



## NOTICE OF THIRTIETH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirtieth Annual General Meeting of B.I.G. INDUSTRIES BERHAD will be held at Gaharu 1 Hall, Alami Garden Hotel, 1-13, Blok 1, Presint Alami, 2, Persiaran Akuatik, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on Friday, 27 November 2020 at 10.00 am for the following purposes:

### AGENDA

- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2020 and the Directors' and Auditors' Reports thereon. **(Explanatory Note)**
- To approve the payment of Directors' fees and benefits payable to the Non-Executive Directors of up to an aggregate amount of RM260,000 for the period from this annual general meeting ("AGM") until the conclusion of the next AGM. **(Ordinary Resolution 1)**
- To re-elect Datuk Lee Chuen Wan who retires pursuant to Clause 95 of the Company's Constitution and being eligible offers himself for re-election. **(Ordinary Resolution 2)**
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 3)**

### AS SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following Ordinary Resolutions:
  - Continuing in Office as Independent Non-Executive Director** **(Ordinary Resolution 4)**

"THAT Tan Sri Dato' Sri Dr Lau Ban Tin who has served as Independent Non-Executive Director of the Company for more than 9 years to continue to serve as an Independent Non-Executive Director of the Company."
  - Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 5)**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time, at such price, upon such terms and conditions and for such purposes and to such person whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed twenty per centum (20%) of the total number of issued shares of the Company for the time being and that the Directors be and are also authorised to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until 31 December 2021, unless revoked or varied by an ordinary resolution of the Company at a general meeting".
- To transact any other ordinary business for which due notice shall have been given.

### BY ORDER OF THE BOARD

WONG YOKE LIN  
Company Secretary

Shah Alam  
28 October 2020

### Notes:

- In view of the Covid-19 pandemic and according to the "Guidance and FAQs on the Conduct of General Meetings for Listed Issuers" issued by the Securities Commission Malaysia, members are required to register ahead of the 30<sup>th</sup> AGM with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") at <https://tjih.online> not later than Wednesday, 25 November 2020 at 10.00 am to allow the Company to make the necessary arrangements to accommodate the meeting participants. Please refer to the Administrative Guide for pre-registration process.
- In respect of the deposited securities, only member whose name appears on the Record of Depositors ("ROD") on 20 November 2020 (General Meeting ROD) shall be entitled to attend or appoint proxy to attend and/or vote on his behalf.
- A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) security 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 instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or, if the appointor is a corporation either under its common seal or under the hand of an officer or attorney duly authorised.
- The proxy form and power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited with Tricor not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

In case of an appointment made in hard copy form, the proxy form must be deposited at Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

In the case of electronic appointment, the proxy form must be deposited via TIH Online at <https://tjih.online>. Please refer to the Administrative Guide for depositing Proxy Form electronically.

- The Administrative Guide is available at <http://www.bigind.com.my>.

### Explanatory Notes:

#### 1. Agenda item 1

This agenda item 1 is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016 and the audited financial statements do not require the approval of shareholders. The matter will not put forward for voting.

#### 2. Ordinary Resolutions 1

The Company is requesting shareholders' approvals for payment of Directors' fees and benefits to the Non-Executive Directors of the Company. The Executive Director does not receive any Director's fees.

#### 3. Ordinary Resolution 4

The Board and Nomination Committee have assessed the independence of Tan Sri Dato' Sri Dr Lau Ban Tin ("Tan Sri Lau") who is an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years. The Board has recommended to shareholders that Tan Sri Lau remains as Independent Non-Executive Director in view of he:

- has expertise and wide experience in the industries of the group.
- participates in the board deliberation actively and objectively.
- performs his duties without influence of management with independent judgement.
- discharges his fiduciary duties in the interest of the Company and minority shareholders.

#### 4. Ordinary Resolution 5

The Resolution 5, if passed, will give the Directors authority to allot and issue shares not exceeding 20% of the total number of issued shares of the Company for the time being ("20% General Mandate") for such purposes as the Directors consider would be in the best interests of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting, will expire at the conclusion of the next annual general meeting.

4,809,220 new ordinary shares representing up to 10% of the total number of issued shares of the Company were issued at an issue price of RM0.30 per share under a private placement exercise on 17 February 2020 pursuant to the authority granted to the Directors at the Twenty-Ninth Annual General Meeting held on 27 November 2019. The proceeds raised from the private placement exercise were utilised for working capital and defraying of expenses incidental thereof.

The 20% General Mandate is pursuant to a directive letter issued by Bursa Securities on 16 April 2020 whereby listed issuers are allowed to seek a higher general mandate under Paragraph 6.03 of the Main Market Listing Requirements of not more than 20% of the total number of issued shares for issue of new securities.

The 20% General Mandate is a renewal which will provide flexibility to the Company for any possible fund raising exercises, and to meet its financial needs in view of challenging time due to the unprecedented uncertainty of the Covid-19 pandemic and to ensure the long-term sustainability and interest of the Company and its shareholders.