



LGMS

LGMS BERHAD

Registration No. 202001039091 (1395412-W)

NOTICE OF 2ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2nd Annual General Meeting (“AGM”) of LGMS Berhad (“the Company”) will be held on a fully virtual basis through live streaming and online remote voting via the online meeting platform at <https://web.vote2u.my> (Domain registration number with MYNIC D6A471702) on **Monday, 26 June 2023 at 2.00 p.m.**, or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications the resolutions as set out in this notice:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' Report and Auditors' Report thereon. **(Please refer to Explanatory Notes)**
- To approve the payment of Directors' fees and benefits totalling RM208,500 for the financial year ended 31 December 2022. **RESOLUTION 1**
- To approve the payment of Directors' benefits up to an amount of RM28,000 for the financial year ending 31 December 2023 and up to the date of the 3rd AGM of the Company. **RESOLUTION 2**
- To re-elect Mr. Fong Choong Fook, who retires in accordance with Article 18.2 of the Company's Constitution and being eligible, has offered himself for re-election. **RESOLUTION 3**
- To re-elect Madam Goh Soon Sei, who retires in accordance with Article 18.2 of the Company's Constitution and being eligible, has offered herself for re-election. **RESOLUTION 4**
- To appoint Messrs Crowe Malaysia PLT as Auditors of the Company in place of the retiring auditors, Messrs Baker Tilly Monteiro Heng PLT and to authorise the Directors to fix their remuneration. **RESOLUTION 5**
(Please refer to Note 4)

AS SPECIAL BUSINESS

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

- AUTHORITY TO ALLOT AND ISSUE SHARES BY THE DIRECTORS UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
THAT subject always to the Companies Act, 2016 (“the Act”), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered, pursuant to Sections 75 and 76 of the Act, to allot and issue 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 to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority and shall continue to be in force until the conclusion of the next AGM of the Company.
THAT pursuant to Section 85 of the Act read together with Article 13.2 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act.
AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares. **RESOLUTION 6**
- To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

SIEW SUET WEI (MAICSA 7011254)

SSM Practising Certificate No. 202008001690

Company Secretaries

LIM YEN TENG (LS0010182)

SSM Practising Certificate No. 201908000028

Kuala Lumpur

Date: 29 May 2023

NOTES:

(A) Information for Shareholders/Proxies

- For the purpose of determining a member who shall be entitled to attend and vote at the 2nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 15.9 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (“SICDA”), to issue a General Meeting Record of Depositors as at 19 June 2023. Only a depositor whose name appears on the Record of Depositors as at 19 June 2023 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy but not more than two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the SICDA, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or signed by an officer or attorney so authorised.
- The duly completed and executed Proxy Form must be deposited at the Company's Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, Tricor 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 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Alternatively, the Proxy Form may also be lodged electronically via the Vote2U Online at <https://web.vote2u.my>. Kindly refer to the Administrative Guide for the 2nd AGM for further information on the electronic lodgement of proxy form.
- Pursuant to Rule 8.31A(1) of the Listing Requirements, voting at the AGM of the Company will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed respectively to conduct the polling and to verify the results of the poll.

EXPLANATORY NOTES ON ORDINARY BUSINESS

1. Audited Financial Statements for the financial year ended 31 December 2022

This Agenda item is meant for discussion only as under the provisions of Section 340(1)(a) of the Act, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.

2. Ordinary Resolutions No. 1 & 2: Payment of Directors' Fees & Benefits

Pursuant to Section 230(1) of the Act, the shareholders' approval is sought for the proposed payment of Directors' fees and benefits to the Non-Executive Directors.

Ordinary Resolution 1 is to seek shareholders' approval on the payment of Directors' fees and benefits to the Non-Executive Directors for the financial year ended 31 December 2022 which have been reviewed by the Remuneration Committee and the Board of Directors of the Company.

Ordinary Resolution 2 is to seek shareholders' approval on the payment of Directors' benefits to the Non-Executive Directors in respect of financial year ending 31 December 2023 and up to the date of the 3rd AGM of the Company which have been reviewed by the Remuneration Committee and the Board of Directors of the Company. The calculation of the benefits is in respect of meeting allowance and based on the estimated number of scheduled and/or special Board and Board Committees' meetings and on the assumption that the number of Non-Executive Directors in office remain the same during the financial year ending 31 December 2023. In the event that the proposed amount is insufficient (due to enlarged Board size and additional number of meetings), approval will be sought at the next AGM to meet the shortfall.

3. Ordinary Resolutions No. 3 and 4: Re-election of Directors

Article 18.2 of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

In determining the eligibility of the Directors due for retirement to stand for re-election at the forthcoming 2nd AGM, the Nomination Committee has assessed the retiring Directors and was satisfied with the outcome of the fit and proper assessment.

The Board approved the Nomination Committee's recommendation for the re-election of the retiring Directors pursuant to Article 18.2 of the Company's Constitution at the forthcoming 2nd AGM of the Company. During a Board Meeting, the retiring Directors have offered themselves for re-election, and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the forthcoming 2nd AGM.

The profiles of the Directors standing for re-election are set out in the Annual Report 2022 issued on 28 April 2023.

4. Ordinary Resolution No. 5: Appointment of Auditors

The Company had received a Notice of Nomination from a substantial shareholder of the Company for the appointment of Messrs Crowe Malaysia PLT as Auditor of the Company in place of Messrs Baker Tilly Monteiro Heng PLT who will be retiring as Auditor at the forthcoming 2nd AGM of the Company. A copy of the Notice of Nomination is annexed as Appendix A of this notice.

The Company has received Messrs Crowe Malaysia PLT's consent to act and the Board of Directors recommends the appointment of Messrs Crowe Malaysia PLT as the new Auditor of the Company.

5. Ordinary Resolution No. 6: Authority to allot and issue shares by the Directors under Sections 75 And 76 of the Act

The proposed Ordinary Resolution 6, if passed, will give authority to the Directors to allot and issue up to a maximum of ten per centum (10%) of the total number of issued shares of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

By voting in favour, the shareholders of the Company will waive their statutory pre-emptive rights and thus will allow the Directors to issue new shares to any person under the general mandate without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.

This new general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

STATEMENT ACCOMPANYING NOTICE OF 2ND ANNUAL GENERAL MEETING

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

1. Details of individual who are standing for election as Directors (excluding Directors standing for re-election)

There are no individuals who are standing for election as directors (excluding directors standing for a re-election).

2. General mandate for issue of securities in accordance with Rule 6.04(1) of the Listing Requirements

The Company will seek shareholders' approval on the general meeting for issue of securities in accordance with Rule 6.04(3) of the Listing Requirements. Please refer to the Proposed Ordinary Resolution 6 as stated in Notice of 2nd AGM of the Company for details.

28 April 2023

The Board of Directors
LGMS BERHAD
A-11-01 Empire Office Tower
Jalan SS16/1
47500 Subang Jaya
Selangor

Dear Sirs

NOTICE OF NOMINATION OF AUDITORS

I, Fong Choong Fook, being a shareholder of LGMS BERHAD, hereby give notice of my nomination of Messrs Crowe Malaysia PLT as auditors of the Company and its group of companies (Refer to Appendix I) in place of the retiring auditors, Messrs Baker Tilly Monteiro Heng PLT and of my intention to propose the following resolution as an Ordinary Resolution to be tabled at the Annual General Meeting of the Company:-

Ordinary Resolution

“That subject to the receipt of the consent to act as auditors, Messrs Crowe Malaysia PLT be and is hereby appointed as auditors of the Company for the financial year ending 31 December 2023 in place of the retiring auditors Messrs Baker Tilly Monteiro Heng PLT and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.”

Yours faithfully



Fong Choong Fook

List of Companies

- 1) LGMS Berhad
- 2) LE Global Services Sdn. Bhd.
- 3) LGMS Advanced Tech Sdn. Bhd.
- 4) Credence Defender Sdn. Bhd.
- 5) LGMS Academy Sdn. Bhd.
- 6) Applied Security Intelligence Sdn. Bhd.
- 7) TUV Austria Cybersecurity Lab Sdn. Bhd.



LGMS

LGMS BERHAD

(Registration No. 202001039091 (1395412-W))
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS FOR THE 2ND ANNUAL GENERAL MEETING (“AGM”)

Date	: Monday, 26 June 2023
Time	: 2.00 p.m.
Meeting Venue	: https://web.vote2u.my
Domain Registration Numbers with MYNIC	: D6A471702

The 2nd AGM of LGMS Berhad (“**LGMS**” or “**the Company**”) will be conducted virtually through live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities provided by Vote2U via online platform at <https://web.vote2u.my>.

Shareholders whose names appear on the Record of Depositors (“**ROD**”) as at **19 June 2023** shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Agmo Digital Solutions Sdn. Bhd. (“**AGMO**”) via its **Vote2U Online** website at <https://web.vote2u.my>.

PROCEDURES TO PARTICIPATE IN RPV

Please follow the procedure to participate in RPV as summarized below:

BEFORE AGM DAY

A: REGISTRATION

Individual Shareholders

	Description	Procedure
i.	Shareholders to register with Vote2U online	<p>The registration will open from the day of notice.</p> <ol style="list-style-type: none">Access website at https://web.vote2u.myClick “Sign Up” to sign up as a user.Read the ‘Privacy Policy’ and ‘Terms & Conditions’ and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ on a small box <input type="checkbox"/>. Then click “Next”.*Fill-in your details (Note: create your own password). Then click “Continue”.Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).Click “Submit” to complete the registrationYour registration will be verified and an email notification will be sent to you. Please check your email. <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>* Check if your email address is keyed in correctly. * Remember the password you have keyed-in.</p>

B: REGISTER PROXY**Individual Shareholder/Corporate Shareholder/Nominees Company**

	Description	Procedure
i.	Submit Form of Proxy (hardcopy)	<p>The closing time to submit your hardcopy Form of Proxy is on 24 June 2023, 2.00 p.m.</p> <p>a. *Fill-in details on the hardcopy Form of Proxy and ensure to provide the following information:</p> <ul style="list-style-type: none"> - MYKAD (for Malaysian)/Passport (for non-Malaysian) number of the Proxy - *Email address of the Proxy <p>b. Submit/Deposit the hardcopy Form of Proxy to 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, Malaysia 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, Malaysia.</p> <p><u>Note:</u> After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U Online.</p> <p>* Check the email address of Proxy is written down correctly.</p>

Shareholders who appoint Proxy(ies) to participate the virtual AGM must ensure that the hardcopy Form of Proxy is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

ON AGM DAY**A: WATCH LIVE STREAMING****Individual Shareholders & Proxies**

	Description	Procedure
i.	Login to virtual meeting portal - Vote2U Online & watch Live Streaming.	<p>The Vote2U online portal will open for log in starting from one (1) hour before the commencement of the AGM.</p> <p>a. Login with your email and password</p> <p>b. Select the General Meeting event (for example, "LGMS Berhad 2nd AGM").</p> <p>c. Check your details.</p> <p>d. Click "Watch Live" button to view the live streaming.</p>

B: ASK QUESTION**Individual Shareholders & Proxies**

	Description	Procedure
i.	Ask Question during AGM (real-time)	<p>Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <p>a. Click "Ask Question" button to post question(s).</p> <p>b. Type in your question and click "Submit".</p> <p>The Chairperson/Board of Directors will endeavor to respond to questions submitted by remote shareholders and proxies during the AGM.</p>

C: VOTING REMOTELY

Individual Shareholders & Proxies

	Description	Procedure
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <ol style="list-style-type: none">Click “Confirm Details & Start Voting”To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click “Next” to continue voting for all resolutions.To change your vote, click “Back” and select another voting choice.After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click “Confirm” to submit your vote. <p>[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]</p>

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this AGM.

Enquiry

- For enquiries relating to the general meeting, please contact our **Company Secretary** during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) at 03-22826331/7331.
- For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone Number: 03-7664 8520/03-7664 8521

Email: vote2u@agmostudio.com