

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth Annual General Meeting ("26th AGM") of Timberwell Berhad ("Company") will be conducted **virtually and live stream** from the Broadcast Venue at Meeting Room of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur on Tuesday, 24 May 2022 at 10:00 a.m. for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.  
**Please refer to Explanatory Note (a)**
2. To approve the payment of Directors' fees amounting to RM250,000 for the financial year ended 31 December 2021.  
**ORDINARY RESOLUTION 1**
3. To approve the payment of Directors' remuneration (excluding Directors' Fees) payable to the Board of the Company and its subsidiaries amounting to RM150,000 for the period from 25 May 2022 until the next Annual General Meeting of the Company.  
**ORDINARY RESOLUTION 2**
4. To re-elect the following Directors who retire in accordance with Clause 97 of the Constitution of the Company and being eligible, offer themselves for re-election:-  
a. Dato Sri Tiong King Sing  
b. Mr Loo Choo Hong  
**ORDINARY RESOLUTION 3**  
**ORDINARY RESOLUTION 4**
5. To re-elect Mr Wong Chong Kim who is retiring in accordance with Clause 104 of the Constitution of the Company and being eligible, has offered himself for re-election.  
**ORDINARY RESOLUTION 5**
6. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT (AF 0117) as the Auditors of the Company and to authorise the Directors to fix their remuneration.  
**ORDINARY RESOLUTION 6**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions, with or without modification:-

7. **Ordinary Resolution**  
**- Authority to Issue and Allot Shares**  
"THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Companies Act 2016 and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."  
**ORDINARY RESOLUTION 7**
8. **Ordinary Resolution**  
**- Retention of Independent Non-Executive Director**  
"THAT authority be and is hereby given to Datuk Yap Pak Leong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."  
**ORDINARY RESOLUTION 8**
9. **Proposed Amendments to the Constitution of the Company**  
"THAT the proposed amendments to the Constitution of the Company as set out in "Annexure A", be and is hereby approved and adopted with immediate effect.  
THAT the Directors of the Company be and are hereby authorised to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the proposed amendments for and on behalf of the Company.  
AND THAT the Secretary be authorised and instructed to do all the necessary and deemed fit to lodge the Constitution as amended herewith the Companies Commission of Malaysia on behalf of the Company in accordance with the provisions of the Companies Act 2016."  
**SPECIAL RESOLUTION**
10. To transact any other business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

**TAN BEE HWA (SSM PC NO. 202008001174 & MAICSA 7058049)**  
**ELIZABETH ALLISON DE ZILVA (SSM PC NO. 202008002112 & MAICSA 7030086)**  
Company Secretaries

Kota Kinabalu  
22nd day of April 2022

**NOTES:**

1. Every member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend, participate, speak and vote for him/her but his attendance shall automatically revoke the proxy's authority. A proxy may but need not be a member of the Company.
2. A member shall be entitled to appoint not more than two (2) proxies to attend, vote and speak at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, he may appoint not more than two (2) proxies in respect of each Securities Account he holds in 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 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.  
Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
4. 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.
5. The instrument appointing a proxy must be deposited at the registered office of the Company at Lot 8 & 9, Block A, 2nd Floor, Damai Point Commercial Centre, Off Jalan Damai, Luyang, 88300 Kota Kinabalu or via electronic means through the Securities Services e-Portal at <https://sshsb.net.my> not less than forty-eight (48) hours before the time appointed for holding the meeting or adjournment thereof. Please follow the procedures set out in Administrative Guide of the 26th AGM.
6. Date of Record of Depositors for the purpose of determining Members' entitlement to attend, participate, speak and vote at the Annual General Meeting is 13 May 2022.
7. The 26th AGM will be conducted virtually at the Broadcast Venue, the members are advised to refer to the Administrative Guide of the 26th AGM on the registration and voting process for the said meeting.

**EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES:**

- (a) **Item 1 of the Agenda**  
**- Audited Financial Statements for the financial year ended 31 December 2021**  
This Agenda item is meant for discussion only, as the provision of Sections 248 and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item will not be put for voting.
- (b) **Item 2 of the Agenda**  
**- Directors' fees (Resolution 1)**  
Section 230(1) of the Companies Act 2016 provides that fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.  
The payment of the Directors' fees for the financial year ended 31 December 2021 will only be made if the proposed Resolution 1 has been passed at the 26th AGM pursuant to Clause 105 of the Company's Constitution and Section 230(1) of the Companies Act 2016.
- (c) **Item 3 of the Agenda**  
**- Payment of Directors' Remuneration (Resolution 2)**  
The Directors' remuneration (excluding Directors' fees) comprises only the meeting allowances payable to the Board of Directors ("the Board") of the Company and its subsidiaries as follows:-  

	<b>Executive Director(s)</b>	<b>Non-Executive Directors</b>	<b>Total Amount</b>
Meeting Allowance	RM10,000	RM140,000	RM150,000

  
In determining the estimated amount of remuneration payable to the Directors, the Board considered various factors including the number of scheduled meetings for the Board, Board Committees and general meeting(s) of the Company as well as the number of Directors involved in these meetings.  
The Board is of the view that it is just and equitable for the Directors to be paid the Directors' remuneration (excluding Directors' Fees) on a monthly basis and/or as and when incurred, particularly after having discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the period from 25 May 2022 until the next Annual General Meeting in year 2023. Payment of the Directors' remuneration will be made by the Company and its subsidiaries at their discretion, if the proposed Resolution 2 is passed at the 26th AGM.
- (d) **Items 4 and 5 of the Agenda**  
**- Re-Election of Directors (Resolutions 3, 4 and 5)**  
No individual is seeking election as a Director at the forthcoming 26th AGM of the Company.  
Dato Sri Tiong King Sing, Mr Loo Choo Hong and Mr Wong Chong Kim are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this 26th AGM. The profile of the retiring Directors is set out in the Profile of Directors of the Annual Report 2021, including their latest interests in the shares of the Company disclosed under Analysis of Shareholdings of the Annual Report 2021.

- (e) **Item 6 of the Agenda**  
**- Re-Appointment of Auditors (Resolution 6)**  
The Audit Committee ("AC") has carried out an assessment of the suitability, objectivity and independence of the external auditors, Messrs. Baker Tilly Monteiro Heng PLT ("Baker Tilly") and was satisfied with the suitability of Baker Tilly based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The Board therefore approved the AC's recommendation on the re-appointment of Baker Tilly as the external auditors of the Company be put forward for the shareholders' approval at the forthcoming 26th AGM.
- (f) **Item 7 of the Agenda**  
**- Authority to issue and Allot Shares (Resolution 7)**  
The proposed Ordinary Resolution 7 is primarily to give flexibility to the Board to issue and allot shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of the next AGM of the Company.  
This is the renewal of the mandate obtained from the members at the last AGM ("the Previous Mandate"). The Previous Mandate was not utilised and accordingly no proceeds were raised.  
The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.
- (g) **Item 8 of the Agenda**  
**- Retention of Independent Non-Executive Director (Resolution 8)**  
The Nomination and Remuneration Committee has assessed the independence of Datuk Yap Pak Leong, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and has recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-  
  - i. he has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, would be able to function as a check and balance, bring an element of objectivity to the Board;
  - ii. he has vast experience in the industry that could be shared with the Board but independent judgement to better manage and run the Company;
  - iii. he has been with the Company for more than nine (9) years and was familiar with the Company's business operations;
  - iv. he has devoted sufficient time and attention to discharge the professional obligations for informed and balanced decision making; and
  - v. he has exercised due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.  
Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance 2021, shareholders' approval for retention of Datuk Yap Pak Leong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, will be sought through a two-tier voting process at the 26th AGM.
- (h) **Item 9 of the Agenda (Special Resolution)**  
**- Proposed Amendments to the Constitution of the Company**  
The Proposed Special Resolution in relation to the proposed amendments to the existing Constitution of the Company ("Proposed Amendments"), are made mainly for the following purposes:  
  - (1) to align the Constitution of the Company with the measure allowed or empowered by Bursa Malaysia Securities Berhad from time to time; and
  - (2) to enhance administrative efficiency.  
The Proposed Amendments shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.