



TOP BUILDERS CAPITAL BERHAD

(Formerly known as Ikhmas Jaya Group Berhad)

Registration No. 201301043050 (1072872-D)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of Top Builders Capital Berhad (formerly known as Ikhmas Jaya Group Berhad) (“**TBCB**” or the “**Company**”) which is scheduled to be held on a fully virtual basis via the online meeting platform <https://Dvote.my> provided by DVote Services Sdn Bhd from the broadcast venue at Lot 9-11, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur on Tuesday, 27 July 2021 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification the resolution as set out in this notice:

SPECIAL RESOLUTION

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“**THAT** subject to all approvals being obtained from the relevant authorities and/or parties, if applicable, and the confirmation by the High Court of Malaya pursuant to Section 116 of the Act, approval be and is hereby given for the Board Of Directors of TBCB (“**Board**”) to implement the Proposed Share Capital Reduction and reduce the share capital of the Company via the cancellation of RM150,000,000 of the issued share capital of the Company and that the credit arising from such share capital reduction shall be used to eliminate the accumulated losses of the Company;

THAT the remaining balance after the elimination of the accumulated losses of the Company pursuant to the Proposed Share Capital Reduction, if any, shall be credited to the retained earnings account of the Company, which may be utilised in such manner as the Board deems fit and in the best interest of the Company, as permitted by the relevant and applicable laws as well as the Constitution of the Company;

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Capital Reduction in the best interest of the Company with full power to assent to any conditions, variation, modifications, and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board.”

By Order of the Board,

TOP BUILDERS CAPITAL BERHAD

(Formerly known as Ikhmas Jaya Group Berhad)

CHONG VOON WAH (SSM PC No. 202008001343) (MAICSA 7055003)

THAI KIAN YAU (SSM PC No. 202008001515) (MIA 36921)

Company Secretaries

Kuala Lumpur, Malaysia

24 June 2021

Notes:

1. A member entitled to participate, speak and vote at the above meeting is entitled to appoint not more than two (2) proxies to participate, speak and vote instead of him save for a member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
2. 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 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 instrument appointing a proxy must be deposited at the office of the Poll Administrator, Dvote Services Sdn Bhd at Lot 9-7 Menara Sentral Vista, No. 150 Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur either personally, by post or by electronic mail to dvoteservice@gmail.com, not less than 24 hours before the time appointed for the taking of the poll.
6. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out above will be put to vote by way of poll.
7. The Form of Proxy is available for download from the Company’s website at <https://www.ikhmasjaya.com/investor-relations.html> or Bursa Malaysia Securities Berhad’s website at <https://www.bursamalaysia.com/>.

Members Entitled to Attend

8. For purposes of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 70 of the Company’s Constitution and Section 34(1) of the SICDA, to issue a General Meeting Record of Depositors as at 19 July 2021. Only a depositor whose name appears on the General Meeting Record of Depositors as at 19 July 2021 shall be entitled to participate, speak and vote at the said meeting or appoint a proxy(ies) on his behalf.



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**ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL
EXTRAORDINARY GENERAL MEETING**

EGM Date & Time : Tuesday, 27 July 2021 at 11.00am

Broadcast Venue : Lot 9-11 Menara Sentral Vista
No. 150 Jalan Sultan Abdul Samad
Brickfields, 50470 Kuala Lumpur

Meeting platform : Dvote Online at <https://Dvote.my>

Depository of Form of Proxy : Dvote Services Sdn. Bhd. ("**Dvote**")

Lot 9-7 Menara Sentral Vista,
No. 150 Jalan Sultan Abdul Samad,
Brickfields
50470 Kuala Lumpur

or

by electronic mail to dvoteservice@gmail.com

MODE OF MEETING

Due to the unprecedented circumstances arising from the measures that have been implemented nationally to limit the spread of the COVID-19, and in particular, the Government of Malaysia's official guidance for practising social distancing, the Company will conduct its forthcoming extraordinary general meeting entirely on a fully virtual basis through live streaming from the Broadcast Venue and online remote voting using the Remote Participation and Voting ("**RPV**") Facilities (collectively referred hereinafter as "**Virtual EGM**").

In line with the Malaysian Code on Corporate Governance Practice 13.3, conducting a Virtual EGM would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. With the RPV facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors ("**Board**") and/or Management of the Company) and vote at the Virtual EGM. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the Virtual EGM.

BROADCAST VENUE

Broadcast Venue is a place where the broadcasting is taking place to transmit or air the meeting online. Only essential individuals are permitted to be physically present at the Broadcast Venue, namely the Chairman of the general meeting, Directors, Auditors, Company Secretary, Management, and those involved in organising and conducting the virtual meeting, in accordance with the Securities Commission's Guidance Note. In this regard, shareholders, proxy(ies), and corporate representatives

will **not be allowed** to be physically present nor enter the Broadcast Venue. Shareholders or proxies who turn up at the Broadcast Venue would be requested to leave the venue politely.

ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

In respect of deposited securities, only shareholders whose names appear on the Record of Depositors as at 19 July 2021 shall be eligible to participate and vote remotely in the meeting, or appoint not more than 2 proxies to participate and vote on his/her behalf. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.

FORM(S) OF PROXY

Shareholders who are unable to participate in our Virtual EGM are encouraged to appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the Form(s) of Proxy.

Please take note that you must complete the Form(s) of Proxy for the EGM should you wish to appoint a proxy(ies).

Please ensure that the original Form(s) of Proxy is deposited at the office of the Poll Administrator not less than twenty-four (24) hours before the time appointed for holding the meeting at the following address or by electronic mail to dvoteservice@gmail.com:

Dvote Services Sdn Bhd

Lot 9-7 Menara Sentral Vista,
No. 150 Jalan Sultan Abdul Samad,
Brickfields,
50470 Kuala Lumpur

VOTING PROCEDURE

The voting at the Virtual EGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Company has appointed Dvote as Poll Administrator to conduct the poll by way of electronic voting or online remote voting ("**e-voting**").

Kindly refer to item (2) below of the Procedures for RPV Facilities for guidance on how to vote remotely from Dvote Online at <https://Dvote.my>.

During the Virtual EGM, the Chairman of the Meeting will invite the Poll Administrator to brief on the e-polling housekeeping rules. The voting session will commence as soon as the Chairman of the Meeting calls for the poll to be opened and until such time when the Chairman of the Meeting announces the closure of the poll.

For the purposes of the Virtual EGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

Upon the conclusion of the poll session, the scrutineers will verify the poll results followed by the declaration by the Chairman of the Meeting whether the resolutions put to vote were successfully carried or not.

Kindly follow the steps below on how to register, request for login ID and password:-

1. REMOTE PARTICIPATION AND E-VOTING FACILITIES

Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “**Participate**”) remotely at the Virtual EGM using RPV Facilities provided by Dvote via Dvote Online at <https://Dvote.my>. Please refer to Procedures for RPV Facilities.

2. PROCEDURES FOR RPV FACILITIES

Member(s)/proxy(ies)/corporate representative(s)/attorney(s) who wish to participate in the Virtual EGM remotely using the RPV Facilities are to follow the requirements and procedures as summarised below:

BEFORE MEETING DAY		
A. USER REGISTRATION		
	Procedure	Action
(a)	Sign-up as a user with Dvote Online	<p><i>Note: If you are already a user with Dvote Online, you are not required to sign-up again. You may proceed to sign-in using your email address and password.</i></p> <ul style="list-style-type: none"> • Access the website at https://Dvote.my. • Click on [Sign up] to register as a new user with Dvote Online. • Complete registration and upload softcopy of Malaysia Identification card (front and Back) or passport (foreigner(s)). <p>You will be notified via email once your user registration is accepted/rejected by Dvote Online.</p>
(b)	Register Meeting with Dvote Online	<ul style="list-style-type: none"> • Registration for Remote Participation will remain open from 21 July 2021 until the commencement of the polling during the Virtual EGM. • Login to https://Dvote.my/user-login with your user ID (i.e.: email address) and password. • Select event: “TOP BUILDERS CAPITAL BERHAD – Virtual EGM” and click [Register]. • You will receive an email notifying on your registration for the remote participation and verification. • Once your registration has been verified against the Record of Depositors as at 19 July 2021, you will be notified via email whether your request for remote participation is approved/rejected. • If approved, you will receive an invitation email together with the meeting link to “<i>Join Meeting</i>”.

ON THE DAY OF VIRTUAL EGM	
Procedure	Action
Join the Live Stream Meeting	<ul style="list-style-type: none"> Click on “Join Meeting” link in the invitation email and you will be directed to the live streaming room. You are advised to log in early, at least 20 minutes, before the Meeting time.
Post Questions during Live Streaming	<ul style="list-style-type: none"> If you have any question(s) for the Board of Directors, you may use the “Post Question” box to transmit your question(s).
Online Voting during Live Streaming	<ul style="list-style-type: none"> Click on [Proceed to Vote], to cast your votes for each resolution(s). Review your casted votes, confirm and submit your votes.
End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the Virtual EGM, the live streaming room will end.

Notes to users of the RPV Facilities:

- The quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection at the location of the user and the device of the user.
- Users are advised to afford themselves ample time to complete the log in process in advance of the meeting.
- In the event you encounter any issues with logging-in, connection to live streamed meeting or online voting on the meeting day, kindly call 603-22766138 and email to Dvoteservice@gmail.com for assistance.

3. APPOINTMENT OF PROXY(IES)/CORPORATE REPRESENTATIVE(S)/ATTORNEY(S)

A member who has appointed a proxy(ies)/authorised representative(s)/attorney(s) to participate in the Virtual EGM via RPV Facilities must request his/her proxy(ies)/authorised representative(s)/attorney(s) to register himself/herself for RPV Facilities via Dvote Online at <https://Dvote.my>.

NO E-VOUCHER, GIFT, AND FOOD VOUCHER

There will be no e-Voucher, gift, and food voucher during the Virtual EGM as the meeting is being conducted on a fully virtual basis.

NO RECORDING OR PHOTOGRAPHY

Strictly no recording or photography of the Virtual EGM proceedings is allowed.

ENQUIRY

If you have any enquiry(ies) relating to the meeting, Virtual EGM Administrative Guide for the Fully Virtual EGM, RPV Facilities or encounters issues with the log in, steps to connect to live streaming and online voting, you may send them in advance or contact the following during office hours from Monday to Friday (except for public holiday) :-

For Pre-Registration via RPV Facilities:

DVOTE SERVICES SDN. BHD.
Lot 9-7, Menara Sentral Vista
No. 150, Jalan Sultan Abdul Samad
Brickfield, 50470 Kuala Lumpur

Name : Ms Sangetha / Mr Hugo
Telephone No. : 603-2276 6138
Email : Dvoteservice@gmail.com

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate and comply with any requirements or recommendation of any government agencies from time to time.

Kindly check the Company's website or announcements from time to time for the latest updates on the status or changes to the Virtual EGM arrangement.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.

The administrative guide can be viewed and downloaded from the Company's website at <https://www.ikhmasjaya.com/investor-relations.html> or Bursa Malaysia Securities Berhad's website at <https://www.bursamalaysia.com/>.