CA 2016
The Proposed authority to issue shares, Ordinary Resolution 7, if passed, will give the Directors of the Company, from the date of the 2nd AGM, authority to issue not more than ten percent (10%) of the total number of issued shares of the Company. Such issuance of shares will still be subject to the approvals of the Securities Commission and Bursa Malaysia Securities Berhad. This authority, unless revoked or varied at a General Meeting, will expire at the conclusion of the next AGM of the Company.
The mandate sought under Ordinary Resolution 7 above if approved will provide flexibility to the Company for any potential fundraising activities and there is no specific purpose and utilisation for the proceeds to be raised under this mandate. Hence, the proceed to be raised, if any, may be used for funding future investments, working capital, repayment of bank borrowings and/or any acquisition.

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 “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.