



**I-STONE GROUP BERHAD**

Registration No. 201801011135 (1273151-K)  
(Incorporated in Malaysia)

**Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the Second (2nd) Annual General Meeting of I-Stone Group Berhad (“the Company”) will be held at Kayangan Suite, Pulau Springs Resort Johor, Jalan Pontian Lama, 81110 Johor Bahru, Johor on Wednesday, 19 August 2020 at 10.00 a.m. for the following purposes: -

**AGENDA**

**AS ORDINARY BUSINESS:**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note (a)*
  
2. To re-elect the following Directors who retire pursuant to Article 131 of the Company’s Constitution:-
  - (i) Dato’ Azman Bin Mahmood *Resolution 1*
  - (ii) Mr. Chia Gek Liang *Resolution 2*
  
3. To approve the payment of Directors’ fees of up to RM216,000.00 and benefits of up to RM14,000.00 from this Annual General Meeting until the next Annual General Meeting of the Company. *Resolution 3  
Please refer to Explanatory Note (b)*
  
4. To appoint Messrs. RSM Malaysia as Auditors of the Company in place of the retiring auditors, Messrs. Ecovis Malaysia PLT and to authorise the Directors to fix their remuneration. *Resolution 4  
Please refer to Explanatory Note (c)*

**AS SPECIAL BUSINESS:**

To consider and if thought fit, to pass the following resolution: -

5. Authority to Issue Shares  

“THAT subject always to the Companies Act 2016, the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 and Section 76 of the Companies Act 2016 to issue not more than ten per centum (10%) of the total number of issued shares of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.”

*Resolution 5  
Please refer to Explanatory Note (d)*
  
6. To transact any other business for which due notice shall have been given.

By Order of the Board

NG HENG HOOI (MAICSA 7048492) (PC No. 202008002923)  
WONG MEE KIAT (MAICSA 7058813) (PC No. 202008001958)  
WONG MEE CHING (LS 9014) (PC No. 202008001420)  
Company Secretaries

Kuala Lumpur  
Dated: 30 June 2020

**Notes:-**

- (i) Only members whose names appear in the Record of Depositors as at 12 August 2020 will be entitled to attend and vote at the Meeting.
- (ii) A member of the Company 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. Where a member appoints two proxies, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- (iii) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 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.
- (iv) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
- (v) The instrument appointing a proxy shall be deposited at the office of the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.

**Explanatory Notes****(a) Audited Financial Statements and Reports of Directors and Auditors**

The Audited Financial Statements under Agenda 1 are meant for discussion only in accordance with the provisions of Section 340(1) of the Companies Act 2016 ("the Act"), and it does not require a formal approval of the shareholders. Hence, this agenda will not be put forward for voting.

**(b) Directors' fees and benefits**

Pursuant to Section 230(1) of the Act, fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is requesting shareholders' approval for the payment of Remuneration for the period from this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company in 2021. The Remuneration comprises of fees and meeting allowances payable to directors.

**(c) Change of Auditors**

Messrs. Ecovis Malaysia PLT has indicated that they do not wish to seek for re-appointment as auditors at the forthcoming 2nd AGM of the Company.

The Notice of Nomination for the appointment of Messrs. RSM Malaysia as auditors (a copy of which is annexed and marked as "Appendix A") has been received by the Company.

**(d) Authority to Issue Shares**

The Ordinary Resolution proposed under Resolution 5 of the Agenda is a general mandate for the Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Act. The proposed Resolution 5, if passed, will give authority to the Directors of the Company, from the date of this Annual General Meeting, to issue and allot shares or to make or grant offers, agreements or options in respect of shares to such persons, in their absolute discretion including to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to making placement of shares for purposes of funding investment(s), working capital and general corporate purposes as deemed necessary. The general mandate gives authority to the Directors to raise funds in an effective and expeditious manner.

### Notes in Notice of Meeting & Proxy Form

The appointment of a proxy may be made in hard copy form or by electronic form. In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. In the case of electronic appointment, the proxy form must be deposited via TIIH Online at <https://tiih.online>. Please refer to the Annexure to the Form of Proxy for further information on electronic submission. All proxy form submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote.



## APPENDIX A

Date: 2 June 2020

**ONE UNITED EQUITY SDN. BHD.**

Lot 6.08, 6th Floor Plaza First Nationwide  
No. 161 Jalan Tun H.S. Lee  
50000 Kuala Lumpur

The Board of Directors

**I-STONE GROUP BERHAD**

Lot 6.08, 6th Floor Plaza First Nationwide  
No. 161 Jalan Tun H.S. Lee  
50000 Kuala Lumpur

Dear Sirs,

**NOTICE OF NOMINATION OF NEW AUDITORS IN PLACE OF RETIRING AUDITORS**

We, being a shareholder of I-Stone Group Berhad, hereby give notice to nominate Messrs. RSM Malaysia, AF0768 as Auditors of the Company in place of the retiring auditors and propose the following resolution as an ordinary resolution at the forthcoming Annual General Meeting of the Company:

“THAT Messrs. RSM Malaysia, AF0768, having consented to act, be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs. Ecovis Malaysia PLT to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and the Auditors”.

Thank you.

Yours faithfully,  
For and on behalf of  
One United Equity Sdn. Bhd.

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**Tee Sook Sing**  
Director