



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 22nd Annual General Meeting (AGM) of the Company will be held at Ballroom 2, Lower Ground (LG) Level – Main Wing, Hotel Equatorial Penang, No. 1 Jalan Bukit Jambul, 11900 Bayan Lepas, Penang on Wednesday, 08 May 2019 at 10.30 a.m. for the following purposes: -

### AGENDA

#### Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of Directors and Auditors thereon. *Please refer to Note 10*
2. To re-elect Mr. Ng Kweng Chong, a director who retires by rotation in accordance with Regulation 105 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 1**
3. To re-elect Dato' Heng Huck Lee, a director who retires by rotation in accordance with Regulation 105 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 2**
4. To re-elect Dato' Iskandar Mizal Bin Mahmood, a director who retires by rotation in accordance with Regulation 105 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 3**
5. To approve the payment of directors' fees amounting to RM1,204,250 for the financial year ended 31 December 2018. **Resolution 4**
6. To approve the payment of directors' benefits of up to an amount not exceeding RM40,000.00 to non-executive directors of the Company from 08 May 2019 until the conclusion of the next AGM of the Company. **Resolution 5**  
*Please refer to Note 11*
7. To re-appoint Messrs. KPMG PLT as auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the directors to fix their remuneration. **Resolution 6**

#### Special Business

To consider and if thought fit, to pass with or without modifications, the following Special Resolution:

8. The existing Constitution of the Company be amended as follows:-  
(a) Wherever appearing in the Constitution, the word "Regulation" or "Regulations" shall be amended to "Article" or "Articles". **Special Resolution 1**  
(b) Wherever appearing in the Constitution the words "notice or any other documents" shall mean "notice of general meetings or any other documents (including annual report and/or audited financial statements) required to be sent under the Listing Requirements or permitted to be given, circulate or served under the Act or this Constitution by the Company or its directors to members of the Company."  
(c) That Regulation 190(iv) be hereby inserted in the Constitution to read as follows:-  
"The notice or any other documents (including annual report and/or audited financial statements) which are available on the Company's website where a copy thereof could be downloaded shall be deemed given, sent or served on members using electronic communications."  
*Please refer to Note 12*
9. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board,

**Lee Peng Loon (MACS 01258)**  
**P'NG CHIEW KEEM (MAICSA 7026443)**  
Company Secretaries

Penang  
Date: 09 April 2019

#### NOTES ON APPOINTMENT OF PROXY

- (1) A proxy may but need not be a member of the Company.
- (2) For a proxy to be valid, the proxy form duly completed must be deposited at the registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than twenty-four (24) hours before the time appointed for the taking of the poll or at any adjournment thereof.
- (3) A member shall be entitled to appoint up to a maximum of two (2) proxies to attend and vote instead of him at the same meeting and where a member appoints two (2) proxies to vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (4) Where a member is an exempt authorized nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.
- (5) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- (6) In the case of a corporate member, the proxy form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- (7) For the purpose of determining a member who shall be entitled to attend the meeting, the Company shall be requesting the Depository to issue a General Meeting Record of Depositors as at 30 April 2019. Only Depositors whose name appears on the Record of Depositors as at 30 April 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his behalf.
- (8) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, all the resolutions set out in this Notice will be put to vote by poll.
- (9) Last date and time for lodging of Proxy Form will be on Tuesday, 07 May 2019 at 10.30 am (being the approximate time appointed for the taking of the poll at the AGM). Proxy Form transmitted by facsimile or electronic mail will not be accepted unless the original copy is received at the registered office, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang on Tuesday, 07 May 2019 at 10.30 am.

#### NOTES ON ORDINARY BUSINESS

- (10) Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the shareholders' approval for the Audited Financial Statements. Hence, Agenda 1 is not put forward for voting.
- (11) Resolution 5, if passed, will enable the Company to pay meeting allowance and other benefits to non-executive directors of the Company. The total amount of directors' benefits payable is estimated based on number of scheduled meetings of the Board and Board Committees as well as the number of non-executive directors involved in these meetings.

#### NOTES ON SPECIAL BUSINESS

- (12) Special Resolution 1, if passed, will enable the directors to amend certain Regulations in the existing Constitution of the Company for administrative and clarification purposes.

#### ANNUAL REPORT 2018

- (13) The Annual Report 2018 is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholder upon request within four (4) market days from the date of receipt of the verbal or written request. A copy of the Annual Report can also be downloaded at [www.globetronics.com.my](http://www.globetronics.com.my).

Shareholders who wish to receive the printed Annual Report and who require assistance in viewing the CD-ROM, kindly contact Ms. Loo Wen Chyi at telephone no. 04-6444906 ext. 121 or email your request to [wenchyi\\_loo@globe.com.my](mailto:wenchyi_loo@globe.com.my).

#### STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING (PURSUANT TO PARAGRAPH 8.27(2) OF MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES)

- 1) No individuals are standing for election as directors at the forthcoming 22nd Annual General Meeting of the Company.
- 2) The profiles of the directors who are standing for re-election as in Agenda 2, 3 and 4 of the Notice of the 22nd Annual General Meeting of the Company are set out in the Directors' Profile section of this Annual Report.
- 3) The details of the directors' interests in the securities of the Company as at 13 March 2019 are set out in the Statistics on Shareholdings section of this Annual Report.