

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 60<sup>th</sup> Annual General Meeting of the Company will be conducted on a virtual basis from its Broadcast Venue at the Auditorium, 3A Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 6 September 2023 at 10.00 a.m. or at any adjournment thereof, for the passing of the following resolutions, with or without modifications:-

## AGENDA

### As Ordinary Business:-

1. To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note A)*
2. To approve the payment of Directors' fees of up to RM564,000 for the period from 6 September 2023 until the conclusion of the next Annual General Meeting ("**AGM**") of the Company in 2024. *(Please refer to Explanatory Note B)* **Resolution 1**
3. To approve the payment of Directors' benefits of up to RM168,000 for the period from 6 September 2023 until the conclusion of the next AGM of the Company in 2024. *(Please refer to Explanatory Note B)* **Resolution 2**
4. To re-elect the following Directors, who retire in accordance with Article 27.1 of the Company's Constitution:-
  - (a) Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai; and **Resolution 3**
  - (b) Mr. Chin Jit Pyng. **Resolution 4***(Please refer to Explanatory Note C)*
5. To re-elect the following Directors, who retire in accordance with Article 27.5 of the Company's Constitution:-
  - (a) Mr. Tan Sik Eek; and **Resolution 5**
  - (b) Mr. Yong Ket Inn. **Resolution 6***(Please refer to Explanatory Note C)*
6. To re-appoint Ernst & Young PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **Resolution 7**

### As Special Business:-

To consider and if thought fit, to pass the following Resolutions:-

7. **Ordinary Resolution** **Resolution 8**  
**Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("**the Act**"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other governmental and/or regulatory authorities, 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 to be 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; AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company;

AND FURTHER THAT in connection with the above, pursuant to Section 85 of the Act to be read together Article 5.5 of the Constitution of the Company, approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the shareholders and empowered the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act, without offering them to the existing members to maintain their relative voting and distribution rights and such new shares shall rank *pari passu* in all respects with the existing class of ordinary shares."

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### 8. Ordinary Resolution

Resolution 9

#### Proposed Authority for Purchase of Own Shares by the Company

“THAT subject to the Companies Act 2016 (“the Act”), the rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution and the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, the Directors of the Company be and are hereby unconditionally and generally authorised to make purchases of ordinary shares in the Company’s total number of issued shares through Bursa Securities subject further to the following:-

- (a) the maximum number of shares which may be purchased by the Company shall be equivalent to ten per centum (10%) of the total number of issued shares of the Company for the time being, quoted on Bursa Securities;
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the audited retained profits of the Company as at 31 March 2023;
- (c) the authority conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next Annual General Meeting (“AGM”) of the Company (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next AGM is required by law to be held, whichever occurs first) but not so as to prejudice the completion of purchase(s) by the Company or any person before the aforesaid expiry date and, in any event, in accordance with the MMLR of Bursa Securities or any other relevant authorities;
- (d) upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with by the Directors in any manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the MMLR of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps and do all such acts (including the execution of any relevant documents) as are necessary or expedient to implement or to give effect to the aforesaid authorisation.”

### 9. Ordinary Resolution

Resolution 10

#### Proposed Renewal of Authority to Issue and Allot Shares in the Company in Relation to the Dividend Reinvestment Plan

“THAT pursuant to the Dividend Reinvestment Plan (“DRP”) approved by the shareholders of the Company at the Annual General Meeting (“AGM”) held on 7 September 2022, approval be and is hereby given to the Company to issue and allot such number of new ordinary shares in the Company (“SymLife Shares”) pursuant to the DRP and such authority shall remain in force until the conclusion of the next AGM of the Company, upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and in the best interest of the Company PROVIDED THAT the issue price of the said new SymLife Shares shall be fixed by the Directors at not more than ten per centum (10%) discount to the adjusted five (5)-day volume weighted average market price (“VWAP”) of SymLife Shares immediately prior to the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

AND THAT the Directors and the Secretaries of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, as they, in their absolute discretion, deem fit and in the best interest of the Company.”

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

### BY ORDER OF THE BOARD

**Alan Chan Chee Ming** (LS 0009838) (SSM PC No. 201908003846)  
**Soo Yin Kheng** (MAICSA 7020973) (SSM PC No. 201908003971)  
Secretaries

31 July 2023  
Selangor Darul Ehsan

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## Notes:-

1. The 60<sup>th</sup> Annual General Meeting (“**AGM**”) of the Company (“**the Meeting**”) will be conducted on a virtual basis via live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) Facilities provided by InsHub Sdn. Bhd. at <https://rebrand.ly/SymphonyLife-AGM>.  
  
**Please read and follow the procedures as set out in the Administrative Guide in order to register, participate and vote remotely via RPV Facilities.**
2. The Broadcast Venue of the 60<sup>th</sup> AGM 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. Shareholders **WILL NOT BE ALLOWED** to attend the 60<sup>th</sup> AGM in person at the Broadcast Venue on the day of the Meeting.
3. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
4. In the event a member duly executes the Form of Proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the Meeting as his/her proxy. We strongly encourage all shareholders to appoint the Chairman of the Meeting as their proxy and indicate the voting instructions in the instrument appointing a proxy (Form of Proxy).
5. A member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at the Meeting who shall represent all the shares held by such member.
6. A member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the same Meeting. Where a member appoints two (2) proxies, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding in respect of which each proxy shall represent him/her.
7. Where a member is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, 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. The appointment of more than one (1) proxy in respect of any particular Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
8. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing, or if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised. Such duly executed instrument appointing a proxy must either be deposited at the office of the Company’s Poll Administrator, ShareWorks Sdn. Bhd. at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or via e-mail at [ir@shareworks.com.my](mailto:ir@shareworks.com.my), not less than twenty-four (24) hours before the time appointed for holding the Meeting or any adjournment thereof.
9. The lodging of the Form of Proxy does not preclude a member from attending and voting via the RPV at the Meeting should the member subsequently decide to do so.
10. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors (“**ROD**”) as at 29 August 2023. Only a depositor whose name appears on the ROD as at 29 August 2023 shall be entitled to attend the said Meeting or appoint proxy(ies) to attend and/or vote on such depositor’s behalf.

## Explanatory Note A

This 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 shareholders for the Audited Financial Statements. Hence, this agenda is not put forward for voting.

## Explanatory Note B

Pursuant to Section 230(1) of the Act, the proposed Directors’ fees and benefits (“**Remuneration**”) for Non-Executive Directors (“**NEDs**”) for the period from 6 September 2023 until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company to be held in 2024, shall be approved by the shareholders at the general meeting.

The payment of Directors’ benefits to the NEDs comprises mainly of meeting allowances for Board and Board Committees, personal accident insurance, hospitalisation and surgical insurance and such other benefits which have been/may be approved by the Board of Directors (“**Board**”). The proposed resolutions, if passed, will allow payment of Remuneration to the NEDs as and when incurred. In the event the proposed Remuneration is insufficient (due to enlarged Board size), approval will be sought at the next AGM.

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## ***Explanatory Note C***

The Board through the Nominating Committee had undertaken an annual assessment on all the Directors. Tan Sri Dato' Seri Tan King Tai @ Tan Khoo Hai and Mr. Chin Jit Pyng are seeking for re-election pursuant to Article 27.1 of the Company's Constitution, whereas Mr. Tan Sik Eek and Mr. Yong Ket Inn are seeking for re-election pursuant to Article 27.5 of the Company's Constitution at the forthcoming AGM.

The Board and the Nominating Committee are satisfied with their performance assessment, of which the performance indicators include their meeting attendances, their interactive contributions, understanding of their roles and responsibilities and quality of their input. The profiles of the Directors standing for re-election are set out in this Annual Report.

## ***Explanatory Notes on Special Business***

### **Resolution 8 – Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act**

The resolution, if passed, will give the Directors of the Company, from the date of the above AGM, authority to issue and allot shares of the Company at any time up to an aggregate amount not exceeding ten per centum (10%) of the total number of issued shares of the Company, for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company. With the renewal of this authority, the Directors of the Company would be able to raise funds from the equity market at a shorter period of time and any delay arising from and the cost involved in convening an extraordinary general meeting to approve such issuance of shares would be eliminated.

The authority will provide flexibility to the Company for any possible fund-raising activities, but not limited to placement of shares for the purpose of funding current and/or future investment project(s), working capital and/or acquisitions or strategic opportunities involving equity deals, which may require the allotment and issuance of new shares.

If the proposed resolution is passed, the pre-emptive rights pursuant to Section 85 of the Act and Article 5.5 of the Constitution conferred on shareholders of the Company would be deemed waived.

As at the date of this Notice, no new shares in the Company were issued pursuant to the authority granted to the Directors at the last AGM of the Company held on 7 September 2022 and accordingly, no proceeds were raised.

### **Resolution 9 – Proposed Authority for Purchase of Own Shares by the Company**

The resolution, if passed, will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the total number of issued shares of the Company for the time being, quoted on Bursa Malaysia Securities Berhad, by utilising the funds allocated which shall not exceed the audited retained profits of the Company. Further information on the Proposed Authority for Purchase of Own Shares by the Company is set out in the Statement to Shareholders dated 31 July 2023.

### **Resolution 10 – Proposed Renewal of Authority to Issue and Allot Shares in the Company in Relation to the Dividend Reinvestment Plan**

The resolution, if passed, will renew the authority granted by the shareholders at the AGM held on 7 September 2022 to continue to empower the Directors to issue and allot ordinary shares in the Company in respect of any dividends to be declared, if any, under the Dividend Reinvestment Plan that provides the shareholders of the Company with the option to elect to reinvest their cash dividend entitlements in ordinary shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM in 2024.