

**TWENTY-FIRST (21<sup>ST</sup>) NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** the Twenty-First (21<sup>st</sup>) Annual General Meeting of Lambo Group Berhad ("LAMBO" or "the Company") will be held on a virtual basis and entirely via remote participation and voting from the broadcast venue at Lot 4.1, 4<sup>th</sup> Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor via online meeting platform at <https://rebrand.ly/LamboAGM> on Thursday, 16 March 2023 at 10.00 a.m., or any adjournment thereof, for the purpose of transacting the following businesses:

**AGENDA**

- To receive the Audited Financial Statements for the financial period ended 30 September 2022 together with the Directors' and Auditors' Reports thereon.
- To re-elect the following directors who retires pursuant to Clause 90 of the Company's Constitution:
  - Hj. Abdullah Bin Abdul Rahman
  - Ng Chee Kin
- To re-appoint Messrs CAS Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Please refer to Explanatory Note 1**

**Ordinary Resolution 1  
Ordinary Resolution 2  
Ordinary Resolution 3**

**SPECIAL BUSINESSES :**

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

- Proposed Retention of Independent Non-Executive Director**

"THAT Ng Chee Kin who has served the Board as an Independent Non-Executive Director for a cumulative term of more than nine (9) years be retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company."
- To transact any other business of the Company for which due notice shall have been given.

**Ordinary Resolution 4**

By order of the Board,

**CHONG VOON WAH (SSM PC No. 202008001343) (MAICSA 7055003)**

**THAI KIAN YAU (SSM PC No. 202008001515) (MIA 36921)**

Company Secretaries

Kuala Lumpur  
31 January 2023

**Notes:**

- The Company has changed its financial year end from 31 May to 30 September and an announcement has been made to Bursa Malaysia Securities Berhad on 18 May 2022 on the change of financial year end. Section 340 (1) of the Companies Act, 2016 states that an Annual General Meeting ("AGM") must be held once in every calendar year. The Companies Commission of Malaysia had granted its approval for an extension of time until 31 March 2023 for the Company to hold its AGM in respect of the calendar year 2022. The Company did not hold any AGM in the calendar year 2022. Hence, the forthcoming Twenty-First (21<sup>st</sup>) AGM will be held to table the 16-months Audited Financial Statements made up from 1 June 2021 to 30 September 2022 as well as other ordinary businesses, and this AGM shall be deemed to be held for the calendar year 2022.
- Only depositors whose names appear in the Record of Depositors as at 9 March 2023 shall be regarded as members and be entitled to attend, participate, speak and vote at the 21<sup>st</sup> AGM.
- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the 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 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.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- Any alterations in the Proxy Form must be initialed by the member.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing. If the appointor is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via facsimile no. 03-6201 3121 or via e-mail at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of 21<sup>st</sup> AGM to vote by poll.
- The 21<sup>st</sup> AGM will be conducted virtually at the broadcast venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.

**EXPLANATORY NOTES**

**1. Audited Financial Statements for the Financial Period Ended 30 September 2022**

The Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

**2. Ordinary Resolutions 1 and 2 : Re-election of Directors**

The following Directors are standing for re-election as Directors of the Company pursuant to the following clauses of the Company's Constitution at the 21<sup>st</sup> Annual General Meeting of the Company and are being eligible have offered themselves for re-election in accordance with the Company's Constitution:

- Hj. Abdullah Bin Abdul Rahman (Clause 90); and
- Ng Chee Kin (Clause 90).

(collectively referred to as "Retiring Directors")

The Board of Directors through the Nominating Committee ("NC") has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the Retiring Directors who had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Committees meetings) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

Further, the NC has considered and affirmed, and the Board has endorsed that both Hj. Abdullah Bin Abdul Rahman and Ng Chee Kin, who are seeking re-election at the forthcoming 21<sup>st</sup> Annual General Meeting of the Company comply with the independence criteria as prescribed in the Listing Requirements of Bursa Malaysia Securities Berhad and remained independent in exercising their judgment and in carrying out their duties as Independent Non-Executive Directors.

**3. Ordinary Resolution 3 : Re-appointment of Auditors**

The Board, through the Audit and Risk Management Committee, had conducted an assessment on the suitability, objectivity and independence of Messrs CAS Malaysia PLT in respect of the financial period ended 30 September 2022. The Board was satisfied with the performance of Messrs CAS Malaysia PLT and recommended the re-appointment of Messrs CAS Malaysia PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company in accordance with Section 271 of the Companies Act, 2016.

**4. Ordinary Resolution 4 : Proposed Retention of Independent Non-Executive Director**

The proposed Ordinary Resolution 4, if passed, will allow Ng Chee Kin to be retained and continue to act as Independent Non-Executive Director of the Company.

The Board through the NC has determined that Ng Chee Kin's vast and diverse range of experiences had brought the right mix of skills to the Board. As Director, he continues to bring independent and objective judgements to Board deliberations and decision-making process as a whole. The Board therefore, endorsed the NC's recommendation for him to be retained as Independent Director.

The NC and the Board also has undertaken relevant assessments and recommended the above director to continue as Independent Director based on the following justifications:

- He fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements;
- He had vast and diverse range of experiences and therefore would be able to provide constructive and independent opinion, judgment and to act in the best interest of the Company and shareholders;
- He had continued to demonstrate independence, integrity and due care during Board meetings; and
- He had not entered into any related party transactions with the Group.

As recommended by the Malaysian Code of Corporate Governance, the Board also has recommended Ng Chee Kin, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as Independent Non-Executive Director of the Company subject to the shareholders' approval through a two-tier voting process at the 21<sup>st</sup> Annual General Meeting of the Company.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

**(Pursuant to Rule 8.29 (2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)**

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at the 21<sup>st</sup> Annual General Meeting.

# ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>
Thursday, 16 March 2023	10.00 a.m.	Lot 4.1, 4th Floor, Menara Lien Hoe No. 8 Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya, Selangor

## Virtual Meeting

1. The Twenty-First (21<sup>st</sup>) Annual General Meeting (“**AGM**”) will be conducted on a virtual basis and entirely via remote participation and voting facilities (“**RPV Facilities**”) from the broadcast venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor.
2. Shareholders are strongly encouraged to take advantage of the RPV Facilities to participate and vote remotely at the AGM. With the RPV Facilities, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors (“**Board**”) and/or management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the AGM. Details of the RPV Facilities are set out below.

## Registration

3. The AGM will be held virtually. The registration is mandatory for the event. Please click the following link to register: <https://rebrand.ly/LamboAGM>.
4. All the Shareholders are required to register in order to participate to the AGM. The registration will be open from 10.00 a.m. on Tuesday, 31 January 2023 and close at 10.00 a.m. on Wednesday, 15 March 2023.

Upon submission of your registration, you will receive an email to notify you that your registration has been received and is pending verification.

5. After verification of your registration against the General Meeting Record of Depositors of the Company, the system will send you an email to notify you if your registration is approved or rejected after Thursday, 9 March 2023.
6. Should your registration be rejected, you can contact the Company’s Share Registrar or the Company for clarifications.
7. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Please follow the tutorial guide posted on <https://rebrand.ly/LamboAGM>.

## General Meeting Records of Depositors

8. For the purpose of determining members’ eligibility to attend this meeting, only members whose names appear in the Record of Depositors of the Company as at Thursday, 9 March 2023 shall be entitled to attend this meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

## ADMINISTRATIVE GUIDE (CONT'D)

### **Individual Members**

9. Individual members are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the AGM. Please refer to the details as set out under RPV Facilities for information.
10. If an individual member is unable to attend the AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

### **Corporate Members**

11. Corporate members (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the AGM using the RPV Facilities. Corporate members who wish to participate and vote remotely at the AGM must contact the Company's Share Registrar with the details set out below for assistance and will be required to provide the following documents to the Company no later than Wednesday, 15 March 2023 at 10.00 a.m.:
  - (i) Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation;
  - (ii) Copy of the Corporate Representative's or proxy's MyKad (front and back)/Passport; and
  - (iii) Corporate Representative's or proxy's email address and mobile phone number.
12. If a Corporate member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the AGM, it is encouraged to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

### **Nominee Company Members**

13. The beneficiaries of the shares under a Nominee Company's CDS account ("**Nominee Company member(s)**") are also strongly advised to participate and vote remotely at the AGM using RPV Facilities. Nominee Company members who wish to participate and vote remotely at the AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the AGM. Nominee Company must contact the Company's Share Registrar with the details set out below for assistance and will be required to provide the following documents to the Company no later than Wednesday, 15 March 2023 at 10.00 a.m.:
  - (i) Form of Proxy under the seal of the Nominee Company;
  - (ii) Copy of the proxy's MyKad (front and back)/Passport; and
  - (iii) Proxy's email address and mobile phone number.
14. If a Nominee Company member is unable to attend the AGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

### **Proxy**

15. If a member is unable to attend the AGM, he/she may appoint a proxy or the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
16. If an individual member has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally participate in the AGM via RPV Facilities, the individual member must contact the Company's Share Registrar or the Company, whose contact details are set out in No. 20 below, to revoke the appointment of his/her proxy no later than Wednesday, 15 March 2023 at 10.00 a.m.


## ADMINISTRATIVE GUIDE (CONT'D)

### Poll Voting

17. The voting at the AGM will be conducted by way of poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks Sdn. Bhd. as the Poll Administrator to conduct the poll by way of electronic voting and SharePolls Sdn Bhd as the Scrutineers to verify the poll results. Upon completion of the voting session for the respective AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

### RPV Facilities

18. Please refer to the following information on RPV Facilities for live streaming and remote voting at the AGM:

Procedures	Action
<b>Before AGM</b>	
1. Register as participant in Virtual AGM  	<ul style="list-style-type: none"> <li>Using your computer, access the website at <a href="https://rebrand.ly/LamboAGM">https://rebrand.ly/LamboAGM</a>. Click on the <b>Register</b> button to register for the AGM session.</li> <li>If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details to register for the AGM session.</li> <li>Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.</li> <li>The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.</li> </ul>
2. Submit your online registration	<ul style="list-style-type: none"> <li>All the Shareholders are required to register prior to the meeting. The registration will be open from 10.00 a.m. on Tuesday, 31 January 2023 and the registration will close at 10.00 a.m. on Wednesday, 15 March 2023.</li> <li>Clicking on the link will redirect you to the AGM event page. Click on the <b>Register</b> button for the online registration form.</li> <li>Complete your particulars in the registration page. Your name <b>MUST</b> match your CDS account name (not applicable for proxy).</li> <li>Insert your CDS account number and indicate the number of shares you hold.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declarations.</li> <li>Please ensure all information given is accurate before you click <b>Submit</b> to register your remote participation. Failure to do so will result in your registration being rejected.</li> <li>System will send an email to notify that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors of the Company as at Thursday, 9 March 2023, the system will send you an email to notify you if your registration is approved or rejected after Thursday, 9 March 2023.</li> <li>If your registration is rejected, you can contact the Company's Share Registrar or the Company for clarifications or to appeal.</li> </ul>

## ADMINISTRATIVE GUIDE (CONT'D)

### **RPV Facilities (Cont'd)**

18. Please refer to the following information on RPV Facilities for live streaming and remote voting at the AGM:  
(Cont'd)

<b>Procedures</b>		<b>Action</b>
<b>On the day of AGM</b>		
3.	Attending Virtual AGM	<ul style="list-style-type: none"><li>Two reminder emails will be sent to your inbox. First is one day before the AGM day, while the 2<sup>nd</sup> will be sent 1 hour before the AGM session.</li><li>Click <b>Join Event</b> in the reminder email to participate the RPV.</li></ul>
4.	Participate with live video	<ul style="list-style-type: none"><li>You will be given a short brief about the system.</li><li>Your microphone is muted throughout the whole session.</li><li>If you have any questions for the Chairman/Board, you may use the <b>Q&amp;A panel</b> to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email.</li><li>The session will be recorded.</li><li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li></ul>
5.	Online Remote Voting	<ul style="list-style-type: none"><li>The Chairman will announce the commencement of the Voting session and the duration allowed at the respective AGM.</li><li>The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame.</li><li>Click on the <b>Submit</b> button when you have completed.</li><li>Votes cannot be changed once it is submitted.</li></ul>
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the AGM, the live session will end.

### **No Recording or Photography**

19. Strictly **NO recording or photography** of the proceedings of the AGM is allowed.

### **Enquiry**

20. If you have any enquiry prior to the meeting, please contact the following officers during office hours from 9.00 a.m. to 5.30 p.m. (Monday to Friday):

#### **For Registration, logging in and system related:**

##### **Lambo Group Berhad**

Name: Ms Eris / Ms Jey  
Telephone No: +603-7688 1013  
Email: vgm@mlabs.com

#### **For Proxy and other matters:**

##### **ShareWorks Sdn. Bhd.**

Name: Mr Kou / Ms Stacy Goh  
Telephone No: 03-6201 1120  
Email: ir@shareworks.com.my

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**LAMBO GROUP BERHAD**  
Company Registration No.: 200001014881 (517487-A)  
(Incorporated in Malaysia)

**FORM OF PROXY**

<b>CDS ACCOUNT NO.</b>
<b>NO. OF SHARES HELD</b>

I/We, .....  
[Full name in block and NRIC No. / Registration No.]

Tel. No.: ..... of .....

[Address] .....

being a member/members of Lambo Group Berhad, hereby appoint:-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			
Contact No:			
Email Address:			

and / or\* (\*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			
Contact No:			
Email Address:			

or failing him, the Chairman of the meeting as my/our proxy to attend and to vote for me/us on my/our behalf at the Twenty-First (21<sup>st</sup>) Annual General Meeting of the Company will be held on a virtual basis and entirely via remote participation and voting from the broadcast venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor via online meeting platform at <https://rebrand.ly/LamboAGM> on Thursday, 16 March 2023 at 10.00 a.m. or any adjournment thereof, and to vote as indicated below:

No.	Agenda	Resolutions	For	Against
1.	To re-elect Hj. Abdullah Bin Abdul Rahman as Director.	<b>Ordinary Resolution 1</b>		
2.	To re-elect Ng Chee Kin as Director.	<b>Ordinary Resolution 2</b>		
3.	To re-appoint Messrs CAS Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	<b>Ordinary Resolution 3</b>		
4.	To retain Ng Chee Kin as Independent Non-Executive Director.	<b>Ordinary Resolution 4</b>		

**(Please indicate with a "X" in the space provided on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion)**

Signed this.....

.....

Signature\*  
Member

(\* if shareholder is a corporation, this form should be executed under seal)



**Notes:-**

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4. 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 is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.

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AFFIX  
STAMP

**THE SHARE REGISTRAR OF  
LAMBO GROUP BERHAD  
COMPANY REGISTRATION NO. 200001014881 (517487-A)**

SHAREWORKS SDN. BHD.  
NO. 2-1, JALAN SRI HARTAMAS 8,  
SRI HARTAMAS,  
50480 KUALA LUMPUR,  
MALAYSIA.

2nd Fold Here

5. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
6. Any alterations in the Proxy Form must be initialed by the member.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
8. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Share Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via facsimile no. 03-6201 3121 or via e-mail at [ir@shareworks.com.my](mailto:ir@shareworks.com.my) not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of 21st AGM to vote by poll.
9. The 21st AGM will be conducted virtually at the broadcast venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.

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