

QUALITY CONCRETE HOLDINGS BERHAD

199601005936 (378282-D)
Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting ("27th AGM") of QUALITY CONCRETE HOLDINGS BERHAD will be held at Room 209, 2nd Floor, Wisma Bukit Mata Kuching, Jalan Tunku Abdul Rahman, 93100 Kuching, Sarawak, on Monday, 3rd July 2023 at 10.30 a.m. for the following purposes :-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 January 2023 together with the Reports of the Directors and Auditors thereon. **Note 1**
2. To re-elect the following directors, who are due to retire by rotation in accordance with Clause 119 of the Company's Constitution and being eligible, have offered themselves for re-election.
(a) Mr. Paul Chiam Tau Keen **Resolution 1**
(b) Ms. Lynda Chong Hui Lyn **Resolution 2**
3. To approve Directors' fees of RM72,000.00 and meeting allowance of RM36,000.00 in respect of the financial year ending 31 January 2024. **Resolution 3**
4. To appoint Messrs. KPMG PLT as Auditors of the Company in place of the retiring auditors, Messrs. Ernst & Young PLT, and to hold office until the conclusion of the next AGM and to authorize the Directors to determine their remuneration. **Resolution 4**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as ordinary resolutions:

5. **Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and waiver of pre-emptive rights** **Resolution 5**

"THAT, subject always to the Act, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to the Act, to issue and allot shares in the Company from time to time at such price and upon such terms and conditions and for such purposes and to such person or persons as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10 percent (10%) of the total number of issued shares of the Company for the time being, AND THAT pursuant to Section 85 of the Act read together with Clause 14 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act, AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad, AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

6. Proposed Renewal of Shareholders' Mandate For Recurrent Related Party Transaction Of A Revenue Or Trading Nature

Resolution 6

"**THAT** subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into any of the category of recurrent transactions of a revenue or trading nature as set out in Paragraph 2.2 of the Company's Circular to Shareholders dated 30 May 2023 with the related parties mentioned therein which are necessary for Quality Concrete Holdings Berhad Group's day-to-day operations subject to the following:-

- a) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those available to the public and on terms not to the detriment of the minority shareholders; and
- b) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year based on the following information:
 - i) The types of recurrent related party transactions made; and
 - ii) The names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.

AND THAT such approval shall continue to be in force until:-

- a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which such Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at an AGM whereby the authority is renewed;
- b) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to the provisions of the Act; or
- c) revoked or varied by resolution passed by the shareholders in an AGM or Extraordinary General Meeting,

whichever is earlier;

And the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."

7. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board,

Yeo Puay Huang [SSM PC No. 202008000727 (LS0000577)]
Paul Chiam Tau Keen [SSM PC No.202008002707 (MIA14900)]
Company Secretaries
Dated : 30 May 2023

Explanatory Notes to Special Business

a) Ordinary Resolution 5- Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("The Act") and waiver of pre-emptive rights

The proposed Ordinary Resolution 5, if passed, will give a renewed mandate to the Directors of the Company, pursuant to Sections 75 and 76 of the Companies Act 2016 ("Renewed Mandate") for such purposes as the Directors may deem fit and in the interest of the Company. The Renewed Mandate, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

The authority to issue shares pursuant to the Companies Act 2016 will provide flexibility and expediency to the Company for any possible fund raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or for working capital requirements which the Directors of the Company consider to be in the best interest of the Company. The approval is sought to avoid any delay and cost in convening a general meeting to approve such issuance of shares.

The Company had been granted a mandate by its shareholders at the Twenty-Sixth Annual General Meeting of the Company held on 4th July 2022 ("Previous Mandate"). As at the date of this Notice, no new shares were issued pursuant to the Previous Mandate and hence, no proceeds were raised therefrom.

Pursuant to Section 85 of the read together with Clause 14 of the Company's Constitution, this resolution if passed shall have the effect of the Shareholders having approved to irrevocably waive their Pre-emptive Rights.

b) Proposed General Mandate for Recurrent Related Party Transactions

The proposed Ordinary Resolution 6, if passed, will provide a renewed mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Related Parties in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for the Group's day-day operations. This mandate shall lapse at the conclusion of the next Annual General Meeting unless authority for the renewal is obtained from the shareholders of the company at a general meeting.

Detailed information of the Proposed Renewal of Shareholders' Mandate is set out in the Circular to Shareholders dated 30 May 2022 circulated together with this Annual Report.

Notes Accompany Notice of 27th AGM

1. Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the members for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
2. Only Depositors whose names appear in the General Meeting Record of Depositors as at 23 June 2023 be regarded as Members and shall be entitled to attend, speak and vote at the Annual General Meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his/her place. A proxy need not be a member of the Company. Where a holder appoints two or more proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.

4. Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
5. A corporation which is a member may by resolution of its directors authorise such person as it thinks fit to act as its representative at the meeting.
6. The instrument appointing a proxy or proxies shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if such appointer is a corporation, under its Common Seal or the hand of its attorney duly authorized.
7. The instrument appointing a proxy or proxies must be deposited at the registered office, Room 209, 2nd Floor, Wisma Bukit Mata Kuching, Jalan Tunku Abdul Rahman, 93100 Kuching, Sarawak not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.
9. **Details of Individuals who are standing for election as Directors**

The details of Individuals who are standing for election as directors are stated on page 9 to page 10 of the Annual Report 2023.