



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twentieth Annual General Meeting of T7 Global Berhad (“**T7 Global**” or “**the Company**”) will be conducted on a virtual basis at the broadcast venue at T7 Global’s Boardroom, C-16-01, Level 16, KL Trillion Corporate Tower, 338 Jalan Tun Razak, 50400 Kuala Lumpur, Wilayah Persekutuan (“**Broadcast Venue**”) via Remote Participation and Voting facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“**Tricor**”) via TIIH Online website at <https://tiih.online> on Thursday, 27 June 2024 at 10:30 a.m. for the following purposes:-

## AGENDA

### Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To approve the payment of Directors’ fees of RM225,000/- for the period from 28 June 2024 to the Twenty-First Annual General Meeting of the Company in year 2025. *(Ordinary Resolution 1)*
3. To approve the payment of benefits payable to the Non-Executive Directors up to an amount of RM178,000/- for the period from 28 June 2024 to the Twenty-First Annual General Meeting of the Company in year 2025 pursuant to Section 230(1)(b) of the Companies Act 2016. *(Ordinary Resolution 2)*
4. To re-elect the following Directors who are retiring in accordance with Clause 123 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
  - (i) YBhg. Tan Sri Dato’ Sri Koh Kin Lip, J. P. *(Ordinary Resolution 3)*
  - (ii) Mr. Tan Kay Vin *(Ordinary Resolution 4)*
  - (iii) Ms. Tan Sam Eng *(Ordinary Resolution 5)*
5. To re-appoint Grant Thornton Malaysia 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)*

### Special Business

To consider and if thought fit, with or without any modification, to pass the following as Ordinary Resolutions:-

6. **ORDINARY RESOLUTION NO. 1**  
**- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016** *(Ordinary Resolution 7)*

“**THAT** subject always to the Companies Act 2016, the Constitution of the Company and the approvals from the relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby authorised and empowered pursuant to the Companies Act 2016, to issue and allot shares of the Company, at any time, at such price, 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company (excluding Treasury Shares) for the time being as stipulated under Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

**THAT** in connection with the above, pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 58 of the Company’s Constitution, that approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to this mandate;

**AND THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company;

**AND THAT** the Directors of the Company, whether solely or jointly, be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Malaysia Securities Berhad; **AND** be hereby authorised to do all such acts and things including executing all relevant documents as he/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate.”

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### 7. ORDINARY RESOLUTION NO. 2

#### - PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

*(Ordinary Resolution 8)*

**“THAT**, subject always to the Companies Act 2016 (**“the Act”**), the Company’s Constitution and the Bursa Malaysia Securities Berhad’s Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group (**“Related Parties”**) as described in the Circular/ Statement to Shareholders dated 30 April 2024 (**“Recurrent RPTs”**) provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders,

(**“RRPT Mandate”**).

**AND THAT** such approval shall continue to be in force until:-

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

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate.”

### 8. ORDINARY RESOLUTION NO. 3

#### - PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY)

*(Ordinary Resolution 9)*

**“THAT**, subject always to the Companies Act 2016 (**“the Act”**), the provisions of the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (**“Bursa Malaysia Securities”**) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities, upon such terms and conditions as the Directors in their discretion deem fit and expedient in the best interest of the Company, provided that:-

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company as at the point of purchase(s); and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and



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That upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares so purchased in their absolute discretion in the following manner:-

- (i) cancel all the shares so purchased; and/or
- (ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Malaysia Securities; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder; and/or

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Malaysia Securities and any other relevant authority for the time being in force.

**THAT** such authority conferred by this Resolution shall commence immediately upon the passing of this Resolution and shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following this AGM at which such resolution was passed, at which time the authority will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

**AND FURTHER THAT** the Directors of the Company be authorised to do all acts, deeds and things and to take all such steps as they may deem fit, appropriate, expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the interest of the Company."

9. **ORDINARY RESOLUTION NO. 4  
- RETENTION OF MS. TAN SAM ENG AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

*(Ordinary  
Resolution 10)*

**"THAT** Ms. Tan Sam Eng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 23 March 2015, be and is hereby retained as an Independent Non-Executive Director of the Company until the next Annual General Meeting in year 2025."

10. To transact any other ordinary business of which due notice has been given.

By Order of the Board

**CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)  
TAN LOO EE (SSM PC NO. 201908002686) (MAICSA 7063694)**

Company Secretaries

30 April 2024

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### Explanatory Notes: -

#### 1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2023

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

#### 2. Items 2 and 3 of the Agenda - Directors' Fees and Benefits

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 the general meeting.

The proposed Ordinary Resolution 1, if approved, will authorise the payment of Directors' fees to the Non-Executive Directors ("NEDs") of the Company for the period from 28 June 2024 to the Twenty-First Annual General Meeting ("AGM") of the Company in year 2025 and to be payable on a monthly basis in arrears after each month of completed service of the Directors. This Resolution is to facilitate payment of Directors' fees on current financial year basis.

The proposed Ordinary Resolution 2, if approved, will authorise the payment of Directors' benefits to the NEDs by the Company. The benefits payable to the NED for the period from 28 June 2024 to the Twenty-First AGM of the Company in year 2025 are derived from the estimated meeting allowance based on the number of scheduled meetings and unscheduled meetings (when necessary) for the Board and Board Committees, and number of NEDs involved in the meetings.

In the event that the Directors' fees and benefits payable proposed are insufficient due to enlarged Board size, approval will be sought at the next AGM for additional Directors' fees and benefits to meet the shortfall.

#### 3. Item 4 of the Agenda – Re-election of Directors

The Nomination Committee has considered the performance and contribution of each of the retiring Directors and has also assessed the independence of the Independent Non-Executive Directors seeking re-election. The retiring Directors have completed the Directors' Declarations of Fit and Proper and they are found to be fit and proper for re-election as Directors.

Based on the results of the Board Evaluation conducted for the financial year ended 31 December 2023, the performance of each of the retiring Directors was found to be satisfactory. The retiring Independent Non-Executive Directors have also fulfilled the independence criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Board has endorsed the Nomination Committee's recommendation to seek shareholders' approval for the re-election of the retiring Directors. The retiring Directors had abstained from deliberations and decisions on their re-election at the Nomination Committee and Board meetings.

The details and profiles of the Directors who are standing for re-election at the Twentieth Annual General Meeting are provided in the Company's Annual Report 2023.

#### 4. Item 5 of the Agenda – Re-appointment of Auditors

The Audit and Risk Management Committee and the Board had, on 4 April 2024, considered the re-appointment of Grant Thornton Malaysia PLT as Auditors of the Company. The Audit and Risk Management Committee and the Board collectively agreed and are satisfied that Grant Thornton Malaysia PLT meets the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.



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### Explanatory Notes (cont'd):-

#### 5. Item 6 of the Agenda - Authority to Issue Shares Pursuant to the Companies Act 2016 in Malaysia

The Company wishes to renew the mandate on the authority to issue and allot shares pursuant to the Companies Act 2016 in Malaysia at the Twentieth AGM of the Company (hereinafter referred to as the “**General Mandate**”).

The Company had been granted a general mandate by its shareholders at the Nineteenth AGM of the Company held on 21 June 2023 (hereinafter referred to as the “**Previous Mandate**”). As at the date of this Notice, no new shares in the Company were issued pursuant to the Previous Mandate.

The proposed resolution, if passed, will provide flexibility to the Directors of the Company to undertake any possible fund raising activities, including but not limited to placement of shares, for the purpose of funding Company’s future investment projects, working capital, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company (excluding Treasury Shares). This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

Pursuant to Section 85(1) of the Companies Act 2016 be read together with Clause 58 of the Company’s Constitution, 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 convertible securities.

The proposed Ordinary Resolution 7, if passed, will exclude your pre-emptive rights to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

#### 6. Item 7 of the Agenda – Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will provide a renewed mandate for the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group’s day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This mandate shall lapse at the conclusion of the next AGM unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Please refer to the Circular/Statement to Shareholders dated 30 April 2024 for further information.

#### 7. Item 8 of the Agenda - Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 9, if passed, would empower the Directors of the Company to purchase the Company’s ordinary shares of up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the Company’s retained profits based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s).

Please refer to the Circular/Statement to Shareholders dated 30 April 2024 for further information.

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### Explanatory Notes (cont'd):-

#### 8. Item 9 of the Agenda - Retention of Independent Non-Executive Director

The proposed Ordinary Resolution 10 is to seek approval from the shareholders for Ms. Tan Sam Eng to continue in office as an Independent Non-Executive Director of the Company. Ms. Tan Sam Eng was appointed as an Independent Non-Executive Director of the Company on 23 March 2015. Therefore, she has served the Board in that capacity for a cumulative term of more than nine (9) years.

The Board, through the NC, recommends that approval of the shareholders be sought through a two-tier voting process as described in Practice 5.3 of the Malaysian Code on Corporate Governance to retain Ms. Tan Sam Eng as an Independent Non-Executive Director, based on the following justifications:

- she fulfils the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities and thus, she would be able to bring an element of objectivity to the Board;
- she has been with the Company for many years and are familiar with the Company's business operations, Group's activities and corporate history;
- she has a vast and diverse range of experiences and therefore, she would be able to provide constructive opinions and exercise independent judgement and act in the best interests of the Company and shareholders;
- she has devoted sufficient time and attention to her professional obligations for informed and balanced decision making;
- she has shown great integrity and independence, and had not entered into any related party transactions with the Group; and
- she has continued to exercise her due care during her tenure as Independent Director of the Company and carried out her professional duties in the best interests of the Company and shareholders.

### Notes :-

1. The AGM of the Company will be held as virtual meeting via live streaming and online remote voting using the Remote Participation and Voting Facilities ("**RPV**") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("**Tricor**") through its website at <https://tjih.online>. Please follow the procedures as set out in the Administrative Guide which is available at the Company's website [www.t7global.com.my/20thAGM](http://www.t7global.com.my/20thAGM).
2. Members and/or proxy(ies) and/or corporate representative(s) and/or attorneys are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "**participate**") remotely at the AGM via the RPV facilities provided by Tricor at <https://tjih.online>.
3. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 June 2024 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
4. A member who is entitled to participate and vote at the AGM via RPV is entitled to appoint more than one (1) proxy to participate and vote in his stead. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
5. A proxy may but does not need to be a member of the Company. Notwithstanding this, a member entitled to participate and vote at the AGM is entitled to appoint any person as his proxy to participate and vote instead of the member at the AGM. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at the AGM shall have the same rights as the member to speak at the AGM.
6. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.
7. 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.



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### Notes (cont'd):-

8. A member who has appointed a proxy or attorney or authorised representative to participate and vote at the AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details for the AGM.

9. The appointment of a proxy may be made by electronic means or in a hard copy form 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 AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

(i) By electronic form

The form of proxy can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiih.online> (applicable to individual members only). Kindly refer to the Administrative Details on the procedures for electronic lodgement of form of proxy via TIIH Online.

(ii) In hard copy form

In the case of an appointment made in hard copy form, the form of proxy must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.

10. Please ensure ALL the particulars as required in the form of proxy are completed, signed and dated accordingly.

11. Last date and time for lodging the form of proxy is **Tuesday, 25 June 2024 at 10:30 a.m.**

12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, 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 AGM 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.

13. A corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan. The certificate of appointment should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
  - (a) at least two (2) authorised officers, of whom one shall be a director; or
  - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.