

VSOLAR GROUP BERHAD
Registration No. 200301029575 (631995-T)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting (“**17th AGM**”) of **VSOLAR GROUP BERHAD (“Company”)** will be held on a fully virtual basis from the Broadcast Venue at 18th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Tuesday, 8 December 2020** at **11.00 a.m.** or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon. **(Explanatory Note 1)**
2. To re-elect Encik Abdul Menon bin Arsad @ Abdul Manan bin Arshad who retire pursuant to Clause 134 of the Company’s Constitution. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who are retiring under Clause 119 of the Company’s Constitution:-
 - (i) Mr. Chuah Hoon Hong **(Ordinary Resolution 2)**
 - (ii) Mr. Koo Kien Yoon **(Ordinary Resolution 3)**
 - (iii) Encik Khairul Azwan bin Harun **(Ordinary Resolution 4)**
4. To re-appoint Messrs Ong & Wong Chartered Accountants as Auditors for the financial year ending 30 June 2021 (“FY2021) and to authorise the Directors to fix the Auditors’ remuneration. **(Ordinary Resolution 5)**
5. **Proposed Directors’ Fees (FY2021)** **(Ordinary Resolution 6)**
(Explanatory Note 2)
“**THAT** the payment of Directors’ Fees of RM174,000 for the FY2021 be and is hereby approved.”
6. **Proposed Directors’ Benefits** **(Ordinary Resolution 7)**
(Explanatory Note 3)
“**THAT** the payment of Directors’ Benefits amounting to RM15,000 for the period commencing after the date of this AGM to the date of the next AGM be and is hereby approved.”

AS SPECIAL BUSINESS

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

7. **Proposed Retention of Independent Director** (Ordinary Resolution 8)
(Explanatory Note 4)
- To approve and retain Encik Abdul Menon bin Arsad @ Abdul Manan bin Arshad of whom will has served as an Independent Director for a cumulative term of more than 9 years, to continue to act as Independent Director of the Company.
8. **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 (“CA 2016”)** (Ordinary Resolution 9)
(Explanatory Note 5)
- “**THAT** subject always to the CA 2016, and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the CA 2016, to issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the issued share capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.”
9. To transact any other business for which due notice shall have been given in accordance with the Company’s Constitution and the CA 2016.

BY ORDER OF THE BOARD VSOLAR GROUP BERHAD

WONG YUET CHYN (MAICSA 7047163) (SSM PC 202008002451)

Company Secretary
Kuala Lumpur

30 October 2020

Notes:-

- (i) *A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.*
- (ii) *A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.*
- (iii) *A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.*
- (iv) *Where a member is an Authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one 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 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
- (v) *The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Registered Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or e-mail to proxy@shareworks.com.my not later than Monday, 7 December 2020 at 11.00 a.m., and in default the instrument of proxy shall not be treated as valid.*

- (vi) *An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.*
- (vii) *In respect of deposited securities, only members whose names appear on the Record of Depositors on 30 November 2020, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.*
- (viii) *Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), all resolutions set out in this Notice will be put to vote by way of poll.*

Explanatory Note on Ordinary Business

1. Audited Financial Statements for financial year ended 30 June 2020

The audited financial statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders’ approval and hence, will not be put for voting.

2. Proposed Directors’ Fees (FY2021)

The Proposed Ordinary Resolution 6, if passed, will authorise the payment of Directors’ fees for the Non-Executive Directors of the Company.

3. Proposed Directors’ Benefits

The Proposed Ordinary Resolution 7, if passed, will authorise and approve of the payment of Directors’ benefits comprised of meeting allowances payable to each Non-Executive Director, where applicable for their attendance of Board and Committee Meetings, pursuant to the requirements of Section 230 of the CA 2016 for the period commencing after the date of this AGM to the date of the next AGM.

Explanatory Notes on Special Business

4. Proposed Retention of Independent Director

The Proposed Ordinary Resolution 8 in Agenda 7, if passed, will allow Encik Abdul Menon bin Arsad @ Abdul Manan bin Arshad to be retained and continue acting as Independent Director to fulfill the requirements of Rule 15.02 of Bursa Malaysia’s ACE Market Listing Requirements and in line with the recommendation No. 4.2 of the Malaysian Code of Corporate Governance. The full details of the Board’s justification and recommendations for the retention of Encik Abdul Menon as Independent Director is set out on Page 8 of the the 2020 Annual Report.

5. Authority to Issue Shares Pursuant to Sections 75 and 76 of the CA 2016

The proposed Resolution 9 is proposed for the purpose of granting a renewed general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The Ordinary Resolution 9, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a General Meeting. The authorisation, unless revoked or varied by the Company at a General Meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last AGM held on 27 September 2019 and this authority will lapse at the conclusion of the 17th AGM of the Company.

Bursa Securities had vide its letter dated 16 April 2020 granted greater flexibility for listed issuers to raise fund quickly and efficiently through an increased general mandate limit for new issue of securities from the existing 10% to not more than 20% of the total number of issued shares (excluding treasury shares) (“20% General Mandate”) to assist and support listed issuers in these trying and challenging times due to the COVID-19 pandemic. The Board of Directors is of the view that the 20% General Mandate is in the best interest of the Company and its shareholders as the authority will facilitate any possible fundraising activities, including but not limited to placement of shares for purpose of funding of working capital, capital expenditures, settlement of trade and non-trade creditors, repayment of banking facilities or as consideration for strategic investments