

NOTICE IS HEREBY GIVEN THAT the 9th Annual General Meeting ("AGM") of QES Group Berhad ("QES" or "the Company") will be held on a fully 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 Friday, 16 June 2023 at 10.00 a.m. or at any adjournment thereof for the transaction of the following businesses:

#### AGENDA

#### AS ORDINARY BUSINESS

To receive the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2022 together with the Reports of the Directors and the Auditors thereon. Refer Notes No. (a)

To approve the payment of Directors' fees to the Non-Executive Directors up to an amount of RM300,000/- for the period from 17 June 2023 to the next AGM or at any adjournment thereof.

(Ordinary Resolution 1)

To re-elect the following Directors who retire by rotation pursuant to the Company's Constitution, and who being eligible, offered themselves for re-election:

(Ordinary Resolution 2) (Ordinary Resolution 3) (Ordinary Resolution 4)

(i) Encik Adnan Bin Zainol (ii) Mr. Chew Ne Weng (iii) Ms. Wong Pek Yee (Clause 115) (Clause 115) (Clause 120)

To re-appoint Messrs. Moore Stephens Associates PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Ordinary Resolution 5)

## AS SPECIAL BUSINESS To consider and, if though

nd, if thought fit, to pass the following Ordinary Resolution:

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

(Ordinary Resolution 6)

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of any other relevant governmental/regulatory bodies where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company, to such persons, at any time 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 does not exceed ten percent (10%) of the total number of issued shares for the time being of the Company AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

AND THAT pursuant to Section 85 of the Act to be read together with Clause 16 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Act.

AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company after the approval wat the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earl such approval is revoked or varied by the Company at a general meeting."

PROPOSED GRANTING OF ESOS OPTIONS TO MS. WONG PEK YEE

(Ordinary Resolution 7)

"THAT, the ESOS Committee of the Company for administering the ESOS be and is hereby authorised at any time, and from time to time, during the existence of the ESOS to offer and grant to Ms. Wong Pek Yee, being the Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares of QES under the ESOS PROVIDED THAT not more than 10% of the new ordinary shares of QES under the ESOS shall be allocated to her, if she, either singly or collectively through persons connected with her, holds 20% or more of the issued share capital of QES;

AND subject always to such terms and conditions of the ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the ESOS."

PROPOSED SHARE BUY-BACK OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED SHARE BUY-BACK")

"THAT subject to the Act, provisions of the Company's Constitution, the MMLR of Bursa Securities and the approvals of all relevant regulatory authorities and parties, the Company be and is hereby authorised to purchase such number of ordinary shares in QES on the Main Market of Bursa Securities and/or hold upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that: -

- the aggregate number of ordinary shares in the Company purchased ("Purchased Share(s)") and/or held as treasury shares pursuant to this ordinary resolution shall not exceed 10% of the total number of issued shares of the Company at any point in time;
- the maximum funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the total retained earnings of the Company at the time of the purchase;

THAT upon purchase by the Company, the Board of Directors of QES shall have the absolute discretion to decide whether su Purchased Shares are to be cancelled and/or retained as treasury shares, or dealt with in such manner as provided under Secti 127(7) of the Act;

THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-

- the conclusion of the next AGM of the Company at which time the authority shall lapse unless by an ordinary resolution passed at that AGM, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company of the QES Shares befa aforesaid expiry date and made in any event, in accordance with the provisions of the Act, rules and regulations made pursuant Act, the MMLR and any requirements issued by any other relevant government and/or regulatory authorities;

AND THAT the Board be and is hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to give effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Buy-Back.

To transact any other business for which due notice shall have be

#### BY ORDER OF THE BOARD,

# ANDREA HUONG JIA MEI (MIA 36347/ SSM PC NO. 202008003125) Company Secretary Kuala Lumpur 28 April 2023

#### **Explanatory Notes on Ordinary Resolutions:**

# Audited Financial Statements for financial year ended 31 Dec

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 Act. Hence, this Agenda is not being put forward for voting by the shareholders of the Company.

Ordinary Resolution 1

Section 230(1) of the Act 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 9th AGM on the Directors' remuneration.

#### Ordinary Resolutions 2, 3 and 4

Ordinary Resolutions 2, 3 and 4
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.
Clause 120 of the Company's Constitution provides that Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Director. Any Director so appointed shall hold office only until the next AGM of the Company shall be eligible for re-election. A Director retiring under this Clause shall not be taken into account in determining at such meeting the Directors or the number of Directors to retire by rotation at such meeting.

#### **Explanatory Notes to Special Business**

#### Ordinary Resolution 6 - Authority to allot and issue sh

The proposed Ordinary Resolution 6 is to seek a renewal of the general mandate for the issue of new ordinary shares pursuant to Sections 75 and 76 of the Act, which was approved by the shareholders at last year's AGM ("the Previous Mandate"). The proposed Resolution No. 6, if passed, will empower the Directors of the Company to issue and allot new shares in the Company at any time and for such purposes as the Directors considered would be in the interests of the Company up to an aggregate not exceeding ten percent (10%) of the total number of issued shares of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

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 at the date of this notice, the Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom. The renewed 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 investment project(s), working capital and/or acquisition

Pursuant to Section 85 of the Act read together with Clause 16 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other securities. Should the existing shareholders of the Company approve the proposed Ordinary Resolution 6, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Act, which then would allow the Directors to issue new shares to any person without having to offer the said new shares equally to all existing shareholders of the Company prior to issuance. This will result in a dilution to the shareholding percentage of the existing shareholders of the Company.

The authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM of the Company.

Ordinary Resolution 7 - Propose granting of ESOS options to Ms. Wong Pek Yee.

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Ordinary Resolution 7 - Propose granting of ESOS options to Ms. Wong Pek Yee
QES had on 1 July 2019 ("Effective Date") implemented the ESOS and shall be in force for a period of 5 years from the Effective Date provided always that on or before the expiry, the ESOS Committee shall have the absolute discretion, without the Company's shareholders' approval, to extend the duration of the ESOS for up to another 5 years and shall not in aggregate exceed a duration of 10 years from the Effective Date.

Pursuant to the Scheme, QES is allowed to offer and grant Options to Eligible Employees who meet the criteria of eligibility for participation in the Scheme to subscribe for new shares in accordance with the provisions of the By-Laws. Ordinary Resolution 7 is to seek shareholders' approval for the Company to offer and grant ESOS Options to the Director of the Company, Ms. Wong Pek Yee as she was appointed as an Independent Non- Executive Director on 16 June 2022 after our shareholders have approved the establishment of the ESOS (including the grant of the ESOS Options to the Directors) on 25 June 2019. Ms. Wong Pek Yee is deemed interested in the respective resolution pertaining to the grant of ESOS Options to her and accordingly has abstained and shall continue to abstain from deliberation and voting in respect of her direct and indirect interest in the Company, in the respective allocation to her.

Ordinary Resolution 8 - Proposed Share Buy-Back

## Ordinary Resolution 8 - Proposed Share Buy-Back

This proposed Ordinary Resolution 8, if passed, will empower the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company. This authority unless revoked or varied by the Company at a general meeting will expire at the next AGM of the Company. Further information on the Proposed Share Buy-Back is set out in the Statement to Shareholders which is dispatched together with Notice of 9th AGM

#### RECORD OF DEPOSITORS FOR THE AGM

The date of Record of Depositors for the 9th AGM is 9 June 2023. As such, only members whose names appear in the Record of Depositors as at 9 June 2023 shall be eligible to participate, speak and vote at the 9th AGM.

#### ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

## **QES GROUP BERHAD** – 9<sup>th</sup> Annual General Meeting

Date : Friday, 16 June 2023

Time : 10.00 a.m.

Meeting Venue : https://web.vote2u.my

**Domain Registration** : D6A471702

**Numbers with MYNIC** 

As part of the initiatives to curb the spread of Covid-19, the encouragement of the Securities Commission Malaysia, as well as in the best interest of public health and the health and safety of our Board of Directors, employees and shareholders, the 9<sup>th</sup> Annual General Meeting ("AGM") will be held virtually and online remote voting using the Remote Participation and Voting Facilities ("RPV").

We strongly encourage our shareholders whose names appear on the Record of Depositors as at 9 June 2023 and holders of proxy for those shareholders to participate in the virtual AGM and vote remotely at this AGM. In line with the Malaysian Code on Corporate Governance Practice 13.3, this virtual AGM will facilitate greater shareholder's participation (including posting questions to the Board of Directors and/or Management of the Company) and vote at the AGM without being physically present at the venue. For shareholders who are unable to participate in this virtual AGM, you may appoint a proxy(ies) or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Agmo Digital Solutions Sdn. Bhd. ("AGMO") via its Vote2U Online website at https://web.vote2u.my

#### PROCEDURES TO PARTICIPATE IN RPV

Please follow the Procedure to Participate in RPV as summarized below:

#### **BEFORE AGM DAY**

#### A: REGISTRATION

#### **Individual Shareholders**

	Description	Procedure
i.	Shareholders to register with Vote2U online	The registration will open from the day of notice
		a. Access website at https://web.vote2u.my
		b. Click "Sign Up" to sign up as a user.
		c. Read the 'Privacy Policy' and 'Terms & Conditions' and indicate
		your acceptance of the 'Privacy Policy' and 'Terms & Conditions' on a small box ②. Then click " <i>Next</i> ".
		d. *Fill-in your details (note: create your own password). Then click " <i>Continue</i> ".
		e. Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).
		f. Click "Submit" to complete the registration

g. Your registration will be verified and an email notification will be sent to you. Please check your email.
Note:  If you have registered as a user with Vote2U Online previously, you are not required to register again.
*Check your email address is keyed in correctly.  *Remember the password you have keyed-in.

# **B: REGISTER PROXY**

# Individual Shareholder / Corporate Shareholder / Nominees Company

	Description	Procedure
i.	Submit Proxy Form (hardcopy)	<ul> <li>a. *Fill-in details on the hardcopy Proxy Form and ensure to provide the following information: <ul> <li>MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy</li> <li>*Email address of the Proxy</li> </ul> </li> <li>b. 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.</li> </ul>
		Note:  After verification, an email notification will be sent to the Proxy and the Proxy will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.  *Check the email address of Proxy is written down correctly.
		Check the email address of Proxy is written down correctly.
ii.	Electronic Lodgement of Proxy Form (e-Proxy Form) For individual shareholders only	<ul> <li>a. Individual shareholders to log in to Vote2U with your email address and password that you have registered with Vote2U.</li> <li>b. Click "Register Proxy Now" for e-Proxy registration.</li> <li>c. Select the general meeting event that you wish to attend.</li> <li>d. Select/ add your Central Depository System ("CDS") account number and number of shares.</li> <li>e. Select "Appoint Proxy".</li> <li>f. Fill-in the details of your proxy(ies) – ensure proxy(ies) email address(es) is/are valid.</li> <li>g. Indicate your voting instruction should you prefer to do so.</li> <li>h. Thereafter, select "Submit".</li> <li>i. Your submission will be verified.</li> <li>j. After verification, proxy(ies) will receive email notification with temporary credentials, i.e. email address &amp; password, to log in to Vote2U.</li> </ul>

	Note:
	You need to register as a shareholder before you can register a
	proxy and submit the e-Proxy form. Please refer above 'A:
	Registration' to register as shareholder.

Shareholders who appoint Proxy(ies) to participate in the virtual AGM must ensure that the hardcopy Form of Proxy or e-proxy is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

#### **ON AGM DAY**

#### A: WATCH LIVE STREAMING

#### **Individual Shareholders & Proxies**

	Description	Procedures
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	The Vote2U online portal will open for log in starting from <b>9.00am</b> , <b>Friday</b> , <b>16</b> <sup>th</sup> <b>June 2023</b> , one (1) hour before the commencement of the AGM.
		<ul> <li>a. Login with your email and password</li> <li>b. Select the General Meeting event (for example, "QES Group Berhad 9<sup>th</sup> AGM").</li> <li>c. Check your details.</li> <li>d. Click "Watch Live" button to view the live streaming.</li> </ul>

## **B: ASK QUESTION**

#### **Individual Shareholders & Proxies**

	Description		Procedures		
i.	Ask Question AGM (real-time)	during	Questions submitted online using typed text will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.		
			<ul> <li>a. Click "Ask Question" button to post question(s).</li> <li>b. Type in your question and click "Submit".</li> <li>The Chairperson / Board of Director will endeavor to respond to</li> </ul>		
			questions submitted by remote shareholders and proxies during the AGM.		

#### **C: VOTING REMOTELY**

#### **Individual Shareholders & Proxies**

	Description	Procedures
i.	Online Remote Voting	<ul> <li>Once the Chairman announces the opening of remote voting:</li> <li>a. Click "Confirm Details &amp; Start Voting".</li> <li>b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "Next" to continue voting for all resolutions. </li> <li>c. To change your vote, click "Back" and select another voting choice.</li> </ul>
		<ul> <li>d. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click "Confirm" to submit your vote.</li> <li>[Please note that you are not able to change your voting choices after you have confirmed and submitted your votes.]</li> </ul>

#### **ADDITIONAL INFORMATION**

#### **Voting Procedure**

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

#### **Enquiry**

- a. For enquiries relating to the general meeting, please contact our **Investor Relations** during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:
  - Email: investor.relations@qesnet.com
- b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone Number: 03-7664 8520 / 03-7664 8521

Email: vote2u@agmostudio.com

#### PROXY FORM



201401042911 (1119086-U) (Incorporated in Malaysia)

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#### Notes:

- 1. As part of the initiatives to curb the spread of Covid-19, the encouragement of the Securities Commission Malaysia, as well as in the best interest of public health and the health and safety of our Board of Directors, employees and shareholders, the Ninth Annual General Meeting ("9th AGM") of the Company will be conducted on a fully 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 9th AGM in order to register, participate and vote remotely via the RPV facilities.
- The broadcast venue of the 9th 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 9th AGM in
  person at the broadcast venue on the day of the meeting.
- 3. 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 9th 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 9th AGM and read the notes below in order to participate remotely via RPV.
- 4. Members may submit questions to the Board of Directors prior to the 9th 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 Wednesday, 14 June 2023 at 10.00 a.m. or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.
- 5. 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 9 June 2023. Only a member whose name appears on this Record of Depositors shall be entitled to attend in this 9th AGM via RPV.
- 6. 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.
- 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.
- 8. 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.
- 9. 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.
- 10. 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.
- 11. 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.
- 12. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 9th 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 Notes of the 9th AGM.

