

# FACB INDUSTRIES INCORPORATED BERHAD

197901004632 (48850-K)

(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty Third Annual General Meeting of FACB Industries Incorporated Berhad will be conducted on a fully virtual basis through live streaming and online remote voting as below:

Day and date	: Thursday, 1 December 2022
Time	: 11.00 a.m.
Broadcast venue	: Tricor Business Centre, Manuka 2 & 3 Meeting Room Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur
Online meeting platform	: <a href="https://tiih.online">https://tiih.online</a>
Mode of communication	: Typed text to be submitted in the online meeting platform

for the following purposes :

### AGENDA

#### As Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of Directors and Auditors thereon. (Please see Explanatory Notes 1) **Resolution 1**
- To approve payment of Directors' fees and benefits up to RM292,000/- for the period 1 December 2022 until the conclusion of the next Annual General Meeting of the Company. **Resolution 1**
- To re-elect the following Directors who are retiring pursuant to Article 21.2 of the Company's Constitution:  
(i) Datuk Wan Kassim bin Ahmed **Resolution 2**  
(ii) Mr Chen Yiy Fon **Resolution 3**
- To re-appoint BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**

#### As Special Business:

To consider and, if thought fit, pass the following Ordinary Resolutions:

- Authority to Allot and Issue Shares pursuant to Section 75 and 76 of the Companies Act 2016 "THAT subject to Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Company's Constitution, the Directors of the Company be and are hereby authorised, pursuant to Section 75 and 76 of the Companies Act 2016, to issue shares in the Company at any time 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 10% of the number of issued shares of the Company for the time being." **Resolution 5**
- Continuing in Office as Independent Non-Executive Directors  
(i) "THAT subject to the passing of Resolution 2, approval be and is hereby given for Datuk Wan Kassim bin Ahmed, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director in accordance with the Malaysian Code on Corporate Governance." **Resolution 6**  
(ii) "THAT approval be and is hereby given for Dato' Dr. Abdul Razak bin Abdul, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director in accordance with the Malaysian Code on Corporate Governance." **Resolution 7**  
(iii) "THAT approval be and is hereby given for Mr Lim Mun Kee who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director in accordance with the Malaysian Code on Corporate Governance." **Resolution 8**
- To transact any other ordinary business of which due notice shall have been received.

By Order of the Board

Lee Boo Tian  
LS0007987  
PC NO. 202008002588  
Company Secretary

Kuala Lumpur  
28 October 2022

### Notes:

- The 43rd Annual General Meeting ("AGM") will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting facilities ("RPV"). The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as the poll administrator for the AGM to facilitate the RPV via **TIIH Online** website at <https://tiih.online>. Please follow the procedures set out in the Administrative Guide for the 43rd AGM to register, participate, speak and vote remotely via the RPV.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting.  
Members/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend the AGM in person at the Broadcast Venue on the day of the meeting.
- A member entitled to attend and vote at the Meeting via RPV is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. Where a member appoints two proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if such appointer is a corporation, either under its common seal or the hand of an officer or attorney duly authorised.
- The appointment of proxy may be made in a hard copy form or by electronic means in the following manner before **11.00 a.m. on Tuesday, 29 November 2022**:
  - In hard copy form (applicable to all members)  
Submit to Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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.
  - By electronic form (applicable to all members)  
Lodge via TIIH Online website at <https://tiih.online> by following the procedures provided in the Administrative Guide.
- A member who has appointed a proxy or authorised representative to participate in the AGM via RPV must request his/her proxy or authorised representative to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the procedures in the Administrative Guide.
- Only members whose names appear in the Record of Depositors on **23 November 2022** shall be eligible to attend the Meeting.
- Shareholders' attention is hereby drawn to the Main Market Listing Requirements ("MMLR") of the Bursa Malaysia Securities Berhad, which allows a member of the Company which is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991, who holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") to appoint multiple proxies in respect of each omnibus account it holds.
- Voting for all resolutions set out in the Notice of Meeting shall be by poll via RPV.

### Explanatory Notes:

- Agenda 1 – The provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- Ordinary Resolution on Directors' fees and benefits  
With the implementation of the twelve (12) years limit for independent directors on or after 1 June 2023 under Bursa Malaysia Listing Requirements, there would be changes to the current Board composition. Resolution 1 refers to fees and benefits payable to Directors for the period 1 December 2022 until the next Annual General Meeting which shall be held within 6 months after the conclusion of the financial year 2023.
- Ordinary Resolution on Section 75 and 76 of the Companies Act 2016  
Resolution 5 proposed under Agenda 5 above if passed will empower the Directors to issue shares up to 10% of the total number of issued shares of the Company. This authority unless revoked or varied by the Company in a general meeting, shall expire at the next Annual General Meeting of the Company.  
No proceeds were raised from the previous mandate. The renewed mandate provides flexibility for fund raising activities including placement of shares, for the purpose of funding further investment project(s), working capital and/or acquisitions.
- Ordinary Resolutions 6, 7 and 8 – Continuing in Office as Independent Non-Executive Directors of the Company  
The Board has via the Nominating Committee conducted an annual performance evaluation and assessment on Datuk Wan Kassim bin Ahmed, Dato' Dr. Abdul Razak bin Abdul and Mr Lim Mun Kee, who have each served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board is satisfied that Datuk Wan Kassim bin Ahmed, Dato' Dr. Abdul Razak bin Abdul and Mr Lim Mun Kee continue to be independent and recommended that they continue to act as Independent Non-Executive Directors of the Company based on the following justifications:
  - they meet the criteria under the definition of "Independent Director" as stated in the MMLR of Bursa Malaysia Securities Berhad;
  - they are able to exercise independent and objective judgement and to act in the best interest of the Company, notwithstanding their tenure of service;
  - they have devoted sufficient time and efforts and exercised due care in all undertakings of the Company and have acted and carried out their fiduciary duties in the interest of the Company during their tenure as independent directors; and
  - they are independent from Management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interest of the Company.Resolutions 6, 7 and 8 on retaining Datuk Wan Kassim bin Ahmed, Dato' Dr. Abdul Razak bin Abdul and Mr Lim Mun Kee as Independent Non-Executive Directors, respectively, will be subject to a two-tier voting process in accordance with the Malaysian Code on Corporate Governance. The implementation of the twelve (12) years limit for independent directors on or after 1 June 2023 under Bursa Malaysia Listing Requirements applies to them as they are independent directors of the Company for more than twelve (12) years.

# Administrative Details for the 43<sup>rd</sup> Annual General Meeting Of FACB Industries Incorporated Berhad

Date : 1 December 2022  
 Time : 11.00 am  
 Broadcast Venue : Tricor Business Centre, Manuka 2 & 3 Meeting Room  
 Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3,  
 Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur  
 Meeting Platform : **TIIH Online website at <https://tiih.online>**

## REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

- The RPV facilities are available on Tricor’s **TIIH Online** website at <https://tiih.online>.
- Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 43<sup>rd</sup> AGM using RPV facilities from Tricor.
- Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

## PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 43<sup>rd</sup> AGM using the RPV facilities:

### Before the 43<sup>rd</sup> AGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none"> <li>• Using your computer, access to website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services” select “<b>Create Account by Individual Holder</b>”. Refer to the tutorial guide posted on the homepage for assistance.</li> <li>• Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li> <li>• If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.</li> </ul>
Procedure	Action
ii. Submit your request to attend 43 <sup>rd</sup> AGM remotely	<ul style="list-style-type: none"> <li>• Registration is open from 11.00 a.m. Friday, 28 October 2022 until the day of 43<sup>rd</sup> AGM on Thursday, 1 December 2022. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 43<sup>rd</sup> AGM to ascertain their eligibility to participate the 43<sup>rd</sup> AGM using the RPV.</li> <li>• Login with your user ID (i.e. e-mail address) and password and select the corporate event: <b>(Registration) FACB INDUSTRIES INCORPORATED BERHAD 43<sup>rd</sup> AGM</b></li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Select “Register for Remote Participation and Voting”.</li> <li>• Review your registration and proceed to register.</li> <li>• System will send an <b>e-mail to notify</b> that your registration for remote participation is received and will be verified.</li> <li>• After verification of your registration against the Record of Depositors as at 23 November 2022, the system will send you an <b>e-mail after 29 November 2022 to approve or reject</b> your registration for remote participation. <i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i></li> </ul>

## On the 43<sup>rd</sup> AGM Day

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none"><li>• Login with your user ID and password for remote participation at the 43<sup>rd</sup> AGM at any time from 10.00 a.m. i.e. 1 hour before the commencement of meeting at 11.00 a.m. on Thursday, 1 December 2022.</li></ul>
ii. Participate through Live Streaming	<ul style="list-style-type: none"><li>• Select the corporate event: <b>(Live Stream Meeting) FACB INDUSTRIES INCORPORATED BERHAD 43<sup>rd</sup> AGM</b> to engage in the proceedings of the 43<sup>rd</sup> AGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the 43<sup>rd</sup> AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</li></ul>
iii. Online remote voting	<ul style="list-style-type: none"><li>• Voting session commences from 11.00 a.m. on Thursday, 1 December 2022 until a time when the Chairman announces the end of the session.</li><li>• Select the corporate event: <b>(Remote Voting) FACB INDUSTRIES INCORPORATED BERHAD 43<sup>rd</sup> AGM</b> or if you are on the live stream meeting page, you can select <b>“GO TO REMOTE VOTING PAGE”</b> button below the Query Box.</li><li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>• Select the CDS account that represents your shareholdings.</li><li>• Indicate your votes for the resolutions that are tabled for voting.</li><li>• Confirm and submit your votes.</li></ul>
iv. End of remote participation	<ul style="list-style-type: none"><li>• Upon the announcement by the Chairman on the conclusion of the 43<sup>rd</sup> AGM, the Live Streaming will end.</li></ul>

### **Note to users of the RPV facilities:**

- (i) Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- (ii) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (iii) In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

### **Entitlement to Participate and Appointment of Proxy**

- Only members whose names appear on the Record of Depositors as at 23 November 2022 shall be eligible to attend, speak and vote at the 43<sup>rd</sup> AGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- In view that the 43<sup>rd</sup> AGM will be conducted on a fully virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Proxy Form.
- If you wish to participate in the 43<sup>rd</sup> AGM yourself, please do not submit any Proxy Form for the 43<sup>rd</sup> AGM. You will not be allowed to participate in the 43<sup>rd</sup> AGM together with a proxy appointed by you.
- Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 43<sup>rd</sup> AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Tuesday, 29 November 2022 at 11.00 a.m.:**

(i) In Hard copy:

- a) By hand or post to the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;
- b) By fax at 03-2783 9222 or e-mail to [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

(ii) By Electronic form:

All shareholders can have the option to submit proxy forms electronically via TIIH Online and the steps to submit are summarised below:

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> <li>After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>Select the corporate event: <b>FACB INDUSTRIES INCORPORATED BERHAD 43<sup>rd</sup> AGM - “Submission of Proxy Form”</b>.</li> <li>Read and agree to the Terms and Conditions and confirm the Declaration.</li> <li>Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li> <li>Review and confirm your proxy(s) appointment.</li> <li>Print the form of proxy for your record.</li> </ul>
Procedure	Action
<b>ii. Steps for corporation or institutional shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “<b>Create Account by Representative of Corporate Holder</b>”.</li> <li>Complete the registration form and upload the required documents.</li> <li>Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>

Proceed with submission of form of proxy	<ul style="list-style-type: none"> <li>▪ Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>▪ Select the corporate exercise name: <b>FACB INDUSTRIES INCORPORATED BERHAD 43<sup>rd</sup> AGM - “Submission of Proxy Form”</b>.</li> <li>▪ Agree to the Terms &amp; Conditions and Declaration.</li> <li>▪ Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.</li> <li>▪ Prepare the file for the appointment of proxies by inserting the required data.</li> <li>▪ Proceed to upload the duly completed proxy appointment file.</li> <li>▪ Select “Submit” to complete your submission.</li> <li>▪ Print the confirmation report of your submission for your record.</li> </ul>
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## POLL VOTING

- The voting at the 43<sup>rd</sup> AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).
- Members/proxies/corporate representatives/attorneys can proceed to vote on the resolutions at any time from 11.00 a.m. on Tuesday, 29 November 2022 but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to “Procedures to Remote Participation and Voting via RPV Facilities” provided above for guidance on how to vote remotely via TIIH Online.
- Upon completion of the voting session for the 43<sup>rd</sup> AGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

## PRE-MEETING SUBMISSION OF QUESTIONS

- The Board recognises that the 43<sup>rd</sup> AGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the 43<sup>rd</sup> AGM, shareholders may in advance, before the 43<sup>rd</sup> AGM, submit questions to the Board of Directors via Tricor’s TIIH Online website at <https://tiih.online>, by selecting “e-Services” to login, post your questions and submit it electronically no later than Tuesday, 29 November 2022. The Board of Directors will endeavor to address the questions received at the 43<sup>rd</sup> AGM.

## NO DOOR GIFTS/FOOD VOUCHERS

- There will be no distribution of door gifts or food vouchers for the 43<sup>rd</sup> AGM as the meeting will be conducted on a fully virtual basis.
- The Company would like to thank all its shareholders for their kind co-operation and understanding in these challenging times.

## ENQUIRIES

- If you need any assistance, kindly contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

### **Tricor Investor & Issuing House Services Sdn. Bhd.**

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

Contact persons :

Mohammad Amirul Iskandar : +603-2783 9263 / email : [Mohammad.Amirul@my.tricorglobal.com](mailto:Mohammad.Amirul@my.tricorglobal.com)

Mohamad Khairudin Bin. Tajudin : +603-2783 7973 / email : [Mohamad.Khairudin@my.tricorglobal.com](mailto:Mohamad.Khairudin@my.tricorglobal.com)