

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting (“**11th AGM**”) of AwanBiru Technology Berhad (“**the Company**”) will be held on a virtual basis through online meeting platform hosted at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657) provided by Boardroom Share Registrars Sdn. Bhd. at the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 24 November 2021 at 10:00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note No. 7)
2. To approve the additional payment of Directors’ fees amounting to RM44,129.00 which was in excess of the earlier approved amount of RM450,000.00 for the financial year ended 30 June 2021. (Resolution 1)
3. To approve the additional payment of Directors’ benefits up to an amount of RM50,000.00 which was in excess of the earlier approved amount of RM153,000.00 from 26 November 2020 until the conclusion of the next Annual General Meeting of the Company to be held in year 2021. (Resolution 2)
4. To approve the payment of Directors’ fees up to an amount of RM996,000.00 for the period from 1 July 2021 until the next Annual General Meeting of the Company to be held in year 2022. (Resolution 3)
5. To approve the payment of Directors’ benefits up to an amount of RM242,200.00 from 25 November 2021 until the next Annual General Meeting of the Company to be held in year 2022. (Resolution 4)
6. To re-elect the following Directors who are retiring pursuant to Clause 119 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
(a) Mr. Ramanathan a/l Sathiamutti; and
(b) Mr. Baladesh Singh a/l Manmohan Singh. (Resolution 5)
(Resolution 6)
7. To re-elect the following Directors who are retiring pursuant to Clause 118 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
(a) Encik Syed Naqiz Shahabuddin bin Syed Abdul Jabbar;
(b) YM Tunku Abang Faisal Amir bin Abang Abu Bakar; and
(c) Dato’ Tharuma Rajah @ K.T. Rajan a/l R. Krishnan. (Resolution 7)
(Resolution 8)
(Resolution 9)
8. To re-appoint Messrs. Crowe Malaysia P/L as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 10)

As Special Business

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

9. **ORDINARY RESOLUTION NO. 1
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016** (Resolution 11)

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.
AND THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;
AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”
10. **ORDINARY RESOLUTION NO. 2
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)** (Resolution 12)

“THAT subject always to the Companies Act 2016, the Constitution of the Company, the Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements and all other applicable laws, guidelines, rules and regulations, if applicable, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-
(i) the aggregate number of shares purchased does not exceed ten percent (10%) of the total number of issued shares of the Company including the shares previously purchased and retained as Treasury Shares (if any);
(ii) the maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back shall not exceed the aggregate of the retained profits of the Company, based on the latest audited financial statements and/or latest management accounts of the Company (where applicable); and
(iii) the Directors of the Company may decide in their absolute discretion either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends;
THAT authority conferred by this Resolution shall commence immediately upon the passing of this Resolution and will only continue to be in force until:-
(i) the conclusion of the next Annual General Meeting of the Company, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
(ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
(iii) revoked or varied by resolution passed by shareholders of the Company in general meeting, whichever occurs first;
AND THAT authority be and is hereby given to the Directors of the Company to act and take all such steps and do all things as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase.”
11. **ORDINARY RESOLUTION NO. 3
RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR** (Resolution 13)

“THAT Mr. Chan Wan Siew who has served as an Independent Non- Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Non-Executive Director of the Company.”
12. **ORDINARY RESOLUTION NO. 4
PROPOSED ALLOCATION OF LONG TERM INCENTIVE PLAN (“LTIP”) AWARDS TO ENCIK SYED NAQIZ SHAHABUDDIN BIN SYED ABDUL JABBAR** (Resolution 14)

“THAT pursuant to the establishment of the LTIP for the eligible Directors and employees of the Company and its subsidiaries companies, which are not dormant, who fulfil the conditions of eligibility for participation in the LTIP as approved by the shareholders at the Extraordinary General Meeting held on 15 September 2020 and subject to the approval of all the relevant regulatory authorities (where applicable), the Directors of the Company be and are hereby empowered to authorise the LTIP Committee, from time to time throughout the duration of the LTIP, to offer and grant Encik Syed Naqiz Shahabuddin bin Syed Abdul Jabbar, the Independent Non-Executive Chairman of the Company, Employees Share Option Scheme (“ESOS”) Options and/ or ordinary shares of the Company pursuant to the Share Grant Plan (“SGP”) under the LTIP.
Provided always that:-
i. he does not participate in the deliberation or discussion of his own allocation;
ii. not more than 10% of the new ordinary shares of the Company which may be made available under the LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of the Company; and
iii. subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;
AND THAT authority be and is hereby given to the Directors of the Company to issue and/ or transfer via treasury shares the corresponding number of ordinary shares of the Company arising from the exercise of the ESOS Options and/ or pursuant to the SGP Award that may be awarded to him under the LTIP.”
13. **ORDINARY RESOLUTION NO. 5
PROPOSED ALLOCATION OF LONG TERM INCENTIVE PLAN (“LTIP”) AWARDS TO YM TUNKU ABANG FAISAL AMIR BIN ABANG ABU BAKAR** (Resolution 15)

“THAT pursuant to the establishment of the LTIP for the eligible Directors and employees of the Company and its subsidiaries companies, which are not dormant, who fulfil the conditions of eligibility for participation in the LTIP as approved by the shareholders at the Extraordinary General Meeting held on 15 September 2020 and subject to the approval of all the relevant regulatory authorities (where applicable), the Directors of the Company be and are hereby empowered to authorise the LTIP Committee, from time to time throughout the duration of the LTIP, to offer and grant YM Tunku Abang Faisal Amir bin Abang Abu Bakar, the Independent Non-Executive Director of the Company, Employees Share Option Scheme (“ESOS”) Options and/ or ordinary shares of the Company pursuant to the Share Grant Plan (“SGP”) under the LTIP.
Provided always that:-
i. he does not participate in the deliberation or discussion of his own allocation;
ii. not more than 10% of the new ordinary shares of the Company which may be made available under the LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of the Company; and
iii. subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;
AND THAT authority be and is hereby given to the Directors of the Company to issue and/ or transfer via treasury shares the corresponding number of ordinary shares of the Company arising from the exercise of the ESOS Options and/ or pursuant to the SGP Award that may be awarded to him under the LTIP.”
14. **ORDINARY RESOLUTION NO. 6
PROPOSED ALLOCATION OF LONG TERM INCENTIVE PLAN (“LTIP”) AWARDS TO DATO’ THARUMA RAJAH @ K.T. RAJAN A/L R. KRISHNAN** (Resolution 16)

“THAT pursuant to the establishment of the LTIP for the eligible Directors and employees of the Company and its subsidiaries companies, which are not dormant, who fulfil the conditions of eligibility for participation in the LTIP as approved by the shareholders at the Extraordinary General Meeting held on 15 September 2020 and subject to the approval of all the relevant regulatory authorities (where applicable), the Directors of the Company be and are hereby empowered to authorise the LTIP Committee, from time to time throughout the duration of the LTIP, to offer and grant Dato’ Tharuma Rajah @ K.T. Rajan a/l R. Krishnan, the Independent Non-Executive Director of the Company, Employees Share Option Scheme (“ESOS”) Options and/ or ordinary shares of the Company pursuant to the Share Grant Plan (“SGP”) under the LTIP.
Provided always that:-
i. he does not participate in the deliberation or discussion of his own allocation;
ii. not more than 10% of the new ordinary shares of the Company which may be made available under the LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the issued shares of the Company; and
iii. subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;
AND THAT authority be and is hereby given to the Directors of the Company to issue and/ or transfer via treasury shares the corresponding number of ordinary shares of the Company arising from the exercise of the ESOS Options and/ or pursuant to the SGP Award that may be awarded to him under the LTIP.”
15. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board
CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)
LIM LIH CHAU (SSM PC NO. 201908001454) (LS 0010105)
Company Secretaries

Kuala Lumpur
Dated: 22 October 2021

NOTES:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 November 2021 shall be eligible to attend the Meeting.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one (1) or more proxies to attend, participate, speak and vote in his stead. A member may appoint more than one (1) proxy in relation to the Meeting, provided that the member specifies the proportion of the member’s shareholdings to be represented by each proxy.
3. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to attend, participate, speak and vote at the Meeting.
As guided by the Securities Commission Malaysia’s Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, the primary mode of communication by shareholders for the Meeting is via text messaging facilities provided under the online meeting platform. In the event of any technical glitch in the primary mode of communication, all other reasonable modes of communication are acceptable for the Meeting. The questions and/ or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/ Board of Directors/ relevant advisers during the Meeting. In the event of any unattended questions and/ or remarks submitted, the Company will respond to the said unattended questions and/ or remarks after the Meeting via email.
4. 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 Seal or under the hand of an officer or attorney duly authorised.
5. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) 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.
6. **Appointment of proxy and registration for remote participation and voting**
The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the office of the Company’s Share Registrar, Boardroom Share Registrars Sdn. Bhd., at Ground Floor or Level 11, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. Alternatively, the Form of Proxy may also be lodged electronically via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> or email to BSR.Helpdesk@boardroomlimited.com not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof i.e. Monday, 22 November 2021 at 10:00 a.m. All resolutions set out in this notice of meeting are to be voted by poll.
Should you wish to personally participate at the 11th AGM remotely, please register electronically via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by registration not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof i.e. Monday, 22 November 2021 at 10:00 a.m.
Please refer to the Administrative Guide for the 11th AGM of the Company, which is available for download at https://awantec.listedcompany.com/shareholders_meeting.html for further details.
7. This Agenda Item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
8. Explanatory Note on Special Business:-
(i) **Additional payment of Directors’ fees**
The Company had at the Tenth Annual General Meeting (“10th AGM”) held on 25 November 2020 sought

- (ii) **Additional payment of Directors’ fees**
the shareholders’ approval on Directors’ fees of RM450,000.00 for the financial year ended 30 June 2021. However, the proposed amount was insufficient due to the change in the Board of Directors members with additional Directors appointed during the financial year. This resolution is to facilitate the shortfall payment of the Directors’ fees of RM44,129.00 for the financial year ended 30 June 2021.
- (iii) **Approval for the payment of Directors’ benefits**
The Company had at the 10th AGM held on 25 November 2020 sought the shareholders’ approval on Directors’ benefits up to an amount of RM153,000.00 from 26 November 2020 until the next Annual General Meeting of the Company. However, the proposed amount was insufficient due to the change in the Board of Directors members with additional Directors appointed during the financial year. This resolution is to facilitate the shortfall payment of the Directors’ benefits of RM50,000.00.
- (iv) **Authority to issue shares pursuant to the Companies Act 2016**
The Company wishes to renew the mandate on the authority to issue shares pursuant to the Companies Act 2016 at the 11th AGM of the Company (hereinafter referred to as the “General Mandate”).
The Company had been granted an increase in general mandate to not more than 20% (“20% General Mandate”) by its shareholders at the 10th AGM of the Company held on 25 November 2020 (hereinafter referred to as the “Previous Mandate”).
Bursa Malaysia Securities Berhad (“Bursa Securities”) vide its letter dated 16 April 2020 granted several additional relief measures to listed issuers, amongst others, listed issuers are allowed to seek a higher general mandate under Paragraph 6.03 of the Bursa Securities Main Market Listing Requirements of not more than 20% of the total number of issued shares (excluding treasury shares) for issue of new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated.
The Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.
The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
The General Mandate will enable the Directors to take swift action for allotment of shares for any possible fundraising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/ or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.
- (v) **Proposed Renewal of Share Buy-Back Authority**
The Proposed Renewal of Share Buy-Back Authority is to renew the authority granted by the shareholders of the Company at the 10th AGM of the Company held on 25 November 2020. The proposed renewal will allow the Company to purchase its own shares up to 10% of the total number of issued shares of the Company at any time within the time period stipulated in Bursa Malaysia Securities Berhad Main Market Listing Requirements.
Please refer to the Statement to Shareholders dated 22 October 2021 for further information.

- (vi) **Retention of the Independent Non-Executive Director**
Mr. Chan Wan Siew was appointed as an Independent Non-Executive Director of the Company on 18 November 2010, and has, therefore served as Independent Non-Executive Director for more than nine (9) years as at the date of this Notice. The Nomination Committee of the Company has assessed the independence of Mr. Chan Wan Siew and recommended to retain him as Independent Non-Executive Director of the Company. The Board of Directors endorsed the Nomination Committee’s recommendation and is of the view that his retention as Independent Non-Executive Director of the Company is in the best interest of the Company.
- (vii) **Proposed Allocation of Long Term Incentive Plan (“LTIP”) Awards to Encik Syed Naqiz Shahabuddin bin Syed Abdul Jabbar**
The shareholders of the Company had at the Extraordinary General Meeting on 15 September 2020 approved the establishment of the LTIP for the eligible Directors and employees of the Company and its subsidiaries companies, which are not dormant, who fulfil the conditions of eligibility for participation in the LTIP.
The proposed Resolution 14, if passed, will enable Encik Syed Naqiz Shahabuddin bin Syed Abdul Jabbar to participate in the LTIP with the offer and grant of Employee Share Option Scheme Options and/ or ordinary shares of the Company, from time to time throughout the duration of the LTIP.
Encik Syed Naqiz Shahabuddin bin Syed Abdul Jabbar being the interested director, will abstain and has also undertaken to ensure that persons connected to him will abstain from voting on this resolution. He has also abstained himself from all deliberations and voting on this resolution at the Board of Directors’ Meeting.
- (viii) **Proposed Allocation of LTIP Awards to YM Tunku Abang Faisal Amir bin Abang Abu Bakar**
The shareholders of the Company had at the Extraordinary General Meeting on 15 September 2020 approved the establishment of the LTIP for the eligible Directors and employees of the Company and its subsidiaries companies, which are not dormant, who fulfil the conditions of eligibility for participation in the LTIP.
The proposed Resolution 15, if passed, will enable YM Tunku Abang Faisal Amir bin Abang Abu Bakar to participate in the LTIP with the offer and grant of Employee Share Option Scheme Options and/ or ordinary shares of the Company, from time to time throughout the duration of the LTIP.
YM Tunku Abang Faisal Amir bin Abang Abu Bakar being the interested director, will abstain and has also undertaken to ensure that persons connected to him will abstain from voting on this resolution. He has also abstained himself from all deliberations and voting on this resolution at the Board of Directors’ Meeting.
- (ix) **Proposed Allocation of LTIP Awards to Dato’ Tharuma Rajah @ K.T. Rajan a/l R. Krishnan**
The shareholders of the Company had at the Extraordinary General Meeting on 15 September 2020 approved the establishment of the LTIP for the eligible Directors and employees of the Company and its subsidiaries companies, which are not dormant, who fulfil the conditions of eligibility for participation in the LTIP.
The proposed Resolution 16, if passed, will enable Dato’ Tharuma Rajah @ K.T. Rajan a/l R. Krishnan to participate in the LTIP with the offer and grant of Employee Share Option Scheme Options and/ or ordinary shares of the Company, from time to time throughout the duration of the LTIP.
Dato’ Tharuma Rajah @ K.T. Rajan a/l R. Krishnan being the interested director, will abstain and has also undertaken to ensure that persons connected to him will abstain from voting on this resolution. He has also abstained himself from all deliberations and voting on this resolution at the Board of Directors’ Meeting.