

PRIVASIA TECHNOLOGY BERHAD

Company No. 825092-U
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT THE TENTH (10TH) ANNUAL GENERAL MEETING ("AGM") OF PRIVASIA TECHNOLOGY BERHAD ("PTB" or "THE COMPANY") WILL BE HELD AT UNIT C-21-02, 2ND FLOOR, DATARAN 3 DUA (3 TWO SQUARE), NO. 2, JALAN 19/1, 46300 PETALING JAYA, SELANGOR DARUL EHSAN ON FRIDAY, 29 JUNE 2018 AT 10.00 A.M. FOR THE FOLLOWING PURPOSES:

AGENDA

As Ordinary Business:

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. Please refer to Note 1 of the Explanatory Note
- To re-elect Mr Puvanesan a/l Subenthiran who shall retire pursuant to Article 129 of the Company's Articles of Association and being eligible, has offered himself for re-election. Ordinary Resolution 1
Datuk Ali Bin Abdul Kadir has given notice that he will not be seeking for re-election as a Director in accordance with Article 129 of the Articles of Association. Hence, he will retain office until the conclusion of this 10th AGM.
- To re-elect the following Directors who shall retire pursuant to Article 134 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
i) Mr Ronnie Kok Lai Huat Ordinary Resolution 2
ii) Dato' Mohamed Sharil Bin Mohamed Tarmizi Ordinary Resolution 3
- To approve the payment of Directors' fees and allowances from 1 January 2018 until the next Annual General Meeting of the Company to be held in 2019. Ordinary Resolution 4
- To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors for the financial year ending 31 December 2018 and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

As Special Business:

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

- Retention of Mr Brian Wong Wye Pong as Independent Non-Executive Director Ordinary Resolution 6
"THAT approval be and is hereby given to retain Mr Brian Wong Wye Pong as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, who has served as an Independent Non-Executive Director of the Company for more than nine (9) years in accordance with the Malaysian Code on Corporate Governance.
- Authority to issue and allot shares pursuant to Section 76 of the Companies Act, 2016. Ordinary Resolution 7
"THAT subject always to the Companies Act, 2016, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby authorised pursuant to Section 76 of the Companies Act, 2016, to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting, in such number and to such person 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 does not exceed ten per centum (10%) of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued."
- To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

By Order Of The Board,

WONG CHOW LAN (MAICSA 7012088)
FOO LI LING (MAICSA 7019557)
Company Secretaries

Petalang Jaya
Date : 27 April 2018

NOTES

- A member of the Company entitled to attend and vote at the 10th AGM ("Member") may appoint not more than two (2) proxies to attend and vote instead of him/her.
- If a Member appoints two (2) proxies, the appointments shall be invalid unless he specified the proportions of his/her shareholdings to be represented by each proxy.
- There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a Meeting shall have the same rights as the Member to speak at the Meeting.
- Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- For a proxy form to be valid, it must be deposited at the Registered Office of the Company at 62C, Jalan SS21/62, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty eight (48) hours before time appointed for the Meeting or any adjournments thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointer.
- For purpose of determining who shall be entitled to attend this Meeting, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 22 June 2018 pursuant to Article 79 and paragraph 7.16 (2) of Bursa Malaysia Securities Berhad ACE Market Listing Requirements. A Depositor whose name appears as such Record of Depositors shall be entitled to attend this Meeting.
- Pursuant to Paragraph 8.31A(1) of the Ace Market Listing Requirement, all the resolutions at the 10th AGM of the Company shall be put to vote by way of poll.
- By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the members has obtained prior consent of such proxy/(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy/(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Explanatory Notes on Ordinary Business

- Agenda 1 – To receive the Audited Financial Statements
Agenda item no. 1 is meant for discussion only as the provision of Section 340 (1)(a) of the Companies Act, 2016 does not require shareholders' approval for the audited financial statements. Hence, this item on the Agenda is not put forward for voting.
- Agenda 4 - Payment of Directors' fees and allowances
The Company is requesting shareholders' approval for the payment of Directors' fees and allowances to the Directors for the period commencing 1 January 2018 up till the next Annual General Meeting of the Company in 2019 as follows:-

	RM
Executive Directors	152,000
Non-Executive Directors	304,000

If passed, it will allow the Company to make payment of the Directors' fees and allowances to Directors on quarterly basis up till the next Annual General Meeting of the Company to be held in 2019.

Explanatory Notes on Special Business

Resolution 6 – Retention as Independent Non-Executive Director of the Company pursuant to Malaysian Code on Corporate Governance.

The proposed adoption of the Ordinary Resolution 6 is to retain Mr Brian Wong Wye Pong ("Mr Brian") as an Independent Non-Executive Director ("INED") of the Company.

Mr Brian was appointed as an INED of the Company on 4 May 2009, and has, therefore served as INED for more than nine (9) years. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements. The Board therefore, considers him to be independent and believes that he should be retained as an INED of the Company.

Resolution 7 – Authority to issue and allot shares pursuant to Section 76 of the Companies Act, 2016.

The proposed Resolution 7, if passed, will authorize the Directors to issue shares up to 10% of the total issued capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. The purpose for the renewal of a general mandate is to avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares for any possible fund raising activities (excluding placing of shares) for the purpose of funding further investment projects, additional working capital, acquisitions, etc.

This authority unless, revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.

The Company did not issue any new shares pursuant to the mandate granted to the Directors at the last annual general meeting held on 20 June 2017 and which will lapse at the conclusion of the forthcoming annual general meeting.