



**ABLEGROUP BERHAD**  
Registration No. 200401015685 (654188-H)  
(Incorporated in Malaysia)

## **ERRATA TO THE NOTICE OF 2022 (18TH) ANNUAL GENERAL MEETING**

To: The Shareholders of AbleGroup Berhad ("Company")

Reference is made to the Notice of 18th Annual General Meeting ("18th AGM") of the Company to be held on 27 May 2022 which was announced to Bursa Malaysia Securities Berhad on 28 April 2022.

The Board of Director wishes to inform that the Notice of 18th AGM shall be amended by this Errata to include the following additional Ordinary Resolution 6 immediately after the existing Ordinary Resolution 5:

### **Special Business**

6. **RETENTION OF YEOH CHONG KEAT AS INDEPENDENT DIRECTOR** (Ordinary Resolution 6)

"THAT in accordance with the Malaysian Code on Corporate Governance, Yeoh Chong Keat be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next AGM, subject to the provisions of the relevant regulatory authorities."

### **Explanatory Notes on Special Business**

10. Retention of Independent Non-Executive Directors (Ordinary Resolutions 5 and 6)

The proposed resolutions are to seek shareholders' approval to retain Cheong Marn Seng and Yeoh Chong Keat as Independent Non-Executive Directors of the Company. The Board recommended that Cheong Marn Seng and Yeoh Chong Keat be retained as Independent Non-Executive Directors based on the following justifications: -

- (i) Confirmation and declaration that they met the criteria of Independent Director prescribed under Paragraph 1.01 of the Listing Requirements of Bursa Securities;
- (ii) Confirmation and declaration that they have no conflict of interests with the Company and have not been entering/are not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;
- (iii) Their length of service on the Board do not in any way interfere with their exercise of balance and objective views to Board deliberations. Their experiences and knowledge in the Group's business and operations enable them to contribute effectively to Board deliberations and decision making.

With the above amendments, the existing Ordinary Resolution 6 and Ordinary Resolution 7 in the Notice of 18th AGM will be **renumbered** as Ordinary Resolution 7 and Ordinary Resolution 8 and any references to the same in the Notice of 18th AGM shall be renumbered accordingly.

The revised Notice of 18th AGM and Proxy form are enclosed for reference and are available at the Company's website at <http://www.ablegroup.com.my/>

Save for the abovementioned amendments, all other information in the Notice of 18th AGM remains unchanged.

We regret any inconvenience caused.

Yours faithfully,  
For and on behalf of AbleGroup Berhad

**DATO' LIM KIM HUAT**  
Managing Director

Kuala Lumpur

18 May 2022



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**NOTICE IS HEREBY GIVEN THAT** the 18<sup>th</sup> Annual General Meeting (“AGM”) of AbleGroup Berhad (“AbleGroup” or “the Company”) will be held at Atlanta East, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Friday, 27 May 2022 at 2.30 p.m. to transact the following business: -

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors’ fees and allowances up to RM224,000.00 from 28 May 2022 until the next AGM of the Company. (Ordinary Resolution 1)
3. To re-elect the following Directors retiring pursuant to Article 92 of the Company’s Constitution: -
  - (i) Loi Heng Sewn (Ordinary Resolution 2)
  - (ii) Cheong Marn Seng (Ordinary Resolution 3)
4. To re-appoint Messrs SBY Partners PLT as the Company’s Auditors and to authorise the Directors to fix their remuneration. (Ordinary Resolution 4)

**SPECIAL BUSINESS**

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

5. **RETENTION OF CHEONG MARN SENG AS INDEPENDENT DIRECTOR** (Ordinary Resolution 5)

“THAT in accordance with the Malaysian Code on Corporate Governance, subject to the passing of Resolution No. 3, Cheong Marn Seng be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next AGM, subject to the provisions of the relevant regulatory authorities.”
6. **RETENTION OF YEOH CHONG KEAT AS INDEPENDENT DIRECTOR** (Ordinary Resolution 6)

“THAT in accordance with the Malaysian Code on Corporate Governance, Yeoh Chong Keat be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next AGM, subject to the provisions of the relevant regulatory authorities.”

7. **AUTHORITY FOR DIRECTORS TO ISSUE SHARES**

(Ordinary Resolution 7)

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”), and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered to issue new shares in the Company at any time, to such person or persons at such price, 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 at the time of issue AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

8. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED RENEWAL OF RRPT MANDATE”)**

(Ordinary Resolution 8)

“THAT subject always to the provisions of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as stated in Section 2.4 of the Circular to Shareholders dated 28 April 2022 with the specified classes of related party(ies) mentioned therein which are necessary for the Group’s day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the related party(ies) than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT the approval shall continue to be in force until: -

- (i) the conclusion of the next AGM of the Company following the AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Renewal of RRPT Mandate.”

9. To transact any other business of which due notice shall have been given in accordance with the Act and the Company’s Constitution.

## **BY ORDER OF THE BOARD**

**LIM FEI CHIA**  
**SSM PC NO. 202008000515**  
**MAICSA 7036158**

**TAN FONG SHIAN**  
**SSM PC NO. 201908004045**  
**MAICSA 7023187**

Company Secretaries

Kuala Lumpur  
28 April 2022

### **Notes: -**

1. The Audited Financial Statements for the financial year ended 31 December 2021 are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only and do not require shareholders' approval. As such, this item will not be put for voting.
2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 May 2022 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.
3. A member shall be entitled to appoint not more than two (2) proxies to attend, speak and vote at this meeting. A proxy may but need not be a member of the Company.
4. Where a member appoints more than one (1) proxy, the member shall specify the proportions of his/her shareholdings to be represented by each proxy failing which, the appointment shall be invalid.
5. Where a member 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.
6. To be valid, the original Proxy Form, duly completed and the power of attorney (if any) under which it is signed or a certified copy thereof must be deposited at the registered office of the Company at Suite 11.1A, Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
7. If the appointor is a corporation, the Proxy Form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in the Notice of this meeting will be put to vote by way of poll.
9. The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to the Company personal data which may include the name, contact details and mailing address, a member of the Company hereby consent, agree and authorise the processing and/ or disclosure of any personal data of or relating to the member for the purposes of issuing the notice of this meeting and convening the meeting (including any adjournment thereof), including but not limited to preparation and compilation of documents and other matters, whether or not supplied by the member. The member further confirms to have obtained the consent, agreement and authorisation of all persons whose personal data the member has disclosed and/ or processed in connection with the foregoing.

## **Explanatory Notes on Special Business**

### **10. Retention of Independent Non-Executive Directors (Ordinary Resolutions 5 and 6)**

The proposed resolutions are to seek shareholders' approval to retain Cheong Marn Seng and Yeoh Chong Keat as Independent Non-Executive Directors of the Company. The Board recommended that Cheong Marn Seng and Yeoh Chong Keat be retained as Independent Non-Executive Directors based on the following justifications: -

- (i) Confirmation and declaration that they met the criteria of Independent Director prescribed under Paragraph 1.01 of the Listing Requirements of Bursa Securities;
- (ii) Confirmation and declaration that they have no conflict of interests with the Company and have not been entering/are not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;
- (iii) Their length of service on the Board do not in any way interfere with their exercise of balance and objective views to Board deliberations. Their experiences and knowledge in the Group's business and operations enable them to contribute effectively to Board deliberations and decision making.

### **11. Authority for Directors to Issue Shares (Ordinary Resolution 7)**

This proposed resolution, if passed, will renew the authority given to the Directors of the Company to issue and allot new shares in the Company at any time, to such person or persons, 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 (excluding treasury shares) at the time of issue ("General Mandate").

The General Mandate procured in the preceding year 2021 was not exercised by the Company.

The General Mandate will provide flexibility to the Company to raise funds expeditiously and efficiently to meet its funding requirements including but not limited to corporate proposals, working capital, capital expenditures, investment project(s) and/or acquisition(s) without having to convene separate general meeting to seek shareholders' approval when such opportunities or needs arise. The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the General Mandate is in the best interests of the Company and its shareholders.

### **12. Proposed Renewal of RRPT Mandate (Ordinary Resolution 8)**

This proposed resolution, if passed, will grant authority to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are as set out in the Circular to Shareholders dated 28 April 2022 despatched together with this Annual Report. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.



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**FORM OF PROXY**

Number of Shares held	
CDS Account No.	
Contact No.	

I/We \_\_\_\_\_ NRIC/Passport/Co. No. \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

of \_\_\_\_\_  
(FULL ADDRESS)

being a member of **ABLEGROUP BERHAD**, do hereby appoint \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS AND NRIC/PASSPORT NO.)

contact no. \_\_\_\_\_ of \_\_\_\_\_  
(FULL ADDRESS)

or failing him/her \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS AND NRIC/PASSPORT NO.)

contact no. \_\_\_\_\_ of \_\_\_\_\_  
(FULL ADDRESS)

<sup>#</sup> or failing him/her, the Chairman of the meeting as <sup>\*</sup> my/our proxy to vote for <sup>\*</sup> me/us on <sup>\*</sup> my/our behalf at the 18th Annual General Meeting of the Company to be held at Atlanta East, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Friday, 27 May 2022 at 2.30 p.m. or at any adjournment thereof.

<sup>\*</sup> My/Our Proxy(ies) is/are to vote as indicated below:-

No.	Resolutions	For	Against
1.	To approve the payment of Directors' fees and allowances up to RM224,000.00 from 28 May 2022 until the next AGM of the Company.		
2.	To re-elect Loi Heng Sewn as Director.		
3.	To re-elect Cheong Marn Seng as Director.		
4.	To re-appoint Messrs SBY Partners PLT as the Company's Auditors and to authorise the Directors to fix their remuneration.		
5.	To retain Cheong Marn Seng as Independent Director.		
6.	To retain Yeoh Chong Keat as Independent Director.		
7.	Authority for Directors to Issue Shares.		
8.	Proposed Renewal of RRPT Mandate.		

*(Please indicate with a "x" in the space provided on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.)*

<sup>\*</sup>Delete if not applicable.

<sup>#</sup>Delete if you do not wish to appoint the Chairman of the Meeting as your proxy/one of your proxies.

