



**SYMPHONY LIFE BERHAD**

(Registration No. 196401000264) (5572-H)  
(Incorporated in Malaysia)

**ADDENDUM TO THE NOTICE OF 58<sup>TH</sup> ANNUAL GENERAL MEETING ("58<sup>th</sup> AGM") AND FORM OF PROXY**

**TO : THE SHAREHOLDERS OF SYMPHONY LIFE BERHAD**

Dear Sirs/Madam,

Reference is made to the Notice of 58<sup>th</sup> AGM and Form of Proxy contained in the Company's Annual Report 2021, which was submitted to Bursa Malaysia Securities Berhad via Bursa Link on 30 August 2021 and the Notification Card was dispatched to you on 30 August 2021. On behalf of the Board of Directors, we wish to revise the Notice of 58<sup>th</sup> AGM and Form of Proxy as follows:-

**AGENDA**

**As Ordinary Business:-**

1. To include the following Ordinary Resolutions:-
  - (a) To re-elect Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai, the Director who retires in accordance with Article 27.5 of the Company's Constitution;
  - (b) To re-elect Dato' Chua Heok Wee, the Director who retires in accordance with Article 27.5 of the Company's Constitution; and
  - (c) To re-elect Mr. Teh Eng Aun, the Director who retires in accordance with Article 27.5 of the Company's Constitution.
2. To withdraw the following Ordinary Resolutions:-
  - (a) To re-elect Ms. Ng Ying Yiing, the Director who retires in accordance with Article 27.5 of the Company's Constitution; and
  - (b) To re-elect Mr. Loi Chee Fong, the Director who retires in accordance with Article 27.5 of the Company's Constitution.
3. To insert the Directors' Profiles of Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai, Dato' Chua Heok Wee and Mr. Teh Eng Aun in the Notice of 58<sup>th</sup> AGM as per "Appendix A".

Your attention, in particular, is drawn to the revised Notice of 58<sup>th</sup> AGM and revised Form of Proxy as enclosed. Please be guided accordingly.

**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

13 September 2021  
Selangor Darul Ehsan

## **TAN SRI DATO' SERI TAN KING TAI @ TAN KHOON HAI**

Non-Independent Non-Executive Director

Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai (**“Tan Sri Tan”**), a Malaysian, aged 66, was appointed to the Board on 2 September 2021. He graduated from Bolton University in Business Management majoring in Accounting. He further obtained his Honorary Doctorate in Industry by Public University from University Sains Malaysia. He is a member of the Institute of Certified Public Accountants, Ireland and fellow member of Malaysian Association of Company Secretaries.

Tan Sri Tan has over 40 years of working experience in the fields of auditing, accounting and corporate finance. He joined SWS Capital Berhad as an Executive Director on 30 November 2003 and resigned on 26 October 2010. He was subsequently appointed as the Deputy Executive Chairman on 23 December 2015 and re-designated as Executive Chairman on 16 November 2016. On 2 February 2021, he was re-designated as Non-Executive Chairman of SWS Capital Berhad.

Tan Sri Tan had in the past served on the Board of a few public listed companies, namely Eka Noodles Berhad, Pensonic Holdings Berhad, Unimech Group Berhad and Denko Industrial Corporation Berhad. He is currently the Finance Director of Muar Ban Lee Group Berhad and also sits on the Board of several private limited companies.

## **DATO' CHUA HEOK WEE**

Non-Independent Executive Director

Dato' Chua Heok Wee (**“Dato' Chua”**), a Malaysian, aged 48, was appointed to the Board on 2 September 2021. He graduated from Technical College.

Dato' Chua has more than 21 years' experience in the design and manufacture of oil seed expellers, ancillary machinery and spare parts. He steered Muar Ban Lee Group Berhad (**“MBLGB”**) from a small-scale manufacturer to be one of the major manufacturers of oil seed expellers in Malaysia and overseas.

Dato' Chua, the Managing Director of MBLGB, is responsible for the overall business planning, marketing, product development and brand building of MBLGB. He has also participated in many international metal product trade fair and exhibitions held overseas and locally.

Dato' Chua has also served as the Independent Non-Executive Director of SWS Capital Berhad from 23 December 2015 up to 6 January 2021.

## **MR. TEH ENG AUN**

Independent Non-Executive Director

Mr. Teh Eng Aun ("**Mr. Teh**"), a Malaysian, aged 70, graduated with a Bachelor of Commerce from the University of Newcastle, New South Wales, Australia. He is a member of the Malaysian Institute of Accountants.

In 1981, Mr. Teh began his career as a Chartered Accountant in a public accounting firm. Subsequently, he joined a stock broking firm as a dealer's representative in 1996. He has more than 30 years of experience in corporate consultancy, financial management and auditing.

Mr. Teh had in the past served on the Board of Muar Ban Lee Group Berhad, Multi-Usage Holdings Berhad and Iqzan Holding Berhad, all public listed companies. He is currently the Senior Independent Non-Executive Director of Unimech Group Berhad and sits on the Board of several private limited companies. Mr. Teh is also a member of the Penang Chinese Chamber of Commerce.



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**REVISED NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 58<sup>th</sup> Annual General Meeting of the Company will be conducted on a fully virtual basis from its Broadcast Venue at 12<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 13 October 2021 at 9.30 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 2021 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 RM588,000 for the period from 13 October 2021 until the conclusion of the next Annual General Meeting ("**AGM**") of the Company in 2022. *(Please refer to Explanatory Note B)* **Resolution 1**
3. To approve the payment of Directors' benefits of RM200,000 for the period from 13 October 2021 until the conclusion of the next AGM of the Company in 2022. *(Please refer to Explanatory Note B)* **Resolution 2**
4. To re-elect Mr. Chin Jit Pyng, who retires in accordance with Article 27.1 of the Company's Constitution. *(Please refer to Explanatory Note C)* **Resolution 3**
5. To re-elect the following Directors, who retire in accordance with Article 27.5 of the Company's Constitution:-
  - (a) Mr. Soon Wing Chong; **Resolution 4**
  - (b) Mr. Teo Chiah Chyi; **Resolution 5**
  - (c) Tan Sri Dato' Seri Tan King Tai @ Tan Khooon Hai; **Resolution 6**
  - (d) Dato' Chua Heok Wee; and **Resolution 7**
  - (e) Mr. Teh Eng Aun. **Resolution 8**

Ms. Wong Ping Eng, who also retires in accordance with Article 27.5 of the Company's Constitution, has expressed her intention not to seek re-election. Hence, she will retain office until the close of the 58<sup>th</sup> AGM.

*(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 9**

**As Special Business:-**

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

**7. Ordinary Resolution**

**Resolution 10**

**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 twenty per centum (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2021 as empowered by Bursa Securities pursuant to Bursa Malaysia Berhad's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers, and thereafter ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the Bursa Securities Main Market Listing Requirements (hereinafter referred to as the "**General Mandate**");

AND 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 Securities;

AND FURTHER 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 AGM of the Company."

**8. Ordinary Resolution**

**Resolution 11**

**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 AGM held on 29 September 2020, 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."

9. 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

13 September 2021

Selangor Darul Ehsan

### Notes:-

1. The 58<sup>th</sup> AGM of the Company ("**the Meeting**") will be conducted on a fully virtual basis via live streaming and online remote voting using Remote Participation and Voting ("**RPV**") facilities provided by Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC – D6A357657).

**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 58<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 58<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/their 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/their shareholding in respect of which each proxy shall represent him/them.
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 Share Registrar, Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or by electronic means through Boardroom's website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, 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 6 October 2021. Only a depositor whose name appears on the ROD as at 6 October 2021 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 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 13 October 2021 until the conclusion of the next AGM of the Company to be held in 2022, shall be approved by the shareholders at the general meeting.

The payment of Directors' benefits to the NEDs comprise 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.

### ***Explanatory Note C***

The Board through the Nominating Committee had undertaken an annual assessment on the Directors, except for the newly appointed Directors. Mr. Chin Jit Pyng ("**Mr. Chin**") is seeking for re-election pursuant to Article 27.1 of the Company's Constitution, whereas Mr. Soon Wing Chong ("**Mr. Soon**"), Mr. Teo Chiah Chyi ("**Mr. Teo**"), Tan Sri Dato' Seri Tan King Tai @ Tan Khooon Hai ("**Tan Sri Tan**"), Dato' Chua Heok Wee ("**Dato' Chua**") and Mr. Teh Eng Aun ("**Mr. Teh**") are seeking for re-election pursuant to Article 27.5 of the Company's Constitution at the forthcoming AGM.

Ms. Wong Ping Eng, an Independent Non-Executive Director of the Company, who was appointed during the year and retires in accordance with Article 27.5 of the Company's Constitution, will not be seeking re-election and accordingly will retire at the conclusion of this 58<sup>th</sup> 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 Mr. Chin, Mr. Soon and Mr. Teo, who are standing for re-election, are set out in this Annual Report.

The profiles of Tan Sri Tan, Dato' Chua and Mr. Teh are as per "Appendix A" in the Addendum to the Notice of 58<sup>th</sup> AGM.

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

#### **Resolution 10 – 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 at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed – (i) twenty per centum (20%) of the total number of issued shares of the Company for the time being (for issuance and allotment until 31 December 2021 as empowered by Bursa Securities pursuant to Bursa Malaysia Berhad's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers) ("**20% General Mandate**"); and (ii) ten per centum (10%) of the total number of issued shares of the Company for the time being (for issuance and allotment after 31 December 2021 as stipulated under Paragraph 6.03(1) of the Bursa Malaysia Securities Berhad Main Market Listing Requirements) ("**10% General Mandate**").

Should the 20% General Mandate and/or 10% General Mandate be exercised, it will enable the Directors to take swift action in case of a need for corporate exercises or fund-raising activities or in the event business opportunities arise which involve the issuance of new shares and to avoid delay and cost in convening general meetings to approve such issuance of shares. The proceeds raised from the corporate exercises or fund-raising activities will be utilised for funding future investment projects, working capital and/or acquisitions.

As at the date of this Notice, the Company had utilised the previous renewal mandate by issuing a total of 21,136,600 new ordinary shares of RM0.63, representing not more than 10% of the total number of issued shares in the Company under a Private Placement exercise, pursuant to the authority granted to the Directors at the 57<sup>th</sup> AGM of the Company held on 29 September 2020 and accordingly, gross proceeds of up to approximately RM13.32 million was raised.

#### **Resolution 11 – 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 29 September 2020 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 2022.