

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Eighth Annual General Meeting ("**38th AGM**") of Pelikan International Corporation Berhad ("**the Company**") will be conducted fully virtual at the Broadcast Venue at Tricor Leadership Room, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia ("**Broadcast Venue**") on Wednesday, 24 June 2020 at 3:00 p.m. for the following purposes:

AGENDA

- Ordinary Business**
- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 15)*
 - To approve the payment of Directors' fees amounting to RM320,001 for the financial year ended 31 December 2019. *(Ordinary Resolution 1)*
 - To approve the payment of Directors' fees amounting to RM430,000 for the financial year ending 31 December 2020 and to be made payable on monthly basis; *(Ordinary Resolution 2)*
 - To approve an amount of up to RM62,500 as benefits payable to the Non-Executive Directors of the Company from 24 June 2020, being the date of the 38th AGM to the Thirty-Ninth Annual General Meeting of the Company in year 2021 pursuant to Section 230(1)(b) of the Companies Act 2016. *(Ordinary Resolution 3)*
 - To recommend the re-election of the following Directors who are retiring pursuant to Clause 107 of the Company's Constitution and being eligible, have each offered themselves for re-election:
 - Dato' Indera Syed Norulzaman bin Syed Kamarulzaman; *(Ordinary Resolution 4)*
 - Mr Lim Chee Hoong; *(Ordinary Resolution 5)*
 - Encik Ahmad Al Farouk bin Ahmad Kamal; *(Ordinary Resolution 6)*
 - Puan Najuuwa binti Sabli; *(Ordinary Resolution 7)*
 - Mr Fong Wai Leong; and *(Ordinary Resolution 8)*
 - Mr Kim Kenny. *(Ordinary Resolution 9)*
 - To re-appoint Messrs BDO PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to determine their remuneration. *(Ordinary Resolution 10)*

Special Business

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

7. Ordinary Resolution

Authority to Issue Shares pursuant to the Companies Act 2016

"**THAT** subject to the Companies Act 2016, the Constitution of the Company, and the approvals of Bursa Malaysia Securities Berhad and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company at any time to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided 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 (excluding Treasury Shares) for the time being **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.

AND THAT the Directors of the Company, whether solely or jointly, be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Malaysia Securities Berhad **AND** be hereby authorised to do all such acts and things including executing all relevant documents as he/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate." *(Ordinary Resolution 11)*

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC No. 201908002648)

TAN LOO EE (MAICSA 7063694) (SSM PC No. 201908002686)

Company Secretaries

Kuala Lumpur

21 May 2020

NOTES:

1. IMPORTANT NOTICE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 (including any amendment that may be made from time to time) which require the Chairperson of the meeting to be present at the main venue of the meeting.

2. Members/proxies **WILL NOT BE ALLOWED** to attend the 38th AGM in person at the Broadcast Venue on the day of the meeting.

3. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 38th AGM via the Remote Participation and Voting facilities ("**RPV**") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("**Tricor**") via its TIH Online website at <https://tth.online>. Please follow the Procedures for RPV provided in the Administrative Details for the 38th AGM and read the notes below in order to participate remotely via RPV.

4. A member who is entitled to attend and vote at the meeting via RPV is entitled to appoint at least one (1) proxy to attend and vote in his stead. Where a member appoints up to two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The 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 speak at the Meeting.

5. Members may submit questions to the Board prior to the 38th AGM via Tricor's TIH Online website at <https://tth.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Monday, 22 June 2020** at 3.00 p.m. or to use the query box to transmit questions to the Chairman/Board via RPV during live streaming.

6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SIDCA**") and the Company's Constitution, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds to which shares in the Company standing to the credit of the said account.

7. Where a member of the Company is an exempt authorised nominee as defined under the SIDCA and the Company's Constitution which holds Deposited Securities in the Company for multiple beneficial owners in one (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.

8. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 38th AGM via RPV must request his/her proxy to register himself/herself for RPV at TIH Online website at <https://tth.online>. Please follow the Procedures for RPV in the Administrative Details for the 38th AGM.

9. The appointment of a proxy may be made by electronic means or in a hard copy form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 38th AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

(i) By electronic form
The form of proxy can be electronically lodged with the Share Registrar of the Company via TIH Online website at <https://tth.online> (applicable to individual members only). Kindly refer to the Administrative Details on the procedures for electronic lodgement of form of proxy via TIH Online.

(ii) In hard copy form
In the case of an appointment made in hard copy form, the form of proxy must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

10. Please ensure ALL the particulars as required in the form of proxy are completed, signed and dated accordingly.

11. Last date and time for lodging the form of proxy is **Monday, 22 June 2020 at 3.00 p.m.**

12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 38th AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

13. A corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. The certificate of appointment should be executed in the following manner:

(i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.

(ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:

(a) at least two (2) authorised officers, of whom one shall be a director; or
(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

14. For the purpose of determining a member who shall be entitled to attend the 38th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Clause 77 of the Company's Constitution and Section 34(1) of the SIDCA to issue a General Meeting Record of Depositors as at **15 June 2020**. Only a depositor whose name appears therein shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote on his stead.

Audited Financial Statements for the financial year ended 31 December 2019

15. 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 for the Audited Financial Statements from the shareholders. Therefore, this agenda item is not put forward for voting.

Directors' fees and benefits payable

16. The Remuneration Committee ("**RC**") and the Board have reviewed the Directors' fees payable to the former and existing Non-Executive Directors amounting to RM320,001 and RM430,000 for the financial year ended 31 December 2019 and for the financial year ending 31 December 2020 ("**FYE 2020**") respectively.

The payment of Directors' fees for the FYE 2020, if approved by the shareholders, shall be payable on monthly basis in arrears. The RC and the Board have reviewed the benefits payable to the Non-Executive Directors for the period from 24 June 2020, being the date of the 38th AGM to the Thirty-Ninth Annual General Meeting of the Company in year 2021 pursuant to Section 230(1)(b) of the Companies Act 2016. The estimated total amount of the Directors' benefits is mainly on meeting allowance and it is calculated based on the estimated number of scheduled meetings to be held in the FYE 2020 and assuming that all Non-Executive Directors will hold office until the Thirty-Ninth Annual General Meeting of the Company.

Re-election of Directors

17. Clause 107 of the Company's Constitution states that the Directors shall have power at any time to appoint any Director either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not be increased beyond the maximum number hereinbefore prescribed. Any Director so appointed shall hold office until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.

All the retiring Directors have consented to their re-election, and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the relevant Nomination Committee and Board Meetings, where applicable.

Explanatory Notes to Special Business

18. Ordinary Resolution - Authority to Issue Shares pursuant to Companies Act 2016

The proposed adoption of the Ordinary Resolution is for the purpose of granting a renewed general mandate ("**General Mandate**") and empowering the Directors of the Company, pursuant to the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (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 general meeting, will expire at the conclusion of the next AGM of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).

The Company had been granted a general mandate by its shareholders at the Thirty-Seventh Annual General Meeting of the Company held on 23 May 2019 to issue and allot shares not exceeding ten per centum (10%) of the total number of issued shares of the Company (hereinafter referred to as the "**Previous General Mandate**").

Pursuant to previous General Mandate, the Company has undertaken a private placement exercise which had been completed on 12 September 2019 where 54,836,800 new ordinary shares had been issued at an issue price of RM0.39 per placement share. The total proceeds raised from the said private placement exercise was RM 21,386,352.

The details of utilisation of the proceeds from the abovementioned corporate exercise were as follows:

Details of Utilisation	Status of Utilisation	Amount Utilised	
		RM'000	RM'000
Working capital requirements	Fully utilised	11,246	-
Partial repayment of bank borrowings	Fully utilised	10,000	-
Estimated expenses in relation to the Private Placement	Fully utilised	140	-
Total		21,386	