

**NOTICE IS HEREBY GIVEN THAT** the 23<sup>rd</sup> Annual General Meeting of Able Global Berhad will be conducted fully virtual basis through online meeting platform of TIH Online via its website at <https://tjh.online> or <https://tjh.com.my> (Domain registration number with MYNIC-D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd on Tuesday, 28 May 2024 at 10.00 a.m. for the following purposes:

**AGENDA**

**ORDINARY BUSINESS:**

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 and the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM448,500 for the financial year ended 31 December 2023.
- To approve the payment of Directors' benefits payable to the Directors of the Company up to an amount of RM75,000.00 from the close of 23<sup>rd</sup> Annual General Meeting until conclusion of the 24<sup>th</sup> Annual General Meeting in year 2025.
- To re-elect the following Directors who retire by rotation pursuant to Clause 76(3) of the Company's Constitution.
  - Mr Edward Goh Swee Wang
  - Mr Yeow Ah Seng @ Yow Ah Seng
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**SPECIAL BUSINESS:**

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

**6. ORDINARY RESOLUTION 1  
 AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of the relevant regulatory authorities, where such approval is required, the Directors be and are hereby authorised to issue and allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."

**7. ORDINARY RESOLUTION 2  
 PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK ("PROPOSED SHARE BUY-BACK RENEWAL")**

"THAT subject to compliance with the Companies Act 2016 ("the Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued 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 interest of the Company provided that:-

- the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase, ("Proposed Share Buyback").

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase (s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

To cancel all or part of the Purchased Shares;

- To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- To resell all or part of the treasury shares;
- To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- To transfer all or part of the treasury shares as purchase consideration; vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised and empowered to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buyback with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."

**8. ORDINARY RESOLUTION 3  
 CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

THAT subject to passing of Ordinary Resolution No. 3, approval be and is hereby given to who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.

**9. ORDINARY RESOLUTION 4  
 CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

THAT subject to passing of Ordinary Resolution No. 4, approval be and is hereby given to Ms Ng Lee Thin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.

- To transact any other business of which due notice shall have been given.

By Order of the Board  
**ABLE GLOBAL BERHAD**

**WONG CHEE YIN (f) (MAICSA7023530)**  
 (SSM Practising Certificate No. 202008001953)  
 Company Secretaries  
 Johor Bahru  
 29 April 2024

**NOTES:-**

- An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 if the online platform located in Malaysia and all meeting participants including Chairman of the meeting, board members, senior management and shareholders are to participate in the meeting online.  
 Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 23<sup>rd</sup> AGM via the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its **TIH Online** website at <https://tjh.online>. **Please follow the Procedures for RPV in the Administrative Guide for the 23<sup>rd</sup> AGM and take note of procedure below in order to participate remotely via RPV.**
- For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as of 20 May 2024**. Only a member whose name appears in this Record of Depositors shall be entitled to participate in this AGM via RPV or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to participate via RPV at the 23<sup>rd</sup> AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her stead. A proxy may but need not be a member of the Company.

**Resolution on Proxy Form**

(Please refer Explanatory Note 1)

**(Resolution 1)**  
 (Please refer Explanatory Note 2)

**(Resolution 2)**  
 (Please refer Explanatory Note 2)

**(Resolution 3)**  
 (Please refer Explanatory Note 3)

**(Resolution 4)**  
 (Please refer Explanatory Note 3)

**(Resolution 5)**  
 (Please refer Explanatory Note 4)

**(Resolution 6)**  
 (Please refer Explanatory Note 5)

**(Resolution 7)**  
 (Please refer Explanatory Note 6)

**(Resolution 8)**  
 (Please refer Explanatory Note 7)

**(Resolution 9)**  
 (Please refer Explanatory Note 7)

- A member of the Company who is entitled to participate at the 23<sup>rd</sup> AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the Annual General Meeting.
- Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- A member who has appointed a proxy or attorney or authorised representative to participate at the 23<sup>rd</sup> AGM via RPV **must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIH Online website at <https://tjh.online>**. Please refer to the procedures for RPV in the Administrative Guide for the 23<sup>rd</sup> AGM.
- The appointment of a proxy may be made in a hard copy form or by electronic means shall be deposited in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - In hard copy form**  
 By hand or post to the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or its the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan
  - By electronic means**  
 The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tjh.online>. Kindly refer to the Administrative Guide for the 23<sup>rd</sup> AGM on the procedures for electronic lodgement of proxy form via TIH Online.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is **Sunday, 26 May 2024 at 10.00 a.m.**
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
  - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
  - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    - at least two (2) authorised officers, of whom one shall be a director; or
    - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

**EXPLANATORY NOTES**

**ORDINARY BUSINESS:**

**1. Agenda item 1:  
 Audited Financial Statements for Financial Year Ended 31 December 2023**

This Agenda item is meant for discussion only as the provisions Sections 248(2) and 340(1) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

**2. Agenda items 2 & 3 respectively  
 Ordinary Resolution 1 – Directors' Fees  
 Ordinary Resolution 2 – Directors' Benefits**

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 agreed that the shareholders' approval on the following two (2) separate resolutions shall be sought at the 23<sup>rd</sup> AGM 2024.

- Ordinary Resolution 1** on payment of Directors' Fees in respect of the year 2023; and
- Ordinary Resolution 2** on payment of Directors' benefits with effect from the 23<sup>rd</sup> AGM 2024 to the 24<sup>th</sup> AGM 2025 of the Company.

The Directors' benefits payable would comprise wholly for meeting allowances which was calculated based on the number of scheduled Board's and Board Committees' meetings with effect from the 23<sup>rd</sup> AGM 2024 to the 24<sup>th</sup> AGM 2025.

**3. Agenda Item 4 (a) & (b)  
 Ordinary Resolutions 3 & 4 – Re-election of Directors**

Mr Edward Goh Swee Wang and Mr Yeow Ah Seng @ Yow Ah Seng are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 23<sup>rd</sup> AGM 2024.

The Board has through the Nominating Committee, had considered, and assessed the retiring Directors and agreed that they meet the qualification of Directors as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities and have the character, experience, integrity, competence and time to effectively discharge their roles as Directors.

**4. Agenda Item 5  
 Ordinary Resolution 5 – Re-appointment of Auditors**

The Board has through the Audit Committee, considered the re-appointment of Messrs Crowe Malaysia PLT as External Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table the re-appointment of Messrs Crowe Malaysia PLT at the forthcoming Annual General Meeting, included an assessment of the Auditors' independence and objectivity, caliber and quality process/performance.

**SPECIAL BUSINESS:**

**5. Agenda Item 6  
 Ordinary Resolution 6 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The Ordinary Resolution 6 under Item 6, is for the purpose of granting a renewal of the general mandate and if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding current and/or future investment project(s), working capital, repayment of bank borrowings, acquisitions and/or for allotment of shares as settlement of purchase consideration, by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, 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 or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier.

As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by the shareholders at the 22<sup>nd</sup> AGM held on 26 May 2023 and will lapse at the conclusion of the 23<sup>rd</sup> AGM to be held on 28 May 2024. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

**6. Agenda Item 7  
 Ordinary Resolution 7 – Proposed Renewal of Authority for Share Buyback**

The proposed Ordinary Resolution 7, if passed, will allow the Company to purchase its own shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company.

Please refer to the Statement to Shareholders dated 29 April 2024 in relation to the Proposed Renewal of Authority for Share Buyback for further information.

**7. Agenda Item 8 & 9  
 Ordinary Resolutions 8 & 9 – Continuing in Office as Independent Non-Executive Director**

The Board has assessed the independence of Mr Siah Chin Leong and Ms Ng Lee Thin, who have served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and has recommended that they continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- They fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, they would be able to bring an element of objectivity to the Board;
  - They have been with the Company for more than nine (9) years and are familiar with the Company's business operations;
  - They long tenure with the Company has neither impaired nor compromised their independent judgement. They continue to remain objective and are able to exercise independent judgement in expressing their views and in participating in deliberations and decision making of the Board and Board Committees in the best interest of the Company;
  - They have devoted sufficient time and attention to their professional obligations for informed and balanced decision-making; and
  - They have continued to exercise their due care during their tenure as Independent Non-Executive Director of the Company and have carried out their professional duties in the interest of the Company and shareholders. The Board considered Mr Siah Chin Leong and Ms Ng Lee Thin to be independent based on the above justifications and recommended that they be retained as Independent Non-Executive Director of the Company.
- Therefore, the Board has recommended and supported them to continue to act as the Independent Non-Executive Directors of the Company for Shareholder's approval at the forthcoming 23<sup>rd</sup> AGM via two tier voting.
- The proposed Ordinary Resolution 8 and 9, if passed, will enable Mr Siah Chin Leong and Ms Ng Lee Thin to continue serving as an Independent Non-Executive Director of the Company.