

NOTICE OF 49TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Ninth Annual General Meeting of the Company will be held on a fully virtual basis through live streaming via remote participation and electronic voting (collectively referred hereinafter as Virtual AGM) on Wednesday, 23 June 2021 at 9.30 a.m. The Broadcast Venue for the Virtual AGM will be at Royale Chulan Kuala Lumpur, 5, Jalan Conlay, Kuala Lumpur, 50450 Kuala Lumpur Malaysia. The Virtual AGM will be conducted for the purpose of considering and if thought fit, passing the following resolutions:

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2020 and the Directors' Report and Auditors' Report thereon. | (Please refer to Note 1) |
| 2. To re-elect the following Directors who retire in accordance with Article 107 of the Company's Constitution and who being eligible, offer themselves for re-election:-
(a) Admiral Tan Sri Dato' Seri Ramlan Mohamed Ali (Retired)
(b) Tan Sri Dato' Wira Aziah Ali
(c) Dato' Maznah Abdul Jalil | Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3 |
| 3. To re-elect the following Directors, who were appointed as Directors after last year's Annual General Meeting (AGM) and retire in accordance with Article 100 of the Company's Constitution and who being eligible, offer themselves for re-election:-
(a) Datuk Norliza Abdul Rahim
(b) Dato' Sri Mohammed Shazalli Ramly
(c) Fahmy Ismail | Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6 |
| 4. To approve the payment of Directors' fees, Directors' benefits and meeting allowances to the Directors of the Company for the period from 24 June 2021 until the conclusion of the next AGM. | Ordinary Resolution 7 |
| 5. To re-appoint Messrs. Ernst & Young PLT, having consented to act as Auditors of the Company, to hold office until the conclusion of the next AGM and to authorise the Board of Directors to determine their remuneration. | Ordinary Resolution 8 |

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following Ordinary Resolutions:

(A) AUTHORITY TO ALLOT SHARES

"THAT subject always to the Companies Act 2016 ("Act") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to the Act, to allot shares in the Company at any time until the conclusion of the next AGM 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 20% 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 Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued. **Ordinary Resolution 9**

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 AGM."



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B) PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

- (i) **THAT** subject to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and are hereby given for the renewal of the mandate granted by the shareholders of the Company on 21 July 2020, authorising the Company and its subsidiaries ("Group") to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties as specified in Section 2.3 of the Circular to Shareholders dated 31 May 2021, PROVIDED THAT such transactions are necessary for the day to day operations and/or in the ordinary course of business of the Group and at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. **Ordinary Resolution 10**
- (ii) **THAT** such approval shall continue to be in force until:
- (a) the conclusion of the next AGM of the Company following the general meeting at which time it will lapse, unless by a resolution passed at the said AGM, the authority conferred by this resolution is renewed;
 - (b) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting;
- whichever is earlier.
- (iii) **AND THAT** the Directors of the Company and its subsidiaries be and are hereby authorised to complete and do all such acts and things (as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate as authorised by this Resolution."

7. To transact any other business of which due notice shall be given in accordance with Companies Act 2016 and the Company's Constitution.

By Order of the Board

ROZANA ISMAIL
(LS 0008847)
SSM Practicing Certificate No: 201908003365

SUZANA SANUDIN
(LS 0008028)
SSM Practicing Certificate No: 201908002589

Company Secretaries
Kuala Lumpur
31 May 2021

EXPLANATORY NOTES ON ORDINARY BUSINESSES**1. Note 1 – Audited Financial Statements**

The Audited Financial Statements laid at this meeting is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("Act") does not require the Audited Financial Statements to be formally approved by the shareholders. Hence, this matter will not be put forward for voting.

2. Resolutions 1, 2 and 3– Proposed Re-election of Directors in accordance with Article 107 of the Company's Constitution

Article 107 of the Company's Constitution provides amongst others that at least one-third of the Directors who are subject to retirement by rotation or, if their number is not three (3) or multiple of three (3), the number nearest to one-third shall retire from office provided always that all Directors shall retire from office once at least in every three (3) years and shall be eligible for re-election.

All Directors standing for re-election as Directors and being eligible, have offered themselves for re-election at the 49th AGM of the Company.

The following Directors are standing for re-election pursuant to Article 107 of the Company's Constitution.

- (a) Admiral Tan Sri Dato' Seri Ramlan Mohamed Ali (Retired)
- (b) Tan Sri Dato' Wira Aziah Ali
- (c) Dato' Maznah Abdul Jalil

The Board and the Nominating and Remuneration Committee ("NRC") have considered the performance and contribution of each Director and as such, the Board recommended for their re-election on the Board of the Company.

The profiles of the abovenamed Directors are stated in the Directors Profile of the Annual Report.

3. Resolutions 4, 5 and 6– Proposed Re-election of Directors in accordance with Article 100 of the Company's Constitution

Article 100 of the Company's Constitution provides amongst others that the Directors shall have power at any time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office until the next following Annual General Meeting ("AGM") and shall then be eligible for re-election.

All Directors standing for re-election as Directors and being eligible, have offered themselves for re-election.

The following directors are standing for re-election pursuant to Article 100 of the Company's Constitution.

- (a) Datuk Norliza Abdul Rahim
- (b) Dato' Sri Mohammed Shazalli Ramly
- (c) Fahmy Ismail

The profiles of the abovenamed Directors are stated in the Directors Profile of the Annual Report.

4. Resolution 7 – Directors' Remuneration

Section 230(1) of the Act stipulates amongst others, that the fees and benefits payable to the Directors of listed companies and its subsidiaries shall be approved at a general meeting.

In this respect, the Board had agreed that the shareholders' approval shall be sought at the Company's 49th AGM on the Directors' remuneration for the period from 24 June 2021 until the conclusion of the next AGM of the Company.

As regards the Directors' fee for its subsidiaries, approval will be sought at the respective companies' members' meeting and will not be consolidated at the Company's level.



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(a) Boustead Heavy Industries Corporation Berhad

		Directors' Fees (annual) (RM)	Meeting Allowance (per meeting) (RM)	Benefits in kind
Board of Directors	Chairman	90,000	2,000	<ul style="list-style-type: none"> • Company car (including petrol and toll charges) and a driver. • Group Hospitalisation Plan 1 with premium cost RM1,372.92 per year. • Outpatient limits and Dental be capped at RM6,500 per year. Entitlement for self only
	Non-Executive Director	75,000	1,000	
Audit Committee	Chairman	35,000	1,500	Nil
	Member	25,000	1,000	Nil
Other Board Committees	Chairman	5,000	1,500	Nil
	Member	3,000	1,000	Nil

(b) Subsidiaries of Boustead Heavy Industries Corporation Berhad

		Directors' Fees (annual) (RM)	Meeting Allowance (per meeting) (RM)
Board of Directors	Chairman	48,000	1,500
	Member	36,000	1,000

5. Resolution 8- Re-appointment of Auditors

The Board and Audit Committee have assessed the performance of Messrs. Ernst & Young PLT ("EY") and are satisfied with the quality of service rendered and the competency, independency, professionalism and sufficiency of resources provided to the Company. The Board at its meeting held on 28 May 2021 agreed to recommend to the shareholders of the Company to approve the re-appointment of EY as the Company's external auditors for the financial year 2021.

6. Resolution 9 - Authority for Directors to Allot Shares

The Proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot not more than 20% of the total number of issued shares of the Company (excluding treasury Shares) ("**20% General Mandate**"). The 20% General Mandate is pursuant to directive letter from Bursa Securities dated 16 April 2020 in relation to a temporary relief measures in view of the trying and challenging times due to the COVID-19

pandemic for listed issuer to seek a higher general mandate of not more than 20% of the total number of issued shares (excluding treasury shares) instead of 10%. The 20% general mandate, if approved by the shareholders, can be utilised by the Company to issue new securities until 31 December 2021. After that, the 10% limit under paragraph 6.13(1) of the Bursa Malaysia Securities Berhad Main Market Listing Requirements will be reinstated.

The Board is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders due to unprecedented challenges from the COVID-19 impact, and will enable the Company to raise higher fund more speedily during this challenging period to ensure sustainability of the Company's existing activities as well as giving flexibility to the Company for any possible fund raising activities for future business expansion and investment activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, repayment of bank borrowing and/or acquisitions.

This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next AGM.

As at the date of this Notice, no new shares were issued pursuant to the authority granted to the Directors at the 48th AGM held on 21 July 2020, the mandate of which will lapse at the conclusion of the 49th AGM to be held on 23 June 2021.

7. Resolution 10– Recurrent Related Party Transactions

Ordinary Resolution 10, if passed, will enable the Company and/or its Subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties as specified in Section 2.3 of the Circular to Shareholders dated 31 May 2021 PROVIDED THAT such transactions are necessary for the day to day operations and/or in the ordinary course of business of the Group and at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders.

Notes:

1. As part of the Company's initiatives to curb the spread of COVID-19, the 49th AGM will be conducted on a **fully virtual basis through live streaming and online remote voting** via Remote Participation and Voting (RPV) facilities. Both facilities are available on Tricor Investor & Issuing House Services Sdn Bhd's TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Notes for the AGM in order to register, participate and vote remotely via the RPV facilities.

Shareholders are to participate (including posing questions to the Board via real time submission of typed texts) and vote remotely at the 49th AGM via the RPV provided by Tricor via its TIIH Online website at <https://tiih.online>.

2. Please note that the Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman shall be at the main venue and Section 327(1) of the Companies Act 2016 allow a general meeting to be held at more than [1] venue using any technology or method that enables the Members of the Company to participate and exercise their rights to speak and vote at the general meeting. No shareholders/proxy(ies)/corporate representatives from the public to be physically present at or admitted to the RPV on the day of the meeting.
3. For the purpose of determining who shall be entitled to participate in the 49th AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the Record of Depositors as at 17 June 2021. Only members registered in the Record of Depositors shall be entitled to participate
4. A member of the Company entitled to participate in the AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
5. A member of the Company entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate at the AGM via RPV. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.



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6. Where a member of the Company is an authorised nominee as defined under the Securities Industry [Central Depositories] Act 1991 [Central Depositories Act], it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
7. 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
8. A member who has appointed a proxy or attorney or authorised representative to participate, speak and vote at the AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Notes for the AGM in order to register, participate and vote remotely via the RPV facilities.
9. The appointment of proxy may be made in a hardcopy form or by electronic means as follows:
 - (i) In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., 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 at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, no later than Monday, 21 June 2021 at 9.30 a.m.
 - (ii) By electronic form
The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Notes on the procedures for electronic lodgement of proxy form via TIIH Online.
10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., 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 at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
11. For a corporate member who has appointed a representative, please deposit the original certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., 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 at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
12. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Listing Requirements), all resolutions set out in the Notice of the 49th AGM will be put to the vote by poll.