

NOTICE OF FOURTH (4TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 4th Annual General Meeting (“AGM”) of the Company will be held at Toh Yuen VIP Room, Klang Executive Club, 42, Persiaran Bukit Raja 2, Bandar Baru Klang, 41150 Klang, Selangor Darul Ehsan on Monday, 29 January 2024 at 10:30 a.m. for the following purposes:-

A G E N D A

Ordinary Business

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 August 2023 together with the Reports of the Directors and Auditors thereon. **(Refer to Note 2)**
2. To approve the payment of Directors’ fees of up to RM306,000/- for the financial year ending 31 August 2024 and Directors’ benefits of up to RM65,000/- for the period from 29 January 2024 to the next AGM to be held in year 2025. **Resolution 1**
3. To re-elect the following Directors, who retire pursuant Clause 21.7 of the Company’s Constitution, and being eligible, have offered themselves for re-election:- **Resolution 2**
 - (a) Mr. Tan Hock Soon; **Resolution 3**
 - (b) Puan Ilham Fadilah binti Sunhaji; and **Resolution 4**
 - (c) Madam Lim Saw Nee **Resolution 5**
4. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors of the Company to determine their remuneration. **Resolution 5**

Special Business

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

5. **ORDINARY RESOLUTION**
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 **Resolution 6**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”), ACE Market Listing Requirements (“ACE LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Constitution of the Company, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and 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 issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding Treasury Shares, if any) for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares to be issued on Bursa Securities;

AND THAT pursuant to Section 85 of the Act to read together with Clause 16.6 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 the Act.

AND FURTHER THAT such authority shall be commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.”

6. To transact any other business that may be transacted at an AGM, due notice of which shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD

(duly signed)

CHUA SIEW CHUAN (SSM PC No. 201908002648) (MAICSA 0777689)
CHEW KIT YEE (SSM PC No. 202208000376) (MAICSA 7067474)
 Company Secretaries

Kuala Lumpur
 29 December 2023

Notes:

(1) Information for Shareholders/Proxies

- a. For the purpose of determining a member who shall be entitled to attend the 4th AGM, the Company shall be requesting from Bursa Malaysia Depository Sdn. Bhd. (“Bursa Depository”) in accordance with Clause 18.7(b) of the Constitution of the Company and Section 34(1) of Securities Industry (Central Depositories) Act, 1991 (“SICDA”) to issue a General Meeting Record of Depositors as at 22 January 2024. Only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.
- b. A member entitled to attend and vote at the 4th AGM is entitled to appoint a proxy/proxies to attend, speak and vote instead of him. A proxy may need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak and vote at the meeting.
- c. A member may, subject to Notes (d) and (e) below, appoint more than 1 proxy to attend and vote at the 4th AGM, to the extent permitted by the Act, SICDA, ACE LR of Bursa Securities and the Rules of Bursa Depository. Where a member appoints 2 proxies to attend and vote at the 4th AGM, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- d. Where a member of the Company is an authorised nominee as defined under SICDA, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.
- e. Where a member of the Company is an exempt authorised nominee which hold shares in the Company for multiple beneficial owners in 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.
- f. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer’s Common Seal or under the hand of an officer or attorney duly authorised.
- g. **Appointment of Proxy(ies)**
 A member may obtain the proxy form for the 4th AGM vide the Abridged Annual Report (hard copy) or Annual Report (electronic copy) released to Bursa Securities. The appointment of proxy(ies) may now be made in hard copy or in electronic form:-
 - (i) **Hard copy**
 In the case of appointment made in hard copy, the instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company’s Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time for holding the 4th AGM or any adjournment thereof.
 - (ii) **Electronic form**
 In the case of appointment made in electronic form, the transmission/ lodgement of proxy form should be made no less than 48 hours before the time for holding the 4th AGM or any adjournment thereof:-
 - (a) Vide Facsimile (**Fax Number: +603-2094 9940 / +603-2095 0292**); or
 - (b) Vide designated electronic mail (Email) Address of Share Registrar: **info@sshshb.com.my**
 A member may call the support line of Securities Services (Holdings) Sdn. Bhd. at +603-2084 9000 for assistance/clarification on item (g)(ii) above.

(3) Resolutions 2, 3 and 4 – Retirement of Directors

In determining the eligibility of the Directors to stand for re-election at the 4th AGM of the Company, the Nomination Committee (“NC”) had reviewed and assessed the following Directors from the annual assessment and evaluation of the Board of Directors (“Board”) for the FYE 2023: -

- (a) Mr. Tan Hock Soon;
- (b) Puan Ilham Fadilah binti Sunhaji; and
- (c) Madam Lim Saw Nee.

(hereinafter referred to as the “Retiring Directors”).

The Board via NC’s annual assessment was satisfied with the performance of the Retiring Directors, who are standing for re-election and have recommended to the shareholders the proposed re-election at the 4th AGM under Resolutions 2, 3 and 4.

The Retiring Directors have consented to their re-election and abstained from deliberations and voting in relation to their re-election at the NC Meeting and/or Board Meeting.

The profiles of the Retiring Directors are set out in the Annual Report in respect of the FYE 2023.

(4) Resolution 6 – Authority to Issue Shares pursuant to the Act

The Company wishes to renew the mandate on the authority to issue shares of not more than ten per centum (10%) of the total issued shares capital for the time being pursuant to the Act at the 4th AGM of the Company (hereinafter referred to as the “General Mandate”).

The Company had been granted a general mandate on the authority to issue shares pursuant to the Act by its shareholders at the Third AGM of the Company held on 17 January 2023 (hereinafter referred to as the “Previous Mandate”).

As at the date of this notice, the Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next AGM. The proceeds raised from the 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 project(s), working capital and/or acquisitions.

Pursuant to Section 85 of the Act read together with Clause 16.6 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other securities.

That Resolution 6, if passed, would allow the Directors to issue new shares to any person under authority to issue shares pursuant to the Act without having to offer new shares to be issued equally to all existing shareholders of the Company prior to issuance.

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 4th AGM and/or any adjournment thereof, a member of the Company –

- (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the 4th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 4th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing requirements, regulations and/or guidelines (collectively, the “Purposes”);

- (ii) warrants that where the member disclose the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained prior consent of such proxy(ies) and/or representative(s) for the Purposes; and

- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

Explanatory Note to Ordinary and Special Businesses:-

(2) Audited Financial Statements for the financial year ended 31 August 2023 (“FYE 2023”)

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.