

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the 38th Annual General Meeting of Parkson Holdings Berhad (“38th AGM”) will be held virtually from the Broadcast Venue, Meeting Hall, Level 16, Lion Office Tower, No. 1 Jalan Nagasari, 50200 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 25 May 2022 at 10.30 am for the following purposes:

AGENDA

1. To receive the Audited Financial Statements for the 18-month financial period ended 31 December 2021 and the Reports of the Directors and Auditors thereon. **Note 1**
2. To approve the payment of Directors’ fees amounting to RM322,500 for the 18-month financial period ended 31 December 2021. **Resolution 1**
3. To approve the payment of Directors’ benefits of up to RM93,000 for the period commencing after the 38th AGM until the next annual general meeting of the Company. **Resolution 2**
4. To re-elect the following Directors who retire by rotation in accordance with Clause 110 of the Company’s Constitution and who being eligible, have offered themselves for re-election:
 - (i) Cik Zainab binti Dato’ Hj. Mohamed **Resolution 3**
 - (ii) Mr Liew Jee Min @ Chong Jee Min **Resolution 4**
 - (iii) Mr Ooi Kim Lai **Resolution 5**
5. To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
6. Special Business
To consider and, if thought fit, pass the following Ordinary Resolutions:
 - 6.1 Retention of Independent Non-Executive Director
“THAT Cik Zainab binti Dato’ Hj. Mohamed who has served as an independent non-executive Director of the Company for a cumulative period of more than 9 years, be and is hereby retained as an independent non-executive Director of the Company.” **Resolution 7**
 - 6.2 Authority to Directors to Issue and Allot Shares
“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approval of all relevant authorities being obtained, the Directors be and are hereby empowered to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.” **Resolution 8**
 - 6.3 Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions
“THAT approval be and is hereby given for the renewal of the mandate for the Company and its subsidiaries (collectively, the “Group”) to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group’s day-to-day operations as detailed in paragraph 3.3 and with those related parties as set out in paragraph 3.2 of the Circular to Shareholders of the Company dated 26 April 2022 (“Related Parties”), provided that such transactions are undertaken in the ordinary course of business and are on normal commercial terms which are consistent with the Group’s usual business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and **Resolution 9**

THAT authority conferred by this ordinary resolution will only continue to be in force until:

- (i) the conclusion of the next annual general meeting of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next annual general meeting of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the Shareholders of the Company in general meeting,

whichever is the earlier; and

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this ordinary resolution."

7. To transact any other business for which due notice shall have been given.

By Order of the Board

LIM KWEE PENG (MAICSA 7015250)
SSM PC No. 202008002981

CHOO YOON MAY (MAICSA 7044632)
SSM PC No. 202008002365

Secretaries

Kuala Lumpur
26 April 2022

Notes:

- *Proxy*
 - (i) *In respect of deposited securities, only Members whose names appear in the Record of Depositors on 19 May 2022 shall be eligible to participate at the Meeting.*
 - (ii) *A member entitled to participate and vote at the Meeting is entitled to appoint not more than 2 proxies to participate and vote instead of him. A proxy need not be a member of the Company.*
 - (iii) *If a member appoints 2 proxies, the proportion of his shareholdings represented by each proxy must be specified.*
 - (iv) *The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or the hand of an officer or attorney duly authorised.*
 - (v) *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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.*
 - (vi) *The instrument appointing a proxy shall be deposited at the Office of the Poll Administrator of the Company for the Meeting, SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting.*
 - (vii) *Completed Form of Proxy sent through facsimile transmission or any electronic or digital manner shall not be accepted.*
- *The 38th AGM will be conducted virtually through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities available on Securities Services e-Portal at <https://sshbsb.net.my/>. Please refer to the procedures provided in the Administrative Guide for the 38th AGM for registration, participation and remote voting via the RPV facilities.*

1. *Audited Financial Statements for the 18-month financial period ended 31 December 2021*

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. As such, this Agenda item is not a business which requires a resolution to be put to vote by Members.

2. *Resolution 2*

The benefits payable to the Directors of up to RM93,000 for the period commencing after the 38th AGM until the next annual general meeting of the Company comprise estimated meeting allowance in respect of Directors' attendance at Board and Board Committees meetings which have been scheduled and those unscheduled. The Board is of the view that it is just and equitable for the Directors to be paid the meeting allowance as and when incurred in discharging their responsibilities and rendering their services to the Company throughout the relevant period.

3. *Resolutions 3 to 5*

The following Directors ("Retiring Directors") retire in accordance with Clause 110 of the Company's Constitution and being eligible, have offered themselves for re-election:

- (i) Cik Zainab binti Dato' Hj. Mohamed*
- (ii) Mr Liew Jee Min @ Chong Jee Min*
- (iii) Mr Ooi Kim Lai*

The Nomination Committee ("NC") had reviewed the performance and contribution of each of the Retiring Directors and had also assessed the independence of Cik Zainab and Mr Chong, the independent non-executive Directors seeking re-election.

Based on the results of the annual assessment for the financial period ended 31 December 2021, the NC was satisfied with the performance of each of the Retiring Directors who had discharged his/her duties and responsibilities effectively at all times.

The NC was also satisfied that Cik Zainab and Mr Chong had maintained their independence in exercising independent judgement to act in the best interest of the Company in the financial period under review.

The Board had concurred with the NC's recommendation to seek Shareholders' approval for the re-election of the Retiring Directors.

The profiles of the Retiring Directors are set out on pages 7 and 8 of the 2021 Annual Report.

4. *Resolution 7*

The Board assisted by the NC, had assessed the independence of Cik Zainab binti Dato' Hj. Mohamed who has served on the Board as an independent non-executive Director of the Company for a cumulative period of more than 9 years, and had recommended that the approval of the Shareholders be sought to retain Cik Zainab as an independent non-executive Director with consideration that she possessed the following attributes necessary in discharging her role and functions as an independent non-executive Director of the Company:

- (i) Fulfils the criteria of an independent Director as defined in the Bursa Malaysia Securities Berhad Main Market Listing Requirements.*
- (ii) Has served on the Board for more than 9 years and therefore possesses greater insights and knowledge of the businesses, operations and growth strategies of the Group.*
- (iii) Challenges Management in an effective and constructive manner, providing a check and balance, and bringing independent voice and objective judgement to the Board and Board Committees deliberations.*
- (iv) Vast experience in audit and finance fields and as such could provide the Board and the Audit Committee with relevant audit and finance knowledge and advice when necessary.*
- (v) Exercises due care in all undertakings of the Group and carries out her professional duties in the interest of the Company and stakeholders.*

5. Resolution 8

This approval will allow the Company to procure the renewal of the general mandate (“General Mandate”) which will empower the Directors of the Company to issue and allot new shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company. The General Mandate, 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 will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions.

As at the date of this Notice, 55,000,000 new ordinary shares in the Company were issued and allotted by way of private placement pursuant to the mandate granted to the Directors at the last Annual General Meeting of the Company held on 25 November 2020. The total proceeds raised from the said private placement exercise which had been completed on 17 March 2022, was approximately RM9.58 million. The details and status of the utilisation of proceeds raised therefrom as at 31 March 2022 are as follows:

Purpose	Proposed Utilisation (RM Million)	Amount Utilised (RM Million)	Amount Unutilised (RM Million)
Working capital requirements of the Group	9.43	8.48	0.95
Expenses for private placement	0.15	0.19	*(0.04)
Total	9.58	8.67	0.91

Note:

* The actual expenses incurred for the private placement was higher than the estimated amount resulting in the difference of approximately RM0.04 million being adjusted from the amount earmarked for working capital of the Group.

6. Resolution 9

This approval will allow the Group to continue to enter into recurrent related party transactions of a revenue or trading nature with those Related Parties, which are necessary for the Group’s day-to-day operations undertaken in the ordinary course of business and are on normal commercial terms which are consistent with the Group’s usual business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

Details on the Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions are set out in the Circular to Shareholders dated 26 April 2022 which is made available at the Company’s website at www.lion.com.my/parkson-agm and Bursa Malaysia Securities Berhad at www.bursamalaysia.com.