

BESHOM HOLDINGS BERHAD

Registration No.: 202101001114 (1401412-A)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the 4th Annual General Meeting of the Company will be held at the Ballroom I, Level 2, The Federal Hotel Kuala Lumpur, No. 35, Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia on Thursday, 26 September 2024 at 11.30 a.m. to transact the following business: -

AGENDA

- To lay before the Meeting the Audited Financial Statements for the financial year ended 30 April 2024 and the Reports of the Directors and Auditors thereon.
Refer to Explanatory Note
 - To re-elect the following Directors who are retiring by rotation pursuant to Clause 119 of the Company's Constitution: -
 - Mr. Hew Von Kin **Resolution 1**
 - Professor Hajjah Ruhana Binti Harun **Resolution 2**
 - To re-elect the following Directors who are retiring pursuant to Clause 97 of the Company's Constitution: -
 - Ms. Foong Yein Fun **Resolution 3**
 - Dato' Lee Teck Hua **Resolution 4**
 - To approve the payment of Directors' fees amounting to RM143,443 for the financial year ended 30 April 2024. **Resolution 5**
 - To approve the payment of Directors' remuneration and benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM600,000 until the next Annual General Meeting of the Company. **Resolution 6**
 - To declare a final single tier dividend of 1.5 sen per ordinary share for the financial year ended 30 April 2024. **Resolution 7**
 - To re-appoint Messrs. KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**
- As Special Business: -**
- To consider and if thought fit, to pass the following ordinary resolutions: -

ORDINARY RESOLUTION I

- To authorise the allotment and issuance of shares pursuant to Sections 75 and 76 of the Companies Act, 2016 and waiver of pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 59 of the Company's Constitution** **Resolution 9**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 ("Act") and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit and in the interest of the Company, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being 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 Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT in connection with the above, pursuant to Section 85 of the Act read together with Clause 59 of the Constitution of the Company, approval be and is hereby given to the Company to waive the statutory pre-emptive rights conferred upon the shareholders of the Company and that the Board is exempted from the obligation to offer such New Shares first to the existing shareholders of the Company arising from any issuance of the New Shares pursuant to the Mandate."

ORDINARY RESOLUTION II

- Proposed Share Buy-Back by the Company** **Resolution 10**

"THAT subject to the rules, regulations and orders made pursuant to the Companies Act, 2016 ("the Act"), provisions of the Company's Constitution and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Board be and is hereby authorised to purchase the Company's shares ("BESHOM Shares") through Bursa Securities ("Proposed Share Buy-Back") subject to the following:-

- the maximum number of BESHOM Shares which may be purchased and/or held as treasury shares by the Company at any point in time pursuant to the Proposed Share Buy-Back shall not exceed ten percent (10%) of the total number of issued shares of the Company;
- the maximum fund to be allocated by the Company for the purpose of purchasing the BESHOM Shares shall not exceed the aggregate of the retained profits of the Company;
- the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at the conclusion of the next Annual General Meeting of the Company, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements of Bursa Securities or any other relevant authorities; and
- upon completion of the purchase(s) of the BESHOM Shares by the Company, the Board be and is hereby authorised to retain the BESHOM Shares so purchased as treasury shares, of which may be distributed as dividends to shareholders and/or re-sold on Bursa Securities and/or subsequently cancelled and in other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND that the Board be and is hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the BESHOM Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the 4th Annual General Meeting to be held on 26 September 2024, a final single tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 30 April 2024 will be paid on 28 November 2024. The entitlement date for the dividend payment is on 20 November 2024.

A Depositor shall qualify for the entitlement to the dividend only in respect of: -

- Securities transferred into the Depositor's Securities Account before 4.30 p.m. on 20 November 2024 in respect of transfers; and
- Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Cynthia Gloria Louis (SSM PC No. 201908003061) (MAICSA 7008306)

Chew Mei Ling (SSM PC No. 201908003178) (MAICSA 7019175)

Company Secretaries

Selangor Darul Ehsan
28 August 2024

Notes:

- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 19 September 2024 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 4th AGM.
- A member entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him save for a member who is an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 and holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies

which such member may appoint in respect of each omnibus account it holds. There shall be no restriction as to the qualification of the proxy and a proxy duly appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.

- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
- The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the 4th AGM or at any adjournment thereof, as follows:
 - In hard copy form** - The original instrument appointing a proxy ("Form of Proxy") must be deposited with KPMG Management & Risk Consulting Sdn. Bhd. at the Concourse, KPMG Tower, No.8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor, Malaysia.
 - By electronic means** - The Form of Proxy can also be lodged electronically through email to support_convneagm@kpmg.com.my or at <https://convneagm.my/beshomagm2024>. Please follow the procedures provided in the Administrative Guide of the 4th AGM for submission of the Form of Proxy electronically.
- If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our 4th AGM by yourself, please write in to support_convneagm@kpmg.com.my to revoke the earlier appointed proxy not less than forty-eight (48) hours before the meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM will be put to vote by way of poll.

Explanatory Notes to Ordinary and Special Business**Item 1 of the Agenda**

The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the audited financial statements. Hence, this item 1 of the Agenda is not put forward for voting.

Ordinary Resolutions 1, 2, 3 and 4

For proposed Ordinary Resolutions 1 and 2, in determining the eligibility of the Directors standing for re-election at the forthcoming 4th AGM pursuant to Clause 119 of the Company's Constitution, the Nominating Committee (NC) performed assessments on each of the retiring Directors based on the following criteria:

- Assessment on the performance of directors and effectiveness of the Board as a whole;
- Assessment on the performance of the members of the Board Committees;
- Assessment on the independence of the Independent Directors;
- Assessment on the fit and proper of the directors including any conflict of interest or potential conflict of interest situations, in line with the Directors' Fit and Proper Policy of the Company; and
- Assessment on the tenure of service of the Independent Directors and composition of the Board.

For the proposed Ordinary Resolutions 3 and 4, Ms. Foong Yein Fun and Dato' Lee Teck Hua are subject for retirement at the forthcoming 4th AGM pursuant to Clause 97 of the Company's Constitution, which states that "the Directors of the Company who were appointed during the year shall retire and shall be eligible for re-election subject to the approval of the shareholders at the forthcoming AGM of the Company".

The NC was satisfied with the performance of the retiring Directors in discharging their duties and responsibilities professionally and objectively in the best interest of the Company and shareholders. The retiring Directors have met the criteria of character, integrity, experience, competence and time commitment in discharging their roles in line with the Directors' Fit and Proper Policy of the Company. The retiring directors do not have any conflict of interest or potential conflict of interest with the Group. The Independent directors have complied with the independence criteria as set by the Bursa Malaysia and confirmed that they are able to exercise independent judgement under all circumstances.

Based on the above, the Board endorsed the NC's recommendation on re-election of the retiring directors.

Ordinary Resolution 5

Payment of the Directors' fees for the financial year ended 30 April 2024 amounting to RM143,443 will be made by the Company if the proposed Ordinary Resolution 5 is passed at the forthcoming Annual General Meeting.

Ordinary Resolution 6

The Directors' remuneration and benefits (excluding Directors' fees) comprises emoluments and other benefits payable to the Non-Executive Directors from 26 September 2024 until the next Annual General Meeting of the Company. For newly appointed Non-Executive Director, the Directors' remuneration and benefits (excluding Directors' fees) are payable from the date of appointment during the year. The remuneration and benefits are recommended to commensurate with the Directors' commitment, experiences and expertise for discharging their duties.

Description	Emoluments and other benefits
Fixed Allowance	Approximately RM35,000 per month in total
Meeting attendance allowance	RM1,000 to RM2,000 depends on the number of meeting(s) held on the same day
Board Committee Chairman / Member	RM12,000 to RM24,000 per annum
Other benefits	Group Medical & Personal Accident and Corporate Liability Insurance, training benefits, Employer's Statutory Contribution, ESOS and other benefits

Payment of the Directors' remuneration and benefits will be made by the Company as and when incurred if the proposed Ordinary Resolution 6 is passed.

Ordinary Resolution 8

The Board, through the Audit Committee had conducted assessment on the external auditors' performance and competency taken into consideration of the audit quality, resource capacity, independence and the 2023 Annual Transparency Report in terms of KPMG's governance and leadership structure, as well as the measures undertaken by the firm to uphold audit quality and manage risks. Having satisfied with the assessment of competency in its work and independence when carrying out its duties and responsibilities, the Board recommends the re-appointment of Messrs. KPMG PLT as Auditors of the Company and seek members' approval at the 4th AGM of the Company.

Ordinary Resolution 9 – Mandate to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 and waiver of pre-emptive rights

The Directors do not issue any new shares pursuant to the existing Mandate which will lapse at the conclusion of the 4th AGM.

The proposed resolution is to seek members' approval to issue new shares pursuant to Sections 75 and 76 of the Companies Act 2016. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. The authority will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placement of shares, funding for future investment project(s) and/or business expansion and/or working capital and/or acquisitions or the issuance of shares as a consideration for the acquisition of assets.

Ordinary Resolution 10 - Proposed Share Buy-Back by the Company

The Ordinary Resolution, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the total number of issued shares of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the next Annual General Meeting. For further information on the Proposed Share Buy-Back, please refer to the Share Buy-Back Statement dated 28 August 2024 accompanying the Annual Report 2024.

BESHOM

FORM OF PROXY

BESHOM HOLDINGS BERHADRegistration No.: 202101001114 (1401412-A)
(Incorporated in Malaysia)

CDS Account No.	
No. of ordinary shares held	

I/We _____

NRIC No. (New) _____ (Old) _____ / Company No. _____

of _____

email address _____ contact number _____

being a member / members of **BESHOM HOLDINGS BERHAD** hereby appoint the following person(s):-

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings (%)
*And/ or failing him/ her (delete as appropriate)			

For a member who is an exempt authorised nominee with omnibus account, please state the details of the proxies as above if more than two (2) on your letterhead and to attach the same to this Form of Proxy.

or failing him/her/them, THE CHAIRMAN OF THE MEETING, as my/our proxy/proxies, to vote for me/us on my/our behalf at the **4th Annual General Meeting** of the Company will be held on at Ballroom I, Level 2, The Federal Hotel Kuala Lumpur, No. 35, Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia on Thursday, 26 September 2024 at 11.30 a.m. and at any adjournment thereof in the manner as indicated below in respect of the following Resolutions:-

RESOLUTIONS		FOR	AGAINST
Resolution 1	Re-election of Mr. Hew Von Kin as a Director.		
Resolution 2	Re-election of Professor Hajjah Ruhanas Binti Harun as a Director.		
Resolution 3	Re-election of Ms. Foong Yein Fun as a Director.		
Resolution 4	Re-election of Dato' Lee Teck Hua as a Director.		
Resolution 5	Approval for the payment of Directors' fees for the financial year ended 30 April 2024.		
Resolution 6	Approval for the payment of Directors' remuneration and benefits (excluding Directors' fees) to the Non-Executive Directors until the next Annual General Meeting of the Company.		
Resolution 7	Declaration of a final single tier dividend of 1.5 sen per ordinary share.		
Resolution 8	Re-appointment of Messrs. KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.		
Resolution 9	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights.		
Resolution 10	Proposed Share Buy-Back by the Company.		

Please indicate with an "X" in the appropriate space how you wish your votes to be cast. If you do not indicate how you wish your proxy to vote on any Resolution, the proxy may vote or abstain from voting at his/her/their discretion.

Date: _____

Signature(s)/ Common Seal of Shareholders

Notes:

1. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 19 September 2024 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 4th AGM.
2. A member entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him save for a member who is an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 and holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which such member may appoint in respect of each omnibus account it holds. There shall be no restriction as to the qualification of the proxy and a proxy duly appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holding(s) to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
5. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding of the 4th AGM or at any adjournment thereof, as follows:
 - (i) **In hard copy form** - The original instrument appointing a proxy ("Form of Proxy") must be deposited with KPMG Management & Risk Consulting Sdn. Bhd. at the Concourse, KPMG Tower, No.8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor, Malaysia.
 - (ii) **By electronic means** - The Form of Proxy can also be lodged electronically through email to support_conveneagm@kpmg.com.my or at <https://conveneagm.my/beshomagm2024>. Please follow the procedures provided in the Administrative Guide of the 4th AGM for submission of the Form of Proxy electronically.
6. If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our 4th AGM by yourself, please write in to support_conveneagm@kpmg.com.my to revoke the earlier appointed proxy not less than forty-eight (48) hours before the meeting.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM will be put to vote by way of poll.

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B E S H O M

Beshom Holdings Berhad

Registration No. 202101001114 (1401412-A)

KPMG Management & Risk Consulting Sdn. Bhd.

Registration no. 198601000916 (150059-H)

Concourse, KPMG Tower,
No.8, First Avenue, Bandar Utama,
47800 Petaling Jaya,
Selangor, Malaysia

B E S H O M

THE BEST STARTS FROM HOME

BESHOM HOLDINGS BERHAD

Registration No. 202101001114 (1401412-A)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR 4th ANNUAL GENERAL MEETING (“4th AGM”)

Date and Day	:	26 September 2024 (Thursday)
Time	:	11:30 a.m.
Venue	:	Ballroom I, Level 2, The Federal Hotel Kuala Lumpur, No. 35, Jalan Bukit Bintang, 55100 Kuala Lumpur

Dear Shareholders of Beshom Holdings Berhad (“Beshom” or “the Company”)

Please find the guidance note below on the requirements and methods of participating in the 4th AGM of the Company.

Record of Depositors

For deposited securities, the Company will be requesting Bursa Malaysia Depository Sdn Bhd to issue 4th AGM Record of Depositors (“ROD”) as at 19 September 2024. Only members whose names appear in the ROD on 19 September 2024 shall be eligible to attend, vote and speak at the meeting or appoint proxy to attend and/or vote and/or speak on his/her behalf.

Registration on the day of AGM (26 September 2024)

- (i) Registration will commence at 8.30 a.m. at the entrance of Ballroom I, Level 2, The Federal Hotel and will remain open until the start of the AGM.
- (ii) Kindly present your original MyKad/Passport (for foreigners) at the registration counter for verification. Upon verification, you are required to sign on the Attendance list prepared by the registration staff.
- (iii) No person will be allowed to register on behalf of another person, even with the original MyKad/Passport of that person.
- (iv) You will also be given a coloured wristband. No person will be allowed to enter the meeting room without wearing the coloured wristband. There will be no replacement in the event that you lose or misplace the wristband.
- (v) The door to the Meeting Venue will be closed sharp at 11.30 a.m. and all attendees are encouraged to be punctual.

Form(s) of Proxy

If you are unable to attend the meeting and wish to appoint a proxy to attend and vote on your behalf, please submit the Form of Proxy in accordance with the notes and instructions printed herein.

The instrument appointing a proxy/proxies may be made via hardcopy or by electronic means 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 4th AGM** or adjourned AGM at which the person named in the appointment proposes to vote:

Form(s) of Proxy (continued)

- (i) In hardcopy – Duly completed proxy form must be deposited at KPMG Management & Risk Consulting Sdn. Bhd. at Concourse, KPMG Tower, No.8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor, Malaysia; or
- (ii) In electronic means – submit electronically through email to support_conveneagm@kpmg.com.my or at <https://conveneagm.my/beshomagm2024>, the ConveneAGM Meeting Platform, The steps to submit via ConveneAGM Meeting Platform are summarised below:
- Go to <https://conveneagm.my/beshomagm2024>
 - Select “Register as Shareholder”.
 - Fill out the form with the required information and select “Submit Registration”.
 - A confirmation will be displayed after a successful registration.
 - Check your registered email.
 - Open the email from AGM@Convene (agmaccounts@conveneagm.com).
 - Select “Verify Your Email”.
 - After the email verification, you will be redirected to create your own personalized password.
 - Sign in to <https://conveneagm.my/beshomagm2024>
 - Select “Fill Out Proxy Form”.

Should you have forgotten your password during signing into <https://conveneagm.my/beshomagm2024>, please follow the steps below:

- Click the “Reset Password” on the login screen.
- Please enter the email you registered for the meeting and system will send instructions on how to reset your password to your email address.
- Open the email from AGM@Convene (agmaccounts@conveneagm.com).
- Upon successfully resetting the password, you may proceed to sign in to <https://conveneagm.my/beshomagm2024>

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to attend the 4th AGM in person, please write in to support_conveneagm@kpmg.com.my to revoke the earlier appointed proxy(ies) forty-eight (48) hours before the AGM.

Poll Voting

1. All the resolutions as set out in the Notice of 4th AGM will be conducted by way of ePolling. Every member present in person or proxy or by attorney or other duly authorised representative shall have one (1) vote in respect of each share held by him / her.
2. The Company has appointed KPMG Management & Risk Consulting Sdn. Bhd. as the Poll Administrator to conduct the poll by way of ePolling. Polling will be opened for all resolutions at the start of the 4th AGM at 11:30 a.m. and will remain open until after the announcement of poll closure by the Chairman.
3. Please cast your vote for the relevant resolutions at ConveneAGM Meeting Platform through your smart phone. For attendees without a smartphone, please approach the Poll Administrators present inside the Meeting Venue to vote.
4. The poll results will be announced after the scrutineers have verified the poll results.

No Recording or Photography

Strictly No recording or photography of the 4th AGM proceedings are allowed.

Door Gifts

As a token of appreciation, each attendee will be given one (1) door gift upon registration as shareholder and one (1) door gift only for person who attends the meeting as a proxy or a proxy for multiple members. In the case of the attendee being a shareholder and also representing a proxy for member(s), the attendee will be given two (2) door gifts in total.

Parking

Parking is free at Plaza Low Yat car park – No 7, Off Jalan Bukit Bintang, Bukit Bintang Central, 55100 Kuala Lumpur using cashless system via Touch n Go card. You are required to validate your free parking with the Company at the entrance of the Ballroom I.

Pre-Meeting Submission Of Questions To The Board Of Directors

The shareholders may submit questions to the Company in advance via e-mail to ir@beshom.com prior to the AGM to transmit questions to Board of Directors no later than **11:30 a.m. on Tuesday, 24 September 2024.**

Enquiry

If you have any enquiries prior to the 4th AGM please contact the following:

- i) **Beshom Holdings Berhad**
General Line : 603-3342 3322
Fax No. : 603-3342 8285
Email : ir@beshom.com

Or

- ii) **KPMG Management & Risk Consulting Sdn. Bhd.**
Email : support_conveneagm@kpmg.com.my
Tel : 603-7721 7329
603-7721 7954
603-7721 7780

Or

- iii) **ConveneAGM Technical Support (Available 24/7)**
Tol Free No : 1 800 817 240
Email : support@conveneagm.com
Live Chat : <https://conveneagm.my/beshomagm2024>
(Click on the chat icon at the bottom right side of URL)

Personal Data Privacy

By registering for the participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.