

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 8th Annual General Meeting (“AGM”) of QES Group Berhad (“QES” or “the Company”) will be held on a virtual basis through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities via Vote2U provided by Agmo Digital Solutions Sdn Bhd in Malaysia at <https://web.vote2u.my> (Domain Registration No. with MYNIC – D6A471702) from the Broadcast Venue, QES Group Berhad, No. 2, Jalan Jururancang U1/21, HICOM Glenmarie Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor, Malaysia, on Wednesday, 15 June 2022 at 10.00 a.m. for the transaction of the following businesses:

AGENDA

AS ORDINARY BUSINESS

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|----|---|--------------------------------|
| 1. | To receive the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon. | Refer Notes No. 1(a) |
| 2. | To approve the payment of Directors’ fees to the Non-Executive Directors up to an amount of RM300,000/- for the period from 16 June 2022 to the next AGM or at any adjournment thereof. | (Ordinary Resolution 1) |
| 3. | To re-elect the following Directors who retire by rotation pursuant to Clause 115 of the Company’s Constitution, and who being eligible, offered themselves for re-election: | |
| | (i) Mr. Hoh Chee Mun | (Ordinary Resolution 2) |
| | (ii) Puan Maznida Binti Mokhtar | (Ordinary Resolution 3) |
| 4. | To re-appoint Messrs. Moore Stephens Associates PLT as Auditors of the Company and to authorise the Directors to fix their remuneration | (Ordinary Resolution 4) |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolution:-

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|----|--|--------------------------------|
| 5. | AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 | (Ordinary Resolution 5) |
|----|--|--------------------------------|

THAT subject to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Ace Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), Additional Temporary Relief Measures to Listed Corporations for Covid-19, issued by Bursa Securities on 16 April 2020, its subsequent letter dated 23 December 2021 on extension of implementation of the 20% General Mandate and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, 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 to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time (“20% General Mandate”); AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities which would be utilised before 31 December 2022 and thereafter, the 10% general mandate will be reinstated;

Notice of 8th Annual General Meeting (Cont'd)

AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.

AND THAT authority be and is hereby given to the Directors to do all acts including executing all relevant documents as he/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate.”

6. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD,

ANDREA HUONG JIA MEI (MIA 36347/ SSM PC NO. 202008003125)

Company Secretary
Kuala Lumpur
29 April 2022

Explanatory Notes on Ordinary Resolutions:

(a) Audited Financial Statements for financial year ended 31 December 2021

The Audited Financial Statements are for discussion only under Agenda item No. 1, as it does not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, this Agenda is not being put forward for voting by the shareholders of the Company.

(b) Ordinary Resolution 1

Section 230(1) of the Companies Act, 2016 provides amongst others, 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 agreed that the shareholders' approval shall be sought at the 8th AGM on the Directors remuneration.

(c) Ordinary Resolutions 2 and 3

Clause 115 of the Company's Constitution provides that 1/3 of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. With the current Board size, 2 Directors are to retire pursuant to Clause 115 of the Company's Constitution.

Notice of 8th Annual General Meeting (Cont'd)

Explanatory Notes to Special Business

(d) Ordinary Resolution 5 - Authority to allot and issue shares

The proposed Ordinary Resolution 5, if passed, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 20% of the total number of issued share of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. Bursa Securities has via their letter dated 23 December 2021 granted an extension to the temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being ("20% General Mandate"). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2022 and thereafter, the 10% general mandate will be reinstated. Having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, pursuant to Section 76(4) of the Companies Act 2016 from its shareholders at the forthcoming 8th AGM of the Company. 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 the purpose of funding future investment project(s) workings capital and/or acquisitions. The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the 31 December 2022. The Board of Directors of the Company, after due consideration, is of the opinion that in the face of unprecedented challenges to the Company brought by Covid-19 pandemic, this 20% General Mandate will enable the Company further flexibility to raise funds expeditiously other than incurring additional interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow and achieve a more optimal capital structure. Any funds raised from this 20% General Mandate is expected be used as working capital to finance day-to-day operational expenses, on-going projects or future projects/investments to ensure the long-term sustainability of the Company. The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its subsidiaries. As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the last AGM held on 23 June 2021 and which will lapse at the conclusion of the 8th AGM.

MODE OF MEETING

In light of the COVID-19 outbreak and as part of our safety measures, the 8th AGM of the Company will be conducted on a virtual basis via live streaming and online voting from the Broadcast Venue. This is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022.

The Broadcast Venue is strictly to comply 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. No shareholders/proxies should be physically present at the Broadcast Venue on the day of the 8th AGM.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual 8th AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

You may email your questions to investor.relations@qesnet.com, in relation to the matters of discussion of the AGM, in advance to the Company.

Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 8th AGM of the Company via the Remote Participation and Voting facilities ("RPV") provided by Agmo Digital Solutions Sdn. Bhd. ("Agmo") through its Vote2U Online website at <https://web.vote2u.my>. Please follow the Procedures for RPV in the Administrative Details for the 8th AGM.

Notice of 8th Annual General Meeting (Cont'd)

POLL VOTING

The voting will be conducted by a poll in accordance with Rule 8.31A of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Agmo Digital Solutions Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting and Aegis Communication Sdn Bhd as Scrutineers to verify the poll results.

RECORD OF DEPOSITORS FOR THE AGM

The date of Record of Depositors for the 8th AGM is 8 June 2022. As such, only members whose names appear in the Record of Depositors as at 8 June 2022 shall be eligible to participate, speak and vote at the 8th AGM.

NO RECORDING OR PHOTOGRAPHY

Strictly no recording or photography of the proceedings of the AGM is allowed.

STATEMENT ACCOMPANYING NOTICE OF EIGHTH (8th) ANNUAL GENERAL MEETING

(Pursuant to Rule 8.29(2) of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Pursuant to Clause 115 of the Company's Constitution the following Directors are standing for re-election at the 8th AGM of the Company:-
 - (a) Mr. Hoh Chee Mun
 - (b) Puan Maznida Binti Mokhtar
2. No individual is standing for election as a Director at the forthcoming 8th AGM of the Company other than the Directors seeking for re-election and retention as a Director at the 8th AGM.
3. The profiles of the Directors who are standing for re-election at the 8th AGM are set out in the Company's Annual Report 2021.
4. The Company will seek shareholder's approval on the general meeting to allot and issue shares. Please refer to the proposed Ordinary Resolution 5 as stated in the Notice of the 8th AGM of the Company for further details.

I/We
 (FULL NAME AS PER NRIC / CERTIFICATE OF INCORPORATION IN CAPITAL LETTERS)

..... Company No./ NRIC No. (new) (old)

of
 (FULL ADDRESS)

being a member(s) of QES GROUP BERHAD hereby appoint:

Name	Email Address	Mobile No.	NRIC/Passport
*And/or failing him/her (delete as appropriate)			

or failing him/her, the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the 8th Annual General Meeting ("AGM") of the Company to be held at will be held on a virtual basis at the Broadcast Venue, QES Group Berhad, No. 2, Jalan Jururancang U1/21, HICOM Glenmarie Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia, on Wednesday, 15 June 2022 at 10.00 a.m. or at any adjournment thereof. (**Strike out whichever is not desired*)

The proportions of my/our holdings to be represented by my/our proxy(ies) are as follows:-

Proxy 1	%
Proxy 2	%
	100 %

(Should you desire to direct your proxy as to how to vote on the Resolutions set out in the Notice of Meeting, please indicate an "X" in the appropriate space. Unless otherwise instructed, the proxy may vote or abstain from voting at his discretion.)

NO.	RESOLUTIONS	FOR	AGAINST
1)	Ordinary Resolution 1 – To approve the payment of Directors' fees of Non-Executive Directors		
2)	Ordinary Resolution 2 – Re-election of Mr. Hoh Chee Mun as Director		
3)	Ordinary Resolution 3 – Re-election of Puan Maznida Binti Mokhtar as Director		
4)	Ordinary Resolution 4 – To re-appoint Messrs. Moore Stephens Associates PLT as Auditors of the Company and to authorise the Directors to fix their remuneration		
5)	Ordinary Resolution 5 – Authority to allot and issue shares		

Signed this day of 2022

No. of shares held:	
CDS Account No.:	
Tel No. (during office hours):	

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 Signature/Common Seal of Member(s)

Notes:-

- As part of the initiatives to curb the spread of Covid-19, the Eighth Annual General Meeting ("8th AGM") of the Company will be conducted on a virtual basis by way of live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities available on Vote2U Online website at <https://web.vote2u.my>. Please follow the procedures provided in the 'Administrative Details' section of the 8th AGM in order to register, participate and vote remotely via the RPV facilities.
- The broadcast venue of the 8th AGM is strictly for the purpose of complying with Section 327(2) of the Act and Clause 58 of the Company's Constitution which stipulate that the Chairman shall be at the main venue. Member(s)/proxy(ies)/corporate representative(s) **WILL NOT BE ALLOWED** to attend the 8th AGM in person at the broadcast venue on the day of the meeting.
- Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 8th AGM via the RPV provided by Agmo Digital Solutions Sdn Bhd. ("Agmo") via its **Vote2U Online** website at <https://web.vote2u.my>. Please follow the Procedures for RPV provided in the Administrative Details of the 8th AGM and read the notes below in order to participate remotely via RPV.
- The Proxy Form must be deposited at the Share Registrar's office at Mega Corporate Services Sdn Bhd of Level 15-2, Faber Imperial Court Jalan Sultan Ismail, 50250 Kuala Lumpur, not less than 48 hours before the time set for the meeting or any adjournment thereof.
- Members may submit questions to the Board of Directors prior to the 8th AGM via **Vote2U Online** website at <https://web.vote2u.my> by selecting "Ask Question" after the login, pose questions and submit electronically no later than Monday, 13 June 2022 at 10.00 a.m. or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.
- For the purpose of determining who shall be entitled to attend this General Meeting via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 8 June 2022. Only a member whose name appears on this Record of Depositors shall be entitled to attend in this 8th AGM via RPV.
- A member entitled to attend and vote at this General Meeting 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 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.
- A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 8th AGM via RPV must request his/her proxy to register himself/herself for RPV at Vote2U Online website at <https://web.vote2u.my>. Please follow the Procedures for RPV in the Administrative Details of the 8th AGM.



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AFFIX
STAMP

SHARE REGISTRAR

Mega Corporate Services Sdn Bhd

Level 15-2, Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur

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