

Notice of Thirty-Third Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty-Third Annual General Meeting ("33rd AGM") of MINHO (M) BERHAD ("the Company") will be held at the Board Room of the Company, Lot 6476, Lorong Sg. Puluh, Batu 6, Off Jalan Kapar, 42100 Klang, Selangor Darul Ehsan on Friday, 28 June 2024 at 10.30 a.m. for the following purposes:

AGENDA

- As Ordinary Business**
- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
 - To approve the payment of Directors' fees and benefits of up to RM350,000.00 payable to the Directors of the Company from the conclusion of the 33rd AGM up till the conclusion of the next Annual General Meeting of the Company to be held in 2025. (Resolution 1)
 - To re-elect the following Directors who retire pursuant to Clause 96 of the Company's Constitution:-
(a) Tuan Haji Mohd Faizal Bin Haji Abdul Majid (Resolution 2)
(b) Ms. Jeannie Lim Li Tein (Resolution 3)
 - To re-appoint Messrs. Ecovis Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration (Resolution 4)

As Special Business

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

**5. ORDINARY RESOLUTION 1
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

"THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to the Act, to allot and issue shares in the capital of the Company to such persons at any time 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 to be issued pursuant to this resolution 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 also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

(Resolution 5)

**6. ORDINARY RESOLUTION 2
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company's subsidiaries ("Minho Group") to enter into recurrent related party transactions of a revenue or trading nature ("Recurrent Related Party Transactions") with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 30 April 2024 subject further to the following:-

- the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on normal commercial terms not more favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company;
- the disclosure is made in the annual report breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall, commence immediately upon the passing of this ordinary resolution and continue to be in force until:
 - the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which time it will lapse unless by a resolution passed at a general meeting, the authority is renewed; or
 - the expiration of the period within which the next AGM is required by law to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - it is revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier;

AND THAT the Board of Directors of the Company and/or any one of them be and are hereby authorised to complete and to 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 ordinary resolution."

(Resolution 6)

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

By order of the Board
MAK CHOOI PENG (MAICSA 7017931) (SSM PC No. 201908000889)
LIM HENG SEONG (MIA 47165) (SSM PC No. 202008004317)
Company Secretaries

Klang
30 April 2024

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 June 2024 ("**General Meeting Record of Depositors**") shall be entitled to attend, speak and vote at this Meeting.
 - A member entitled to attend and vote at this Meeting is entitled to appoint more than one (1) proxy to attend and vote instead of him, and that a proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at this Meeting shall have the same rights as the member to speak at the Meeting.
 - Where a member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
 - Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
 - Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 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 member or of his attorney duly authorised in writing or if the member is a corporation, shall be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney of the corporation duly authorised.
 - The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notariated certified copy of that power or authority, shall be deposited at the registered office of the Company at No. 808, Jalan 17/24, 46400 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding this Meeting or any adjournment thereof.
 - Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of 33rd AGM will be put to vote by poll.
- The Retiring Directors met the performance criteria required of an effective and a high-performance Board based on the Directors' SA results.
- The NRC and Board of Directors of the Company ("**the Board**") have considered the results of the assessment conducted on the Retiring Directors and collectively satisfied that they meet the criteria of character, experience, integrity, competence and time required to effectively discharge their role as Directors, as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board accepted the NRC's recommendation that the Retiring Directors, who retire in accordance with Clause 96 of the Constitution namely, Tuan Haji Mohd Faizal Bin Haji Abdul Majid and Ms. Jeannie Lim Li Tein are eligible to stand for re-election. The Retiring Directors had abstained from deliberations and decisions on their own eligibility and suitability to stand for re-election at the relevant Board meetings. The Retiring Directors referred to in Resolutions 2 and 3 will abstain from voting on the resolution in respect of their respective re-election at the 33rd AGM.

4. Resolution 4

The Audit and Risk Management Committee ("**ARMC**") had undertaken an annual assessment of the suitability and effectiveness of the external audit process, performance, suitability and independence of the external auditors, Ecovis Malaysia PLT ("**Ecovis**") as prescribed under the Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The ARMC was satisfied with the suitability of Ecovis based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The ARMC was also satisfied in its review that the provisions of non-audit services by Ecovis during the period under review did not impair Ecovis's objectivity and independence. The Board had accepted the ARMC's recommendation for shareholders' approval to be sought at the 33rd AGM on the re-appointment of Ecovis as external auditors of the Company for the financial year ending 31 December 2024, under Resolution 4. The present external auditors, Ecovis, have indicated their willingness to continue their services for the next financial year.

5. Ordinary Resolution 1

The proposed Ordinary Resolution 1 is for the purpose of seeking renewal for the general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Companies Act 2016, from the date of the 33rd AGM of the Company, to allot and issue shares in the Company at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being. The general mandate, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investment(s), project(s), working capital and/or acquisition(s).

As of the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the Thirty-Second Annual General Meeting of the Company held on 27 June 2023, which will lapse at the conclusion of the 33rd AGM of the Company. Hence, no proceeds were raised therefrom.

6. Ordinary Resolution 2

This proposed Ordinary Resolution 2 is to renew the shareholders' mandate for recurrent related party transactions of a revenue or trading in nature granted by shareholders of the Company at the Thirty-Second Annual General Meeting of the Company held on 27 June 2023 ("**Renewal of Shareholders' Mandate**"). The Renewal of Shareholders' Mandate will enable the Group to enter into such transactions in the ordinary course of business which are necessary for the Group's day-to-day operations, based on commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 30 April 2024 circulated together with this Annual Report for further information.

Explanatory Notes on Ordinary and Special Businesses:

- Item 1 of the Agenda**
This Agenda item 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, this Agenda item is not put forward for voting.

2. Resolution 1

Section 230(1) of the Companies Act 2016 ("**the Act**") provides that the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Company is seeking shareholders' approval for the payment of Directors' fees and benefits of up to RM350,000.00 payable to the Directors of the Company with effect from the conclusion of the 33rd Annual General Meeting ("**AGM**") until the conclusion of the next AGM of the Company in 2025 pursuant to Section 230(1) of the Act.

The estimated Directors' fees and benefits proposed for the period from 29 June 2024 until the next AGM of the Company in 2025 are derived based on the current Board size and number of scheduled Board and Board Committees meetings to be held. This Resolution 1 is to facilitate payment of Directors' fees and benefits for the financial year 2024/2025.

In the event that the proposed Directors' fees and benefits are insufficient, approval will be sought at the next AGM for additional Directors' fees and benefits to meet the shortfall.

3. Resolutions 2 and 3

Tuan Haji Mohd Faizal Bin Haji Abdul Majid and Ms. Jeannie Lim Li Tein ("**the Retiring Directors**") are standing for re-election as Directors of the Company.

For the purpose of determining the eligibility of the Retiring Directors to stand for re-election at the 33rd AGM, the Board, through its Nomination and Remuneration Committee ("**NRC**") had assessed the Retiring Directors, and considered the following:

- performance and contribution based on the self-assessment ("**SA**") results;
- level of contribution to the Board and deliberations through their skills, experience and strength in qualities; and
- level of objectivity, impartiality and their ability to act in the best interest of the Company.