

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fortieth Annual General Meeting of Gopeng Berhad (the “Company”) (“40th AGM” or the “Meeting”) will be held on a virtual basis via remote participation and electronic voting platform at the broadcast venue at Meeting Room of the Company, A-17-15, Level 17, Menara UOA Bangsar, No. 5, Jalan Bangsar Utama 1, 59000 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Wednesday, 12 June 2024 at 11:00 a.m. or any adjournment thereof for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon. (Refer to Note 1)
2. To approve the single-tier final dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2023. (Ordinary Resolution 1)
3. To approve the payment of Directors’ fees to the Directors of the Company of up to RM636,400.00 for the financial year ending 31 December 2024. (Ordinary Resolution 2)
4. To re-elect Dr. Mohd Nordin Bin Mohd Zain who is due to retire pursuant to Rule 76 of the Company’s Constitution, and being eligible, has offered himself for re-election. (Ordinary Resolution 3)
5. To re-elect Mr. Chong Chang Choong, who is due to retire pursuant to Rule 76 of the Company’s Constitution, and being eligible, has offered himself for re-election. (Ordinary Resolution 4)
6. To re-elect Dato’ Hazimah Binti Zainuddin, who is due to retire pursuant to Rule 80 of the Company’s Constitution, and being eligible, has offered herself for re-election. (Ordinary Resolution 5)
7. To re-appoint HLB Ler Lum Chew PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

As Special Business

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

8. **ORDINARY RESOLUTION - PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS OF THE COMPANY UNDER SECTION 230(1)(b) OF THE COMPANIES ACT 2016** (Ordinary Resolution 7)

“THAT the benefits payable to the Directors of the Company up to an amount of RM72,000/- with effect from 13 June 2024, a day after the Fortieth Annual General Meeting until the next Annual General Meeting of the Company to be held in year 2025 pursuant to Section 230(1)(b) of the Companies Act 2016, be and is hereby approved.”

9. **ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS** (Ordinary Resolution 8)

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and subject to the approvals of the relevant governmental and/or regulatory authorities, where necessary, the Directors of the Company be and are hereby authorised and empowered pursuant to the Act, to issue and allot shares in capital of the Company, at any time, at such price, 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 to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being (excluding treasury shares) pursuant to Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Securities;

THAT pursuant to Section 85 of the Act to be read together with Rule 49 of the Company’s Constitution, approval be and is hereby given for the waiver of 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 Sections 75 and 76 of the Act;

AND THAT the Directors of the Company, 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.”

10. **ORDINARY RESOLUTION - PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** (Ordinary Resolution 9)

“THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiaries (“Gopeng Group”) be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in the Circular to Shareholders dated 30 April 2024 with the related parties mentioned therein (“the Related Parties”) provided that such transactions are:-

- (a) necessary for the day-to-day operations;
- (b) carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (c) not to the detriment of the minority shareholders of the Company.

(“Renewed Shareholders’ Mandate”)

AND THAT the authority conferred such mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Renewed Shareholders’ Mandate.”

11. To transact any other ordinary business of which due notice has been given.

NOTICE OF BOOK CLOSURE

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of shareholders at the 40th AGM of the Company will be held on Tuesday, 12 June 2024 at 11:00 a.m., a single-tier final dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2023 will be payable on 16 August 2024 to depositors whose names appear in the Record of Depositors at the close of business on 17 July 2024.

A depositor shall qualify for entitlement for the dividend only in respect of:-

- (a) Share deposited to the Depositor’s Securities Account before 12:30 p.m. on 12 July 2024 in respect of the shares exempted from mandatory deposit;
- (b) shares transferred to the Depositors’ Securities Account on or before 4:30 p.m. on 17 July 2024 in respect of ordinary transfer; and
- (c) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

YEOW SZE MIN
(SSM PC No. 201908003120 & MAICSA 7065735)
CHIN MUN YEE
(SSM PC No. 201908002785 & MAICSA 7019243)
COMPANY SECRETARIES

Kuala Lumpur
30 April 2024

Information for Shareholders/Proxies

- (a) Please refer to the Administrative Guide for the 40th AGM for the procedures to register, participate and vote remotely at the 40th AGM.
- (b) In compliance with Section 327(2) of the Companies Act 2016, the Chairman shall be present at the main venue of the meeting in Malaysia. The broadcast venue is strictly for the purpose of complying with Companies Act 2016. Members, proxies and/or corporate representatives will not be allowed to be physically present at the broadcast venue on the day of the 40th AGM.
- (c) In respect of deposited securities, only members whose names appear in the Record of Depositors on 5 June 2024 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the Meeting.

- (d) A member entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.

- (e) The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.

- (f) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) 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.

- (g) 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.

- (h) The appointment of proxy(ies) may be made either in a hard copy form or by electronic means in the following manner and shall be deposited with the Company’s Share Registrar, not less than forty-eight (48) hours before the time appointed for holding the 40th AGM, i.e. latest by Monday, 10 June 2024 at 11:00 a.m. or at any adjournment thereof:-

Mode of submission	Designated Address
Hard copy	Boardroom Share Registrars Sdn. Bhd. at 11 th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan
Electronic means	Through the Share Registrar’s website Boardroom Smart Investor Portal at https://investor.boardroomlimited.com or via email to bsr.helpdesk@boardroomlimited.com

(Please refer to the Administrative Guide on the procedures for electronic lodgement of proxy form)

- (i) The lodging of the Form of Proxy does not preclude a member from attending and voting remotely at the 40th AGM should he subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at the office of the Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time stipulated for holding the 40th AGM, i.e. latest by Monday, 10 June 2024 at 11:00 a.m. or any adjournment thereof, and you shall register for Remote Participation and Electronic Voting as guided in the Administrative Guide. Please contact the poll administrator, Boardroom Share Registrars Sdn. Bhd., at +603-7890 4700 for further assistance.

Explanatory Notes to Ordinary Business

1. **Audited Financial Statements for the financial year ended 31 December 2023**

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 (“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.

2. **Ordinary Resolution 1 – Declaration of single-tier final dividend for the financial year ended 31 December 2023**

Pursuant to Section 131 of the Act, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. The Board of Directors (“Board”) had on 4 April 2024 considered the amount of dividend and recommended the same for the shareholders’ approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 16 August 2024 in accordance with the requirements under Sections 132(2) and (3) of the Act.

3. **Ordinary Resolution 2 – Payment of Directors’ Fees**

The proposed payment of Directors’ fees to the Directors of the Company for the financial year ending 31 December 2024 shall be up to a total of RM636,400.00 only, comprised the following rates based on responsibilities assumed:-

Directors’ Fees	Financial Year Ending 31 December 2024
Non-Executive Directors	RM50,000 per person per annum
Executive Chairman	RM60,000 per annum
Audit Committee Chair	Additional RM50,400 per annum
Audit Committee Members	Additional RM42,000 per annum

The Ordinary Resolution 2, if approved, will authorise the payment of Directors’ fees to the Directors for the financial year ending 31 December 2024.

4. **Ordinary Resolutions 3, 4 and 5 – Re-election of Directors**

In determining the eligibility of the Directors to stand for re-election at the 40th AGM of the Company, the Nomination and Remuneration Committee (“NRC”) having considered the requirements under Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the Fit and Proper Policy of the Group, recommended for the re-election of Dr. Mohd Nordin Bin Zain, and Mr. Chong Chang Choong who are retiring pursuant to Rule 76 of the Constitution of the Company, and Dato’ Hazimah Binti Zainuddin who are retiring pursuant to Rule 80 of the Constitution of the Company (“Retiring Directors”).

The Board, through the NRC, has conducted separate assessments and being satisfied with the performance/ contribution of the Retiring Directors. Therefore, the Board would like to recommend the same be tabled to the shareholders for approval at the 40th AGM under Ordinary Resolutions 3, 4 and 5 respectively.

The profiles of the Retiring Directors can be found in the Annual Report 2023.

The Retiring Directors have consented to their re-election and abstained from deliberations and voting in relation to their individual re-election at the NRC Meeting, where applicable and the Board Meeting, respectively.

5. **Ordinary Resolution 6 – Re-appointment of Auditors**

The Audit Committee (“AC”) had assessed the suitability, objectivity and independence of the External Auditors and recommended the re-appointment of HLB Ler Lum Chew PLT as the External Auditors of the Company for the ensuing year. The Board had in turn reviewed the recommendation of the AC and recommended the same be tabled to the shareholders for approval at the forthcoming 40th AGM of the Company under Ordinary Resolution 6.

Explanatory Notes to Special Business

6. **Ordinary Resolution 7 – Benefits Payable to the Directors**

Under Ordinary Resolution 7, the benefits payable to the Directors of the Company pursuant to Section 230(1)(b) of the Act had been reviewed by the NRC and the Board of Directors of the Company, which recognise that the benefits payable to the Directors are in the best interest of the Company and in accordance with Directors’ and Senior Management’s Remuneration Policy of the Company for the applicable period from 13 June 2024, a day after the date of the 40th AGM until the next Annual General Meeting of the Company to be held in year 2025. The benefits comprised solely meeting allowance, which will only be accorded based on actual attendance of meetings by the Directors:-

Benefits Payable to Directors	
Meeting Allowance for every Director for attendance of Board Meeting, Board Committee Meeting and General Meeting of the Company	RM1000/- per meeting day

7. **Ordinary Resolution 8 – Authority to Issue Shares pursuant to the Act and Waiver of Pre-emptive Rights**

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Act (“General Mandate”) obtained from its shareholders at the Thirty-Ninth Annual General Meeting of the Company held on 29 May 2023 (hereinafter referred to as the “Previous Mandate”) and seek for waiver of pre-emptive rights under Section 85 of the Act read together with Rule 49 of the Company’s Constitution (“Waiver”).

The Previous Mandate granted by the shareholders had not been utilised and hence, no proceed was raised therefrom.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fundraising activities for the purpose of funding investment(s), working capital and/or acquisitions(s), while the Waiver would allow the Directors to issue new ordinary shares to any person under the General Mandate without having to offer the new ordinary shares to be issued equally to all existing shareholders of the Company prior to allotment.

8. **Ordinary Resolution 9 – Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 9 is to renew the shareholders’ mandate granted by the shareholders of the Company at the Thirty-Ninth Annual General Meeting of the Company held on 29 May 2023 (“Renewal of Existing Shareholders’ Mandate”). The Renewal of Existing Shareholders’ Mandate will enable the Gopeng Group to enter into the Recurrent Related Party Transactions which are necessary for the Gopeng Group’s day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 30 April 2024 for further information.