

NOTICE OF ANNUAL GENERAL MEETING



INGENIEUR
INGENIEUR GUDANG BERHAD
(formerly known as Dynaciate Group Berhad)
Reg. No. 200601012544 (732294-W)

NOTICE IS HEREBY GIVEN that the Sixteenth ("16th") Annual General Meeting ("AGM") of Ingenieur Gudang Berhad (formerly known as Dynaciate Group Berhad) ("IGB" or the "Company") will be held at Ballroom V, Main Wing, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on **Thursday, 27 April 2023 at 11.00 a.m.** for the following purposes:

AS ORDINARY BUSINESS:

- To receive the audited Financial Statements for the financial year ended 30 November 2022 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' Fees and benefits payable amounting to RM400,000 commencing this Annual General Meeting ("AGM") through to the next AGM of the Company in year 2024 and further, to authorise the Directors to apportion the fees and make payment in the manner as the Directors may determine.
- To re-elect Mr. Lim Peng Tong who is retiring by rotation in accordance with Clause 104 of the Constitution of the Company.
- To re-elect the following Directors who were appointed during the year and are retiring in accordance with Clause 111 of the Constitution of the Company :-
 - Mr. Lim Mun Shung
 - Madam Chan Swee Ying
 - Tan Sri Dato' Seri Mohd Khairul Adib Bin Abd Rahman
 - Datuk Ruzain Bin Idris
- To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to determine their remuneration.

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

AS SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following as Ordinary Resolutions with or without modification:

6. AUTHORITY TO DIRECTORS PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016

"THAT subject always to the Companies Act 2016, the Company's Constitution, the MAIN Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Section 75 and 76 of the Companies Act 2016 to :

- allot shares in the Company; and/or
- grant rights to subscribe for shares in the Company; and/or
- convert any security into shares in the Company; and/or
- allot shares under an agreement or option or offer, ("Proposed 10% General Mandate")

at any time and from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that it does not exceed 10% of the total number of issued shares of the Company as prescribed by the MMLR at the time of issuance of shares and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, and such authority under this resolution shall continue to be in force until the conclusion of the next AGM of the Company or when it is required by law to be held, whichever is earlier, and that :

- approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person(s), and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and
- the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Berhad.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 66 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company.

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

"THAT subject to the provisions of the MMLR, approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with specified classes of related parties ("Recurrent Related Party Transactions") which are necessary for the day to day operations and are in the ordinary course of business and are carried out at arm's length basis on normal commercial terms of the Group on terms not more favourable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to minority shareholders of the Company and that such approval shall continue to be in force until:

- the conclusion of the next annual general meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Shareholders' Mandate."

8. To consider any other business of which due notice shall have been given.

Ordinary Resolution 9

By order of the Board

Leong Sue Ching

Company Secretary (MAICSA 7040814)

(SSM PC No. 201908001823)

Kuala Lumpur, 30 March 2023

Notes:

- A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote in his/her stead at the meeting, and that a proxy may but need not be a member. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding 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 (1) 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 exempt authorised nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or, if the appointor is a corporation, either under its Common Seal, or under the hand of an officer or attorney duly authorised. A proxy must be of full age. An instrument appointing a proxy to vote shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor. Members who are not residents in Malaysia may appoint and revoke proxies by cable.
- For the proxy to be valid, the duly completed instrument appointing a proxy must be deposited at the Company's Registered Office at No. 9A, Jalan Medan Tuanku, Medan Tuanku, 50300 Kuala Lumpur, Wilayah Persekutuan at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 17 April 2023 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote on his/her behalf.

Explanatory Notes:

- The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees and benefits payable on current financial year basis, based on the current Board size and assuming that all Directors shall hold office until the end of the financial year. In the event the proposed Directors' fees and benefits payable is insufficient (due to the enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall. It will also authorise payment to be made by the Company on a monthly basis and/or as and when incurred. The Board is of the view that it is fair and equitable for the Directors to be paid on a monthly basis and/or as and when incurred particularly after they have discharged their responsibilities and rendered their services to the Company throughout the relevant period.
- The proposed Ordinary Resolution 8, is for the purpose of granting a renewed general mandate ("General Mandate") and if passed, will give authority to the Board of Directors to issue and allot ordinary shares at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in a general meeting, whichever is the earlier.

The 10% General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meeting to specifically approve such an issuance of shares.

On 27 April 2022, at the 15th AGM, the Directors of the Company were granted a general mandate by the members of the Company to issue and allot shares in the Company up to and not exceeding 20% of the total number of issued shares of the Company (hereinafter referred to as the "20% General Mandate"). The 20% General Mandate granted to the Directors had lapsed on 31 December 2022. Thereafter, the 10% mandate limit was reinstated.

On 8 December 2022, IGB had announced a private placement of new ordinary shares in IGB ("IGB Shares") pursuant to authority under sections 75 and 76 of the Companies Act 2016 granted to the Directors at the last AGM held on 27 April 2022 and which will lapse at the conclusion of the 16th AGM ("Proposed Private Placement"). This Proposed Private Placement was completed on 10 December 2022 following the listing and issuance of 49,396,600 ordinary shares at an issue price of RM0.0912 per ordinary share.
- The proposed Ordinary Resolution 9, if approved by shareholders, will authorise the Proposed Shareholders' Mandate and allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions as set out in Section 2.5 of the Circular to Shareholders dated 30 March 2023, with the related parties in the ordinary course of business which are necessary for the day-to-day operations based on 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. This approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM 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 revoked/varied by resolutions passed by the shareholders of the Company in general meeting; whichever is the earlier. Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 30 March 2023.



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ADMINISTRATIVE GUIDE

SIXTEENTH (“16TH”) ANNUAL GENERAL MEETING (“AGM”) OF INGENIEUR GUDANG BERHAD (FORMERLY KNOWN AS DYNACIATE GROUP BERHAD) (“THE COMPANY”)

Date : Thursday, 27 April 2023
Time : 11.00 a.m.
Venue : Ballroom V, Main Wing, Jalan Kelab Tropicana,
Tropicana Golf & Country Resort,
47410 Petaling Jaya,
Selangor Darul Ehsan

The Company places paramount importance on the well-being and safety of all stakeholders including shareholders, proxies, Directors, staff and other attendees, and the following precautionary measures will be taken for the conduct of the AGM :-

a) **Conduct of AGM**

For safety purposes, the Company reserves the right to carry out the acts as may deemed necessary for the safety of our stakeholders including :-

- (i) To limit the number of physical attendees at the venue;
- (ii) To refuse entry for attendees with Covid-19 symptoms (which include fever, cough, breathlessness) and/or displaying symptoms of being unwell;
- (iii) Attendees are advised to wear a face mask at all times;
- (iv) Attendees are advised to observe/maintain social distancing among each other throughout the Meeting;
- (v) No door gift will be provided to the members of proxies at the Meeting venue;
- (vi) The Company will closely monitor the situation and reserves the right to take further measures as and when appropriate in order to minimise any risks to the Meeting.

We seek the understanding and cooperation of shareholders/proxies to minimise the risks of spread of Covid-19 for the interest of public health.

b) **Recording/Photography**

By participating in this AGM, you agree that no part of the Meeting proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means without prior written consent of the Company. The Company reserves the right to take appropriate legal actions against any person who violates this rule.



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c) **Appointment of Proxy(ies)**

Shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy to attend and vote at the AGM on their behalf by submitting the proxy form with predetermined voting instructions.

For the purpose of determining whether a member shall be entitled to attend the AGM, the Company shall refer to the Record of Depositors and only a depositor whose name appears on the Record of Depositors as at **17 April 2023** shall be entitled to attend the said meeting or appoint proxies to participate and /or vote on his/ her behalf.

The Company will be closely monitoring the evolving Covid-19 situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the AGM and/or its stakeholders. Any material developments will be announced on the Bursa Securities and members are advised to check the Company's announcement(s) made via Bursa Securities regularly for updates in respect of the AGM and/or material developments.