



**ASIA POLY HOLDINGS BERHAD**  
(Registration No. 200301016756 (619176-A))  
(Incorporated in Malaysia)

## NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting of the Company will be held at the Conference Room of Asia Poly Industrial Sdn. Bhd., Lot 758, Jalan Haji Sirat, Mukim Kapar, 42100 Klang, Selangor Darul Ehsan on Thursday, 30 May 2024 at 10.00 a.m. or at any adjournment thereof for the following purposes:

### AS ORDINARY BUSINESS

- To receive the audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. (Please refer Explanatory Note (a)) (Ordinary Resolution 1)
- To approve the payment of Directors' Fees of RM500,000 in respect of the financial year ending 31 December 2024. (Ordinary Resolution 2)
- To approve the payment of Directors' Benefits to the Directors up to an amount of RM150,000 for the period commencing from 31 May 2024 until the next Annual General Meeting of the Company. (Ordinary Resolution 2)
- To re-elect Dato' Yeo Boon Leong, the Director who retires pursuant to Article 110 of the Company's Constitution and being eligible, offers himself for re-election. (Ordinary Resolution 3)
- To re-elect Mr. Tan Ban Tatt, the Director who retires pursuant to Article 110 of the Company's Constitution and being eligible, offers himself for re-election. (Ordinary Resolution 4)
- To re-appoint Messrs. Crowe Malaysia PLT (LLP0018817-LCA & AF1018) as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

### AS SPECIAL BUSINESS

- To consider and if thought fit, to pass the following resolution:
  - Authority to Directors to Allot and Issue Shares  
"THAT subject to Sections 75 and 76 of the Companies Act 2016, the Company's Constitution and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered to allot and issue shares in the Company, at any time, to such persons 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 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 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 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 pursuant to Section 85 of the Companies Act 2016 to be read together with Article 62 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares arising from the allotment and issuance of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 AND THAT the Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company." (Ordinary Resolution 6)
- To transact any other business of which due notice shall have been given.

### BY ORDER OF THE BOARD

HO MENG CHAN (MACS 00574)  
SSM PC No. 202008003175  
WU SIEW HONG (MAICSA 7039647)  
SSM PC No. 202008002457  
Secretaries

Petaling Jaya  
Selangor Darul Ehsan  
26 April 2024

### Notes: -

- A member of the Company entitled to attend, participate, speak and vote (collectively, "participate") at the meeting shall be entitled to appoint more than one (1) proxy to participate in his/her stead. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy may not be a member of the Company.
- The instrument appointing a proxy shall be in writing signed by the appointor or by his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
- Where a member of a Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which 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 the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy and the power of attorney or other authority duly authorised in writing or if such appointor is a Corporation, under its common seal or under the hand of an officer or attorney of the Corporation duly authorised, shall be deposited at the office of the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
- Depositors who appear in the Record of Depositors as at 23 May 2024 shall be regarded as Member of the Company entitled to participate at the Twenty-First Annual General Meeting or appoint a proxy or proxies to attend and vote on his/her behalf.

### EXPLANATORY NOTES

- This Agenda 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 item is not put forward for voting.
- Ordinary Resolution 1 – Directors' Fees payable**  
The Directors' Fees payable is computed based on the targeted Board size for the financial year ending 31 December 2024. In the event the proposed amount is insufficient, approval will be sought at the next Annual General Meeting for additional Directors' Fees to meet the shortfall.
- Ordinary Resolution 2 – Directors' Benefits payable**  
The proposed Directors' Benefit payable comprises allowances and other benefits.  
The total estimated amount of Directors' Benefits payable is calculated based on the estimated number of Board's and Board Committees' meetings for the period from 31 May 2024 until the next Annual General Meeting and the provision for other benefits (if any).  
In the event that the proposed Directors' Benefits payable is insufficient, approval will be sought at the next Annual General Meeting for additional Directors' Benefits to meet the shortfall.
- Ordinary Resolution 3 and Ordinary Resolution 4 – Retirement of Directors**  
Article 110 of the Company's Constitution states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each Annual General Meeting. All Directors shall retire from office at least once in three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he/she retires.  
Dato' Yeo Boon Leong and Mr. Tan Ban Tatt being eligible, have offered themselves for re-election at the Twenty-First Annual General Meeting. The Board is satisfied with the performance of the retiring Directors upon the assessment conducted by the Nomination Committee and hence, recommended their proposed re-election to be tabled for shareholders' approval at the Twenty-First Annual General Meeting. The information of their personal profiles is provided in the Company's Annual Report for the financial year ended 31 December 2023.
- Ordinary Resolution 6 – Authority to Directors to Allot and Issue Shares**  
The proposed Ordinary Resolution 6 is to seek a renewal of the general mandate for the authority to allot and issue of new ordinary shares which was approved by the shareholders at the Twentieth Annual General Meeting held on 26 May 2023. This general mandate will expire at the conclusion of the Twenty-First Annual General Meeting. As at the date of this Notice, no new shares in the Company were allotted and issued pursuant to this general mandate.  
The proposed Ordinary Resolution 6, if passed,
  - will empower the Directors pursuant to Sections 75 and 76 of the Companies Act 2016, from the conclusion of this Annual General Meeting, to allot and issue shares in the Company provided that the aggregate number of shares issued does not exceed ten per centum (10%) of the total number of issued share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company ("General Mandate"); and
  - shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Article 62 of the Company's Constitution and would allow the Directors of the Company to allot and issue new shares to any person under the General Mandate without having to offer the new shares to be issued to all existing shareholders of the Company prior to issuance which will result in a dilution to their shareholding percentage in the Company.The General Mandate would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. The General Mandate will provide flexibility to the Company for any possible fund raising activities for the purpose of funding future investment, working capital and/or acquisitions.