

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of MOBILIA HOLDINGS BERHAD ("the Company") will be conducted entirely through live streaming from the Meeting Venue at Lot 2782 GRN 92507 Jalan Kempas 1 Mukim Jalan Bakri 84200 Muar Johor on Monday, 30 May 2022 at 10.00 a.m. for the following purposes:

### AGENDA

#### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of Directors and Auditors thereon.
2. To approve the payment of Directors' fees and benefits up to RM 170,000 for the financial year ending 31 December 2022 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. (Ordinary Resolution 1)
3. To re-elect the following Directors who retire in accordance with Clause 95 of the Company's Constitution:
  - i. Datin Siah Li Mei (Ordinary Resolution 2)
  - ii. Tajul Arifin Bin Mohd Tahir (Ordinary Resolution 3)
4. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 4)

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution with or without any modifications as ordinary resolution:-

5. Authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016 (Ordinary Resolution 5)

"THAT, pursuant to Section 75 of the Companies Act 2016 ("the Act"), the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Securities on 16 April 2020, its subsequent letter dated 23 December 2021 on extension of implementation of the twenty percent (20%) General Mandate and approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors of the Company be hereby empowered pursuant to Section 75 of the Act to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued does not exceed twenty percent (20%) of the total number of the issued shares of the Company for the time being ("20% General Mandate"); AND THAT the Board of Directors are also empowered to obtain approval for the listing of and quotation for the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities which would be utilised before 31 December 2022 and thereafter, the 10% general mandate will be reinstated; AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company"

## **NOTICE OF ANNUAL GENERAL MEETING** **(Cont'd)**

6. Proposed amendments to the Constitution of the Company (Special Resolution 1)

“THAT the proposed amendments to the Constitution of the Company (“Proposed Amendments”) as set out in the Appendix 1 attached to the Annual Report 2021 be hereby approved AND THAT the Directors and/or the Secretary of the Company be hereby authorised to take all steps as are necessary and expedite in order to implement, finalise and give full effect to the Proposed Amendments.”

7. To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

NG MEI WAN  
(SSM Practicing Certificate No.: 201908000801) (MIA 28862)  
TAN HUI KHIM  
(SSM Practicing Certificate No.: 201908000859) (LS 0009936)  
Company Secretaries

Muar, Johor Darul Takzim  
29 April 2022

## NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

### NOTES:

#### 1. IMPORTANT NOTICE

The Meeting Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairman of the meeting to be present at the main venue of the meeting.

Shareholders/proxies/corporate representatives/attorneys **WILL NOT BE ALLOWED** to attend the Second Annual General Meeting in person at the Meeting Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “**participate**”) remotely at the Second Annual General Meeting via the Remote Participation and Voting facilities (“RPV”) provided by AI Smartual Learning Sdn Bhd (“**AI Smartual**”) via its website at [www.vpoll.com.my](http://www.vpoll.com.my) (“**VirtualeAGM**”). **Please follow the “Virtual eAGM User Guide” which are set out in the Administrative Guide of Second Annual General Meeting and take note of Note (6) below in order to participate remotely via RPV.**

2. Only depositors whose names appear in the Record of Depositors as at **23 May 2022** shall be regarded as shareholders and be entitled to attend, participate, speak and vote at the Second Annual General Meeting.
3. A shareholder 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 Act. There shall be no restriction as to the qualification of the proxy. A shareholder who has appointed a proxy or authorised representative or attorney at the Second Annual General Meeting via RPV must request his/her proxy to register himself/herself for RPV at [www.vpoll.com.my](http://www.vpoll.com.my) (“**VirtualeAGM**”). **Please follow the Procedures for RPV which are set out in the Administrative Guide of Second Annual General Meeting.**
4. Where a shareholder 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.
5. Where a shareholder 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. 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. Any alterations in the Proxy Form must be initialed by the shareholder.
7. In the event the shareholder(s) duly executes the proxy form but does not name any proxy, such shareholder(s) shall be deemed to have appointed the Chairman of the Meeting as his/her/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy, have been duly completed by the shareholder(s).
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 Aldpro Corporate Services Sdn. Bhd., Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Selangor not less than twenty-four (24) hours before the time appointed for holding the Second Annual General Meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of Second Annual General Meeting to vote by way of poll.

## **NOTICE OF ANNUAL GENERAL MEETING** (Cont'd)

### EXPLANATORY NOTES TO THE AGENDA

9. Item 1 of the Agenda  
Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

10. Item 2 of the Agenda - Ordinary Resolution 1

Directors' fees and benefits approved for the financial year ended 31 December 2021 was RM170,000. The Directors' fees and benefits proposed for the financial year ending 31 December 2022 are calculated based on the number of scheduled Board and Committee Meetings for year 2022 and assuming that all Non-Executive Directors will hold office until the conclusion of the next annual general meeting.

This resolution is to facilitate payment of Directors' fees and benefits on current financial year basis. In the event the Directors' fees and benefits proposed are insufficient (e.g. due to more meetings), approval will be sought at the next annual general meeting for additional fees and benefits to meet the shortfall.

11. Item 5 of the Agenda - Ordinary Resolution 5  
Proposed renewal of authority for Directors to Allot and Issue Shares pursuant to Section 75 of the Act

- (a) The proposed Ordinary Resolution no. 5, if passed, will grant a mandate ("20% General Mandate") empowering the Directors of the Company, from the date of the Second Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding twenty percent (20%) of the total number of the issued share of the Company for the time being for such purposes as they may deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting shall continue to be in full force until the conclusion of the next AGM of the Company.
- (b) The 20% General Mandate is pursuant to additional temporary relief measures due to COVID-19 pandemic issued by Bursa Securities on 16 April 2020 and its subsequent letter dated 23 December 2021 on extension of implementation of the twenty percent (20%) General Mandate. The temporary relief measures may be utilised until 31 December 2022, after that the 10% limit under rule 6.01 (1) of the ACE Market Listing Requirements of Bursa Securities will be reinstated. The Board of Directors is of the view that the 20% General Mandate is in the best interest of the Company and its shareholders due to unprecedented challenges from the COVID-19 impact, and the 20% General Mandate will enable the Company to raise higher fund more speedily during this challenging period to ensure sustainability of the Company's existing activities as well as funding for future investment activities.
- (c) The 20% General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions.
- (d) As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 22 June 2021.

## **NOTICE OF ANNUAL GENERAL MEETING** (Cont'd)

12. Item 6 of the Agenda – Special Resolution 1

Proposed amendments to the Constitution of the Company

The proposed Special Resolution 1, if passed, will provide flexibility and enhance administrative efficiency.

13. **ANNUAL REPORT**

The Annual Report for the financial year ended 31 December 2021 is now available at the Company's corporate website, <https://www.mobiliainternational.com>. Printed copy of the Annual Report shall be provided to the shareholders upon request soonest possible from the date of receipt of the request.

Shareholder who wish to receive the printed Annual Report may contact the Share Registrar, Aldpro Corporate Services Sdn. Bhd. [202101043817 (1444117-M)] at 03-7890 0638 or email your request to [admin@aldpro.com.my](mailto:admin@aldpro.com.my).

### **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

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

#### **DETAILS OF INDIVIDUAL WHO IS STANDING FOR ELECTION AS DIRECTOR**

No individual is seeking for election as a Director at the Second Annual General Meeting of the Company.

# NOTICE OF ANNUAL GENERAL MEETING

## (Cont'd)

### APPENDIX 1

#### DETAILS OF THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF MOBILIA HOLDINGS BERHAD

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The proposed amendments to the Constitution of the Company ("Proposed Amendments") are as follows:

| Clause No. | EXISTING CLAUSE                                                                                                                                                                                                                                                                                                                                                                                                                                                  | PROPOSED AMENDMENTS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5          | <p><b>Definitions</b></p> <p>ACE Market</p> <p>ACE Market of the Exchange or any other market of the Exchange on which the Company is listed at the relevant time.</p> <p>Listing Requirements</p> <p>The ACE Market Listing Requirements of the Exchange including any amendment that may be made from time to time, and all Practise Notes and Appendices that may be issued and enforced under or pursuant to the Listing Requirements from time to time.</p> | <p><b>Definitions</b></p> <p>ACE <b>or Main</b> Market</p> <p>ACE <b>or Main</b> Market of the Exchange or any other market of the Exchange on which the Company is listed at the relevant time.</p> <p>Listing Requirements</p> <p>The ACE <b>or Main</b> Market Listing Requirements of the Exchange including any amendment that may be made from time to time, and all Practice Notes and Appendices that may be issued and enforced under or pursuant to the Listing Requirements from time to time.</p> |
| 179        | <p><b>EFFECT OF THE LISTING REQUIREMENTS</b></p> <p>(7) For the purpose of this Constitution, unless the context otherwise requires, "Listing Requirements" means Bursa Malaysia Securities Berhad ACE Market Listing Requirements including any amendment to the Listing Requirements that may be made from time to time.</p>                                                                                                                                   | <p><b>EFFECT OF THE LISTING REQUIREMENTS</b></p> <p>(7) For the purpose of this Constitution, unless the context otherwise requires, "Listing Requirements" means Bursa Malaysia Securities Berhad ACE <b>or Main</b> Market Listing Requirements including any amendment to the Listing Requirements that may be made from time to time.</p>                                                                                                                                                                 |