



Notice of 24th Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting (“**24th AGM**”) of Parlo Berhad (“**Parlo**” or “**the Company**”) will be held on a fully virtual basis vide Securities Services e-Portal at <https://www.sshsb.net.my/login.aspx> with the Broadcast Venue located at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Monday, 28 June 2021 at 10:00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note 2)
2. To approve the payment of Directors’ fees payable to the Directors of the Company amounting to RM222,000 for the financial year ending 31 December 2021. (Resolution 1)
3. To approve the benefits payable to the Directors for the period from 29 June 2021 to the next AGM of the Company in year 2022, which comprise solely of meeting allowance of RM500/- per meeting for each Directors of the Company. (Resolution 2)
4. To re-elect Ms. Kok Shuh Min who is retiring in accordance with Clause 25.3 of the Company’s Constitution. (Please refer to Note 3)
5. To re-elect the following Directors who are retiring in accordance with Clause 25.2 of the Company’s Constitution, and being eligible, have offered themselves for re-election:-
 - (a) Mr. Ho Kok Wei; (Resolution 3)
 - (b) Mr. Ti Lian Seng; (Resolution 4)
 - (c) Encik MD Radzi bin Din; and (Resolution 5)
 - (d) Mr. Yong Kim Fui (Resolution 6)
6. To re-appoint Messrs. HLB AAC PLT (*formerly known as Morison AAC PLT*) as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to determine their remuneration. (Resolution 7)

As Special Business

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

7. **Ordinary Resolution**
- Authority to Issue Shares pursuant to the Companies Act 2016 (Resolution 8)

“**THAT**, subject always to the Companies Act 2016 (“**the Act**”), the Constitution of the Company and the approvals from Bursa Malaysia



Securities Berhad (“**Bursa Malaysia 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 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;

THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities;

AND 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.”

8. To transact any other ordinary business of which due notice has been given.

By Order of the Board

(duly signed)

CHUA SIEW CHUAN (SSM PC No. 201908002648) (MAICSA 0777689)
CHENG CHIA PING (SSM PC No. 202008000730) (MAICSA 1032514)
Company Secretaries

Kuala Lumpur
Date: 28 May 2021

Notes:

1. As a precautionary measure amid the outbreak of Coronavirus Disease (“**COVID-19**”) pandemic, Parlo shall conduct the 24th AGM as a fully virtual general meeting via the Remote Participation and Voting (“**RPV**”) facilities provided by SS E Solutions Sdn. Bhd. via its Securities Services e-Portal at <https://www.sshsb.net.my/login.aspx>.

The Broadcast Venue is strictly for the purpose of complying with Clause 21.4 of the Company's Constitution and Section 327(2) of the Act, which requires the Chairman of the meeting to be present at the main venue of the Meeting.

Shareholders **WILL NOT BE ALLOWED** to attend the 24th AGM in person at the Broadcast Venue on the day of the Meeting.

By utilising the RPV facilities at Securities Services e-Portal (prior registration as a User is required), shareholders are to remotely attend, participate, speak (by way of posing questions to the Board via real time submission of typed texts) and cast their votes at the 24th AGM. **Please refer to the Administrative Guide for procedures to utilise the RPV facilities and take note of Notes (2) to (9) below in order to participate remotely via RPV facilities.**



2. This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 (“**the Act**”) does not require a formal approval of the members for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
3. Ms. Kok Shuh Min who retires in accordance with Clause 25.3 of the Company's Constitution, has expressed her intention not to seek for re-election. Hence, Ms. Kok Shuh Min will retain office until the close of the 24th AGM of the Company.
4. In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 June 2021 (“**General Meeting Record of Depositors**”) shall be entitled to participate, speak and vote at this Meeting.
5. A member entitled to participate and vote at this Meeting is entitled to appoint any person as his proxy to participate and vote instead of him. A proxy appointed to participate, speak and vote at this Meeting shall have the same rights as the member to participate and speak at the Meeting.
6. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
7. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
8. For any corporation which is member, it may by a resolution of its Directors or other governing body, authorise such person(s) as it think to act as its representative(s) in accordance with Clause 22.8 of the Constitution of the Company. A notarised or certified copy of such resolution should be submitted to the registered office of the Company in hard copy or via facsimile at 03- 2094 9940/ 03- 2095 0292 or email to info@sshb.com.my.
9. Publication of Notice of 24th AGM and Proxy Form on corporate website

Pursuant to Section 320(2) of the Act, a copy of this Notice together with the proxy form are available at the corporate website of Parlo Berhad at <http://www.parlogroup.com/investor-relations.html>.
10. Appointment of Proxy(ies)

A member may obtain the proxy form for the 24th AGM vide Note (9) above or the Annual Report (hard copy) or Annual Report (electronic copy) released to Bursa Malaysia Securities Berhad.

Submission of Proxy Form in either hard copy form or electronic form

SS E Solutions Sdn. Bhd. (“**SSESB**”) has been appointed as the Poll Administrator for the 24th AGM of the Company.

The appointment of proxy(ies) may now be made either in hard copy form or by electronic form, and, shall be deposited at the Registered Office of the Company located at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time set for holding the 24th AGM or any adjournment thereof (i.e. on or before Saturday, 26 June 2021 at 10:00 a.m.):-



| Mode of Submission | Designated Address |
|------------------------|--|
| Hard copy | Securities Services (Holdings) Sdn. Bhd. Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur |
| Electronic appointment | (A) Vide Facsimile (Fax Number: +603-2094 9940 / +603-2095 0292); or |
| | (B) Vide designated email address of Poll Administrator: info@sshbs.com.my |
| | (C) Securities Services e-Portal Weblink: https://www.sshbs.net.my/login.aspx |
| | For either options (A) or (B), the Company may request any member to deposit original executed proxy form to the Registered Office of the Company before or on the day of 24th AGM for verification purpose. |

A member may call dedicated support line of the Poll Administrator, i.e. SSES at +603-2084 9169 for assistance/clarification on electronic appointment or any matters in relation to the submission of proxy forms/ appointment of corporate representative.

11. **Fully virtual 24th AGM - Remote Participation and Remote Voting only**

The Broadcast Venue is merely to comply with Section 327(2) of the Act and no member should be physically present at the Broadcast Venue. Members are urged to attend the 24th AGM of the Company remotely by first registering as a “User” at Securities Services e-Portal located at <https://www.sshbs.net.my/login.aspx> and thereafter proceed to utilise the remote participation and remote voting facilities provided in the said Portal.

Members who are unable to attend the 24th AGM are encouraged to appoint the Chairman of the Meeting vide the submission of proxy forms (with voting instructions) in order to enable your voting rights be duly exercised by the Chairman of the Meeting on your behalf.

Please refer to the Administrative Guide on the Conduct of a Fully Virtual 24th AGM for further details.

Explanatory Notes:-

1. **Resolutions 1 to 2**

Section 230(1) of the Act provides, amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders’ approval for the following payments to Directors at the 24th AGM in two (2) separate resolutions as below:-

- **Resolution 1** on payment of Directors’ fees to the Directors of the Company amounting to RM222,000 for the financial year ending 31 December 2021.
- **Resolution 2** on payment of Directors’ benefits i.e. the meeting allowance of RM500/- per meeting for each Director of the Company, for their attendance of meetings of the Company, be it Board Meeting, Board Committee Meetings, or AGM or extraordinary general meeting(s), if any. If approved by shareholders, this meeting allowance shall be applicable for the period from 29 June 2021 to the next AGM of the Company in year 2022.



2. **Resolution 7**

The Audit and Risk Management Committee (“**ARMC**”) having assessed the suitability, objectivity and independence of Messrs. HLB AAC PLT (*formerly known as Morison AAC PLT*), recommended the latter’s re-appointment as External Auditors of the Company to the Board for consideration. Upon review, the Board in turn would like to recommend the same to the shareholders for approval at the 24th AGM of the Company. The evaluation criteria adopted as well as the process of assessment by the ARMC and Board, respectively, have been duly elaborated in the Corporate Governance Report of the Company for the financial year ended 31 December 2020.

3. **Resolution 8**

The proposed resolution is for the purpose of seeking a renewal for the general mandate to empower the Directors of the Company pursuant to the Companies Act 2016, from the date of the 24th AGM, to issue and allot ordinary shares of not more than ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next Annual General Meeting of the Company. This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for 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.

As at the date of this Notice, the Company had placed out an aggregate number of 72,800,000 Parlo Shares (“**Placement Shares**”), raising a total gross proceeds of approximately RM29.85 million.