



ILB GROUP BERHAD
Registration No. 199101019353 (229690-K)
(Formerly known as Integrated Logistics Berhad)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 32nd Annual General Meeting ("AGM") of ILB Group Berhad ("ILB" or "Company") will be held via Live Streaming and Online Remote Voting from the Broadcast Venue at Level 12, Menara Symphony, No. 5, Jalan Prof, Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Friday 17 May 2024 at 10:00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2023 and Auditors Report thereon. Please refer to Explanatory Note 1
- To approve the payment of Directors' Fees to the Non-Executive Directors up to an amount of RM487,500 for the period from 1 April 2024 until the next Annual General Meeting of the Company. (Ordinary Resolution 1)
- To approve the payment of Directors' Benefits to Non-Executive Directors amounting to RM85,000 for the period from 1 April 2024 until the next Annual General Meeting of the Company. (Ordinary Resolution 2)
- To re-elect the following Directors retiring by rotation in accordance with Clause 100 of the Company's Constitution:-
 - Wan Azfar bin Dato' Wan Annuar (Ordinary Resolution 3)
 - Jamilah binti Kamal (Ordinary Resolution 4)
- To re-elect the following Directors in accordance with Clause 107 of the Company's Constitution:-
 - Tang Ming Yng (Ordinary Resolution 5)
 - Tang Weihann (Ordinary Resolution 6)
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company's Auditors until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Ordinary Resolution 7)

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following as Ordinary Resolutions:-

ORDINARY RESOLUTIONS

- RETENTION OF INDEPENDENT DIRECTOR OF THE COMPANY** (Ordinary Resolution 8)

"THAT, approval be and is hereby given to Wan Azfar bin Dato' Wan Annuar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years after 19 August 2024, to continue to act as an Independent Non-Executive Director of the Company, in accordance with the Malaysian Code of Corporate Governance 2021 until the conclusion of the next AGM of the Company."
- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY** (Ordinary Resolution 9)

"THAT, subject to the Company's compliance with all applicable rules, regulations, orders and guidelines made pursuant to the Companies Act, 2016, the provisions of the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to buy back and/or hold from time to time and at any time such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company ("the Proposed Share Buy-Back") provided that :-

 - The maximum number of shares which may be purchased and/or held by the Company at any point of time pursuant to the Proposed Share Buy-Back shall not exceed ten (10) per cent of the total number of issued shares of the Company from time to time being quoted on Bursa Securities provided always that in the event that the Company ceases to hold all or any part of such shares as a result of, amongst others, cancellation of shares, sale of shares on the market of Bursa Securities or distribution of treasury shares to shareholders as dividend in respect of shares bought back under the previous shareholders' mandate for share buy-back which was obtained at the Annual General Meeting held on 28 April 2023, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall (in aggregate with the shares then still held by the Company) not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being quoted on Bursa Securities.
 - The maximum amount of funds to be allocated for the purchase of the shares pursuant to the Proposed Share Buy-Back shall not exceed the retained profits.
 - The Proposed Share Buy-Back to be undertaken will be in compliance with Section 127 of the Companies Act, 2016 and the Directors will deal with the shares purchased in the following manner:-
 - to cancel the Shares so purchased; or
 - to retain the Shares so purchased as treasury shares for distribution as dividends to the shareholders of the Company and/or re-sell on Bursa Securities in accordance with the Main Market Listing Requirements of Bursa Securities and/or cancellation subsequently; or
 - to retain part of the Shares so purchased as treasury shares and cancel the remainder.

AND THAT such authority to purchase the Company's own shares will be effective immediately from the passing of this resolution until the conclusion of the next Annual General Meeting ("AGM") at which such resolution was passed at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally or the passing of the date on which the next AGM is required by law to be held or the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting but so as not to prejudice the completion of a purchase made before such expiry date;

AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to give effect to the Proposed Share Buy-Back with full powers to amend and/assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things in accordance with the Companies Act, 2016, the provisions of the Constitution of the Company and the Main Market Listing Requirements of Bursa Securities and all other relevant governmental/regulatory authorities."

- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** (Ordinary Resolution 10)

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next AGM 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 does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.

AND THAT the Directors of the Company whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate.

AND FURTHER THAT pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act, 2016 AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

- To transact any other ordinary business of the Company for which due notice has been received.

By Order of the Board
Wong Youn Kim (MAICSA 7018778) (SSM PC No. 201908000410)
Ching Chun Keong (MAICSA 7073630) (SSM PC No. 202308000092)
Company Secretaries
Selangor Darul Ehsan
Date: 18 April 2024

NOTES

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 May 2024 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 32nd AGM of the Company.
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company and where a member appoints more than one (1) proxy, the member must specify the proportion of his shareholdings to be represented by each proxy respectively, failing which the appointment shall be invalid.
- If you wish to appoint proxy other than "the Chairman of the Meeting", please insert the full name of the proxy (in block letters) in the space provided and delete the words "the Chairman of the Meeting".
- 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.
- A corporation may complete the proxy form under its common seal or under the hand of an officer or attorney duly authorized.
- The instrument appointing a proxy must reach the Registered Office of the Company at No. 6, Jalan Sungai Buloh 27/101A, Seksyen 27, 40400 Shah Alam, Selangor, Malaysia not less than 24 hours before the AGM. Alternatively, the proxy form can be electronically lodged with the Company's Share Registrars at <https://investor.boardroomlimited.com> not less than 24 hours before the AGM. Kindly refer to the Administrative Details on the procedures for electronic lodgement of proxy form. The lodging of the proxy form will not preclude shareholders from attending and voting in person at the AGM should they subsequently wish to do so.

EXPLANATORY NOTES

- Item 1 of the Agenda**
AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

This Agenda item is meant for discussion only as under the provisions of Section 248(2) of the Companies Act, 2016, the audited financial statements do not require formal approval of shareholders and hence, the matter will not be put to a vote.
- Item 2, & 3 of the Agenda**
PAYMENT OF DIRECTORS' FEES & BENEFITS TO NON-EXECUTIVE DIRECTORS

Section 230(1) of the Companies Act 2016 provides amongst others, that "the 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. In this respect, the Board had agreed that the shareholders' approval be sought at the 32nd AGM on the Non-Executive Directors' remuneration in two separate resolutions as below:

 - Ordinary Resolution 1** on payment of Directors' Fees to the Non-Executive Directors for the period from 1 April 2024 until the next AGM of the Company.
 - Ordinary Resolution 2** on payment of Directors' Benefits to the Non-Executive Directors for the period from 1 April 2024 until the next AGM of the Company.

The details of the remuneration and benefits payable to the Non-Executive Directors which have are as follows:

| Directors Fees (per annum) | |
|---|-------------|
| Non-independent Non-Executive Director | - RM120,000 |
| Chairman of the Audit & Risk Management Committee | - RM 90,000 |
| Independent Non-Executive Director | - RM 60,000 |

| Meeting Allowance (per meeting) | |
|--|----------|
| Board Meeting | - RM 500 |
| Board Committee Meeting | - RM 500 |

Benefits in kind
Medical and insurance coverage

- Item (7) of the Agenda – Ordinary Resolution No. 8**
RETENTION OF INDEPENDENT DIRECTOR OF THE COMPANY

The Nomination & Remuneration Committee has assessed the independence of Wan Azfar bin Dato' Wan Annuar, who would have served as an Independent Non-Executive Director of the Company for a cumulative term of 9 years after 19 August 2024, and the Board, upon the Nomination & Remuneration Committee's recommendation, had recommended that he should be retained to continue in office as an Independent Non-Executive Director of the Company based on the following justifications, subject to approval from the shareholders of the Company through a two-tier voting process as stipulated in the Malaysia Code of Corporate Governance (MCCG) 2021:

 - He has actively participated in Board deliberations, provided objectivity in decision-making and possesses sufficient self-esteem and confidence to stand up with an independent voice to the Board.
 - He has exercised due care during his tenure and carried out his professional duties in the best interest of the Company and shareholders.
 - He has not developed, established or maintained any significant relationship which could impair his independence as INEDs, with the Executive Directors and major shareholders other than normal engagements and interactions on a professional level consistent and expected of him to carry out his duties as INEDs or member of the Board Committees.
 - He has contributed sufficient time and efforts in attending meetings of the Board and Board Committees.
- Item (8) of the Agenda – Ordinary Resolution No. 9**
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The proposed ordinary resolution 8, if passed, will empower the Directors of the Company to buy back and/or hold from time to time shares of the Company not exceeding ten (10) percent of the total number of issued shares of the Company from time to time being quoted on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company.

For further information, please refer to the Share Buy-Back Statement, which is dispatched together with the Notice of the AGM.
- Item (9) of the Agenda - Ordinary Resolution No. 10**
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The proposed ordinary resolution 10 is to seek the shareholders' approval on the renewal of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. If the resolution is duly passed, it will give flexibility to the Directors to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interests of the Company without convening a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the last AGM held on 28 April 2023 and which will lapse at the conclusion of this 32nd AGM.

The Company continues to consider opportunities to broaden its earnings potential. If any proposal involves the issuance of new shares, the Directors would have to convene a general meeting to approve the issuance of new shares. In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total 10% of the total number of issued shares of the Company for the time being. The renewed authority will provide flexibility to the Company for the allotment of shares for the purposes of funding future investment, working capital and/or acquisitions.

The approval of the issuance and allotment of the new shares under Sections 75 & 76 of the Companies Act, 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Section 75 & 76 of the Companies Act, 2016, which will result in a dilution of their shareholding percentage in the Company.

By approving Ordinary Resolution No. 10, the shareholders of the Company shall agree to waive and deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016.

ADMINISTRATIVE GUIDE FOR THE 32ND ANNUAL GENERAL MEETING (“AGM”) OF ILB GROUP BERHAD

| | | |
|-----------------------|---|---|
| Day and Date | : | Friday, 17 May 2024 |
| Time | : | 10.00 a.m. |
| Broadcast venue | : | Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia |
| Meeting platform | : | https://meeting.boardroomlimited.my |
| Mode of Communication | : | <ol style="list-style-type: none">1) Pose questions to the Board via real time submission of typed texts at meeting platform during live streaming of the AGM2) Submit questions by logging into the Boardroom Smart Investor Portal at https://investor.boardroomlimited.com prior to Meeting using the same user ID and password in Step E of the procedure of Virtual Meeting Facilities and select “SUBMIT QUESTION” to pose questions.3) Email questions to investorrelation@ilb.com.my no later than 10.00 a.m. on Monday, 13 May 2024 |

Dear Shareholders,

ILB Group Berhad (“the Company”) continues to leverage on technology to facilitate meaningful engagement with its shareholders by conducting its AGM virtually through live streaming and online remote voting facilities provided by the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd. The conduct of a virtual AGM is in line with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and the Company’s Constitution which require the Chairman of the meeting (“Chairman”) to be present at the main venue of the meeting. Shareholders/proxies are not allowed to be physically present at the Broadcast Venue.

A. Entitlement to Participate in the AGM

In respect of deposited securities, only members whose names appear on the Record of Depositors on 13 May 2024 (General Meeting Record of Depositors) shall be eligible to participate in the meeting or appoint proxy(ies) to participate on his/her behalf.

B. Form(s) of Proxy

If you are unable to attend the AGM, you are encouraged to appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

Please ensure that the original form is deposited at the Registered Office of the Company at No. 6, Jalan Sungai Buloh 27/101A, Seksyen 27, 40400 Shah Alam, Selangor, Malaysia not less than twenty-four (24) hours before the time appointed for holding the meeting.

Alternatively, you may deposit your proxy form(s) by electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (kindly refer to section E below).

C. Revocation of Proxy

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our electronic AGM yourself, please write in to bsr.helpdesk@boardroomlimited.com or via <https://investor.boardroomlimited.com> (as the case maybe) to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.



D. Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrators and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

E. Virtual Meeting Facilities

| Procedure | | Action |
|----------------------------------|--|--|
| Before the day of the AGM | | |
| 1. | Register Online with Boardroom Smart Investor Portal (For first time registration only) | <p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</i></p> <ol style="list-style-type: none"> (a) Access website https://investor.boardroomlimited.com (b) Click <<Register>> to sign up as a user. (c) Please select the correct account type i.e. sign up as “Shareholder” or “Corporate Shareholder” (d) Complete the registration with all required information. Upload a softcopy of your or representative’s MyKAD/Identification Card (front and back) or Passport (e) For corporate holder, kindly upload the authorization letter as well. Click “Sign Up”. <ol style="list-style-type: none"> a. You will receive an email from Boardroom for email address verification. Click “Verify Email Address” from the email received to continue with the registration. b. Once your email address is verified, you will be re-directed to Boardroom Smart Investor Portal for verification of mobile number. Click “Request OTP Code” and an OTP code will be sent to the registered mobile number. You will need to enter the OTP code and click “Enter” to complete the process. c. Your registration will be verified and approved within one (1) business day and an email notification will be provided to you. |
| Procedure | | Action |
| Before the day of the AGM | | |
| 2. | Submit request for remote participation | <p>Registration for remote access will be opened on 18 April 2024. Please note that the closing time to submit your request is at 10.00 a.m. on 16 May 2024 (24 hours before the commencement of the AGM).</p> <p>Individual/ Corporate Members</p> <ol style="list-style-type: none"> a. Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. b. Select ILB GROUP BERHAD (32nd) ANNUAL GENERAL MEETING from the list of Corporate Meetings and click “Enter”. c. Click on “Register for RPEV”. d. Read and accept the General Terms & Conditions and click “Next”. e. Enter your CDS Account Number and thereafter submit your request. <p>Appointment of Proxy</p> <ol style="list-style-type: none"> a. Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. b. Select ILB GROUP BERHAD (32nd) ANNUAL GENERAL MEETING from the list of Corporate Meetings and click “Enter”. c. Click on “Submit eProxy Form”. d. Select the company you would like to be represented (if more than one, for Corporate Shareholder). e. Select your proxy – either the Chairman of the meeting or individual named proxy(ies). f. Read and accept the General Terms and Conditions by clicking “Next”. g. Enter the required particulars of your proxy(ies). h. Indicate your voting instructions – FOR or AGAINST or ABSTAIN. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate DISCRETIONARY. i. Review and confirm your proxy appointment. j. Click “Apply”. k. Download or print the eProxy form as acknowledgement. |

| Procedure | Action |
|--|---|
| Before the day of the AGM | |
| 2. Submit request for remote participation (continued) | <p>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</p> <p>1) Via Email</p> <ol style="list-style-type: none"> a. Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request. b. Please also provide a copy of Corporate Representative's MyKad (Front and Back) in JPEG, PNG or PDF format or Passport as well as his/her email address. |
| | <p>2) Authorised Nominee and Exempt Authorised Nominee (via Boardroom Smart Investor Portal)</p> <ol style="list-style-type: none"> c. Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. d. Select ILB GROUP BERHAD (32nd) ANNUAL GENERAL MEETING from the list of Meeting Event and click "Enter". e. Click on "Submit eProxy Form". f. Select the company you would like to be represented (if more than one). g. Proceed to download the file format for "Submission of Proxy Form" from the investor portal. h. Prepare the file for the appointment of proxies by inserting the required data. i. Proceed to upload the duly completed proxy appointment file. j. Review and confirm your proxy appointment and click "Submit". k. Download or print the eProxy form as acknowledgement. <p><i>Note: If you are the authorized representatives for more than one (1) authorized nominee / exempt authorized nominee/ corporate shareholder, kindly click the home button and select "Edit Profile" in order to add Company name.</i></p> |
| 3. Email notification | <ol style="list-style-type: none"> a. You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified. b. Upon system verification against the General Meeting Record of Depositories as at 13 May 2024, you will receive an email from Boardroom either approving or rejecting your registration for remote participation together with the Meeting ID and your remote access user ID and password. |

| On the day of the AGM | | |
|-----------------------|---------------------------|---|
| 4. | Login to Meeting Platform | <p>a. The Meeting Platform will be open for login one (1) hour before the commencement of the AGM.</p> <p>b. The Meeting Platform can be accessed via one of the following:</p> <ul style="list-style-type: none"> ➤ Scan the QR Code provided in the email notification; or ➤ Navigate to the website at https://meeting.boardroomlimited.my <p>c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 3.</p> |
| 5. | Participate | <p><i>[Note: Please follow the User Guides provided in the confirmation email above to view the live webcast, submit questions and vote.]</i></p> <p>a. If you would like to view the live webcast, select the broadcast icon. </p> <p>b. If you would like to ask a question during the 32nd AGM, select the messaging icon. </p> <p>c. Type your message within the chat box and once completed, click the send button.</p> |
| 6. | Voting | <p>a. Once polling has been opened, the polling icon will appear with the resolutions and your voting choices until the Chairman declares the end of the voting session.</p> <p>b. To vote, select your voting direction from the options provided. A confirmation message will appear to indicate that your vote has been received.</p> <p>c. To change your vote, re-select your voting preference.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p> |
| 7. | End of Participation | Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end. |

F. No Recording or Photography

No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

G. Enquiry

If you have any enquiries prior to the AGM, please contact the following during office hours from Monday to Friday from 8.30 a.m. to 5.30. p.m.(except for public holidays):

Boardroom Share Registrars Sdn. Bhd.
Address : 11th Floor, Menara Symphony
No. 5 Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia
General Line : 603-7890 4700
Fax Number : 603-7890 4670
Email : bsr.helpdesk@boardroomlimited.com

Personal Data Policy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.