



**NOTICE OF 41ST ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Forty-First Annual General Meeting of the Company will be conducted on a virtual basis through live streaming from the Broadcast Venue at the Main Board Room, Level 10, Wisma Fiamma, No. 20, Jalan 7A/62A, Bandar Menjalara, 52200 Kuala Lumpur on Wednesday, 26 June 2024 at 9.30 a.m. for the following purposes:-

**AGENDA**

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial period ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note 11)**
- To approve the Directors' fees and benefits payable to Directors of the Company and its subsidiaries up to an aggregate amount of RM650,000.00 only for the period from 27 June 2024 and up to the date of the next Annual General Meeting ("AGM") of the Company, to be paid monthly in arrears. **Ordinary Resolution 1**
- To re-elect the following Directors who are retiring pursuant to Clause 95 of the Constitution of the Company and, being eligible, have offered themselves for re-election:-  
(i) Datuk Seri Chiau Beng Teik, JP **Ordinary Resolution 2**  
(ii) Mr Stefan Matthieu Lim Shing Yuan **Ordinary Resolution 3**
- To re-elect Mr Tan Chee Wee who is retiring pursuant to Clause 102 of the Constitution of the Company and, being eligible, has offered himself for re-election. **Ordinary Resolution 4**
- To appoint Messrs UHY as Auditors of the Company in place of the retiring Auditors, Messrs KPMG PLT 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 resolutions:-

**6. Authority under Section 76 of the Companies Act 2016 ("the Act") for the Directors to allot and issue shares**

"THAT pursuant to Section 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM 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, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT in connection with the above, pursuant to Section 85 of the Act and Clause 10 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of offered shares in proportion of their holding at such price and at such terms to be offered arising from issuance of new shares pursuant to this mandate by the Company.

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." **Ordinary Resolution 6**

**7. Proposed Renewal of Authority to the Company to Purchase its own Ordinary Shares ("Proposed Renewal of Share Buy-Back Authority")**

"THAT subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to utilise an amount not exceeding the audited retained profits of the Company to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:-

- the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time of the said purchase(s);
- the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company at the time of purchase; and
- the authority conferred by this resolution shall continue to be in force until:-
  - the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
  - the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders in general meeting.

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:-

- distribute the shares as share dividends to the shareholders; and/or
- resell the shares or any of the shares on Bursa Securities; and/or
- transfer the shares or any of the shares for the purposes of or under an employees' shares scheme; and/or
- transfer the shares or any of the shares as purchase consideration; and/or
- cancel all the ordinary shares so purchased; and/or
- sell, transfer or otherwise use the shares for such other purposes as allowed by the Act.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including executing all such documents as may be required) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revocations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time, or as the Directors may in their discretion deem necessary and to do all such acts and things as the said Directors may deem fit and expedient in the best interests of the Company." **Ordinary Resolution 7**

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

**BY ORDER OF THE BOARD**

**CHOW CHEW CHIN** (MIA 15198)  
**TAI YIT CHAN** (MAICSA 7009143)  
**TAN AI NING** (MAICSA 7015852)  
**LIM SENG KOON** (MAICSA 7073229)

Company Secretaries

Selangor Darul Ehsan

Date: 26 April 2024

**Notes:**

- The Forty-First AGM will be conducted on a virtual basis through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities which are available on Tricor's TIH online website at <https://tjh.online>. Please refer to the Administrative Guide of Forty-First AGM for Shareholders on the procedures to register, participate and vote remotely via the RPV facilities.
- The Broadcast Venue of the Forty-First AGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be present at the main venue of the meeting. No shareholders/proxies/corporate representatives will be allowed to attend the Forty-First AGM at the Broadcast Venue.
- Members may submit questions to the Board of Directors prior to the Forty-First AGM via Tricor's TIH Online website at <https://tjh.online> by selecting "e-Service" to login and submit questions electronically no later than 9.30 a.m. on Monday, 24 June 2024 or to use the query box to transmit questions to Board of Directors via RPV facilities during live streaming.

- A member of the Company 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.
- A member of the Company may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee 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 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 the corporation's seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at 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 of Tricor 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 adjourned meeting. Alternatively, the instrument appointing proxy may be electronically submitted to Tricor via TIH Online at <https://tjh.online>. Please refer to the Administrative Guide for further information on electronic submission of Proxy Forms.
- Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all the resolutions set out in the notice of the general meeting will be put to vote by way of poll.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 19 June 2024 and only a Depositor whose name appears in such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
- The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Act. Hence, this Agenda is not put forward for voting by shareholders of the Company.
- Explanatory Notes:-

**(i) Ordinary Resolution 1 on Directors' fees and benefits payable to Directors**

Payment of Directors' fees and benefits under Section 230(1) of the Act provides amongst others, that the Directors' fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting.

Details of the Directors' fees for the financial period ended 31 December 2023 is disclosed in the Corporate Governance Report 2023.

The proposed Directors' fees and benefits payable to the Directors of the Company and its subsidiaries for the period from 27 June 2024 and up to the date of next AGM are as follows:-

	Amount (RM)
Directors' fees	550,000
Benefits payable to the Directors	100,000
	650,000

In determining the estimated Directors' fees and benefits payable to the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees, current Board size and provisional sum as a contingency for future appointment of Directors on the Board.

Payment of Directors' fees will be made by the Company on a monthly basis, whereas the benefits will be paid as and when incurred. The Board is of the view that it is just and equitable for the Directors' fees to be paid on monthly basis when the Directors have discharged their responsibilities and rendered their services to the Company.

**(ii) Ordinary Resolutions 2, 3 and 4 on Re-election of Directors**

The profiles of the Directors who are standing for re-election as per Ordinary Resolutions 2, 3 and 4 are set out in the Board of Directors' profile of the Annual Report 2023.

The performance, contribution and effectiveness of the retiring Directors, namely Datuk Seri Chiau Beng Teik, JP, Mr Stefan Matthieu Lim Shing Yuan and Mr Tan Chee Wee (collectively "Retiring Directors") have been assessed by the Nomination Committee ("NC"). In addition, the NC has also conducted an assessment on the fitness and propriety of the Retiring Directors including the review of their fit and proper declarations and results of their background checks in accordance with the Fit & Proper Policy. The Retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election.

Based on the recommendation of NC, the Board endorsed the same, having been satisfied with performance as well as fitness and propriety of the Retiring Directors.

**(iii) Ordinary Resolution 5 - Appointment of Messrs UHY as the Auditors of the Company**

The Board of Directors is proposing to shareholders that Messrs UHY be appointed as the Auditors of the Company for the financial year ending 31 December 2024, in place of the retiring Auditors, Messrs KPMG PLT.

The Board of Directors would like to thank Messrs KPMG PLT for their diligence and dedications.

**(iv) Ordinary Resolution 6 - Authority pursuant to Section 76 of the Act for the Directors to Allot and Issue Shares**

The Company had, at the Fortieth AGM held on 23 February 2023, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 76 of the Act. As at the date of this notice, the Company had not issued any new shares pursuant to that mandate obtained.

The Ordinary Resolution 6 proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 76 of the Act. The Ordinary Resolution 6, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for purpose of working capital or provide funding for future investments or undertakings. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 10 of the Company's Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to the issuance of new shares in the Company under the general mandate.

At this juncture, there is no decision to issue new shares. 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.

**(v) Ordinary Resolution 7 - Proposed Renewal of Authority to the Company to Purchase its own Ordinary Shares**

The explanatory notes on Ordinary Resolution 7 are set out in the Statement to Shareholders dated 26 April 2024.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and completion of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.