



COASTAL CONTRACTS BHD.
Registration No. 200001015043 (517649-A)
(Incorporated in Malaysia)

NOTICE OF THE TWENTY THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Third Annual General Meeting of the Company will be held at the Registered Office, Block G, Lot 3B, Bandar Leila, 90000 Sandakan, Sabah on Thursday, 13 June 2024 at 10:00 am to transact the following business:

**AGENDA
ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial period ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of fees and benefits to Non-Executive Directors, of up to but not exceeding the amount of RM80,000 for the period from 1 December 2023 to 13 June 2024. **Resolution 1**
- To approve the payment of fees and benefits to Non-Executive Directors, of up to but not exceeding the amount of RM190,000 for the period from 14 June 2024 until the next Annual General Meeting of the Company. **Resolution 2**
- To re-elect the following Directors:
 - Mr Ng Chin Heng retiring pursuant to Clause No. 100 of the Company's Constitution and being eligible, offers himself for re-election. **Resolution 3**
 - Madam Alice Ng retiring pursuant to Clause No. 97 of the Company's Constitution and being eligible, offers herself for re-election. **Resolution 4**
 - Mr Seeto Yee @ Seeto Tin Yee retiring pursuant to Clause No. 97 of the Company's Constitution and being eligible, offers himself for re-election. **Resolution 5**
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS

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

ORDINARY RESOLUTIONS

 - Proposed Retention of Mr Jacob O Pang Su Yin as an Independent Non-Executive Director** **Resolution 7**
" THAT approval be and is hereby given for Mr Jacob O Pang Su Yin, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to be retained and to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company. "
 - Proposed Retention of Tuan Hj. Intizam Bin Ayub as an Independent Non-Executive Director** **Resolution 8**
" THAT approval be and is hereby given for Tuan Hj. Intizam Bin Ayub, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to be retained and to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company. "
- To consider and if thought fit, to pass the following resolution with or without modification:

- ORDINARY RESOLUTION**
- Authority to issue shares pursuant to the Companies Act 2016** **Resolution 9**
" THAT subject always to the provisions of the Companies Act 2016, ("the Act"), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to allot and issue shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being; AND THAT pursuant to Clause 14 of the Company's Constitution, direction to the contrary of pre-emptive rights under Section 85 of the Act be and is hereby given for the Directors to offer and issue new shares of the Company ranking equally to the existing shares of the Company pursuant to the aforesaid authority, to such persons for such consideration as the Directors deem fit and in the best interest of the Company; 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 Securities; 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. "

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

ORDINARY RESOLUTION

Proposed Renewal of Share Buy-Back Authority **Resolution 10**
" THAT subject always to the provisions of the Companies Act 2016 ("the Act"), the Constitution of the Company and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), all other applicable laws, rules, regulations, and orders and the approvals of all relevant regulatory authorities, the Company is hereby authorised to purchase and/or hold such number of ordinary shares ("Shares") in the Company as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be purchased and/or held pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares in the ordinary share capital of the Company at any point in time and that an amount of the funds not exceeding the retained earnings of the Company, be utilised for Share Buy-Back; AND THAT such Shares purchased may be retained as treasury shares and/or distributed as dividends and/or resold on the market of Bursa Securities and/or be cancelled, as the Directors may deem fit and expedient in the interest of the Company; AND THAT such authority hereby given shall take effect immediately and shall continue to be in force until:
(a) the conclusion of the next Annual General Meeting of the Company at which time it shall lapse unless by a resolution passed at the meeting, the authority is renewed; or
(b) the expiration of the period within which the next Annual General Meeting of the Company after that date 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
(c) revoked or varied by a resolution passed by the Shareholders in a general meeting, whichever is the earlier;
AND FURTHER THAT the Directors be hereby authorised to do all such acts and things as may be required by the relevant authorities (including executing any relevant documents) as they may consider expedient or necessary to complete and give effect to the aforesaid authorisation."
- To transact any other business of the Company of which due notice has been given to the Company.

By Order of the Board

Dorothy Luk Wei Kam (SSM PC No. 202008001484)(MAICSA 7000414)
Ho Ling Ling (SSM PC No. 202008000066)(MAICSA 7012567)
Company Secretaries

Kota Kinabalu, Sabah
Dated: 30 April 2024

Notes:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, participate, speak and vote instead of him and that a proxy need not be a member of the Company.
- For the purpose of determining member's eligibility to attend this Meeting, only member whose name appears in the Record of Depositors as at 7 June 2024 shall be entitled to attend this Meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint not more than two proxies to attend and vote in his stead at the Meeting. There shall be no restriction as to the qualification of the proxy. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy, failing which, the appointment shall be invalid.
- Where a member of the Company 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney or if the appointor is a corporation under the seal, and the person so appointed may attend and vote at this meeting at which the appointor is entitled to vote.
- The instrument appointing a proxy shall be left at the Registered Office of the Company at Block G, Lot 3B, Bandar Leila, 90000 Sandakan, Sabah, or received at the electronic address at ir@coastalcontracts.com, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which it is to be used, and in default shall not be treated as valid.
- 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 a vote by way of a poll.

Explanatory Notes

- Audited Financial Statements for the financial period ended 31 December 2023**
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 shareholders for the Audited Financial Statements. Hence, it will not be put forward for voting.
- Ordinary Resolutions – Proposed Retention of Independent Non-Executive Directors, Mr Jacob O Pang Su Yin and Tuan Hj. Intizam Bin Ayub**
In relation to the proposed Resolutions 7 and 8, the Board of Directors has via the Nomination Committee assessed the independence of Mr Jacob O Pang Su Yin and Tuan Hj. Intizam Bin Ayub, who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-
(i) They fulfil the criteria of an Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
(ii) With their years of experience in the Company, they are familiar with the Company's business operations, thus enabling them to contribute actively and effectively during deliberations or discussions at the Board Meetings;
(iii) They have demonstrated their capability as independent directors and provided numerous constructive suggestions to the Board; and
(iv) Their level of independence and competency have not been impaired with time.
The proposed Resolutions 7 and 8, if passed, will enable Mr Jacob Pang and Tuan Hj. Intizam to continue in office as Independent Non-Executive Directors until the conclusion of the next Annual General Meeting of the Company.
The Company would seek shareholders' approval for retention of both of them as independent directors, who have served the Company for a cumulative term of more than 9 years, via a two-tier voting process in accordance with the Malaysian Code on Corporate Governance.
- Ordinary Resolution - Authority to issue shares pursuant to the Companies Act 2016**
The proposed Resolution 9, if passed, shall:
1. empower the Directors to allot and issue ordinary shares in the capital of the Company up to an aggregate amount not exceeding 10% of the total number of issued shares in the ordinary share capital of the Company for the time being for such purposes and to such person(s) whomsoever the Directors, may in their absolute discretion, deem fit; and
2. give direction to the Directors to offer and issue new shares of the Company pursuant to the authority granted under this Resolution 9, to any such persons without first offering the new shares to the existing members of the Company in proportion to their shareholdings.
This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting.
This general mandate was not utilised since its approval of renewal by the shareholders on 1 December 2022. The renewal of the general mandate is to facilitate the Company to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.
- Ordinary Resolution - Proposed Renewal of Share Buy-Back Authority**
The proposed Resolution 10, if passed, shall empower the Directors of the Company to buy back the shares of the Company of not exceeding 10% of the total number of issued shares in the ordinary share capital of the Company from time to time as may be determined by the Directors of the Company, who deem fit and expedient, in the interests of the Company.
This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.
Shareholders are directed to refer to the Share Buy-Back Statement dated 30 April 2024 for more information.