

NOTICE OF 13th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 13th Annual General Meeting of the Company will be held at **The Vertical, Connexion Conference & Event Centre, The Zenith (Level M1), Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Friday, 28 June 2024 at 10.30 a.m.** for the following purposes:

AS ORDINARY BUSINESS:

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| <ol style="list-style-type: none"> 1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. 2. To approve the payment of Directors' fees of RM384,000.00 for the financial year ending 31 December 2024 to be paid quarterly in arrears. 3. To approve the payment of Directors' benefits up to an aggregate amount of RM35,000.00 for the period from 28 June 2024 until the next Annual General Meeting of the Company. 4. To re-elect the following Directors who are retiring in accordance with Clause 76(3) of the Constitution of the Company:- <ol style="list-style-type: none"> (a) Mr Wie Hock Beng; and (b) Puan Salwa Binti Shamshuddin. 5. To re-appoint UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | <p>(Please refer to the Explanatory Notes to the Agenda)</p> <p>(Ordinary Resolution 1)</p> <p>(Ordinary Resolution 2)</p> <p>(Ordinary Resolution 3)</p> <p>(Ordinary Resolution 4)</p> <p>(Ordinary Resolution 5)</p> |
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AS SPECIAL BUSINESS:-

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

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| <ol style="list-style-type: none"> 6. "AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 | <p>(Ordinary Resolution 6)</p> |
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- "THAT** subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant regulatory authorities, where such approval is required, the Directors of the Company 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, to such persons 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 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be authorised to do all such things as they deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company held 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 the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)
FOO PEI KOON (MAICSA 7067238) (SSM PC NO. 202108000380)
 Company Secretaries
 Kuala Lumpur

30 April 2024

NOTES:

1. For the purpose of determining who shall be entitled to attend, speak and vote at this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 20 June 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend, speak and vote on his/her/its behalf.
2. A member of the Company who is entitled to attend, speak and vote at a general meeting may appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to attend, speak and vote instead of the member at the general meeting.
4. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than 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.
5. 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
6. Where a member, an authorised nominee or an exempt authorised nominee 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. The appointment shall not be valid unless he specifies the proportion of his shareholdings to be represented by each proxy.
7. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the 13th Annual General Meeting or adjourned general meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
 In case of an appointment made in hard copy form, the proxy form must be deposited at 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, 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.
 - (ii) By electronic means via TIH Online website at <https://tih.online>
 The proxy appointment can be electronically lodged via TIH Online. Please refer to the procedure as set out in the Administrative Guide of the 13th Annual General Meeting for further information on electronic submission of proxy form via TIH Online.
8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at 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 48 hours before the time appointed for holding the general meeting 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.
9. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last day, date and time for lodging the proxy form is **Wednesday, 26 June 2024 at 10.30 a.m.**
11. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form with the Share Registrar of the Company at 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 if this has not been lodged with the Company's Share Registrar earlier.
12. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 13th Annual General Meeting will be put to vote by way of poll.

EXPLANATORY NOTES TO THE AGENDA

- (i) **Item 1 of the Agenda**
Audited Financial Statements for the financial year ended 31 December 2023
 This item is meant for discussion only. The provision of Section 248(2) and Section 340(1)(a) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this agenda item is not a business which requires a motion to be put forward to vote by shareholders.
 - (ii) **Ordinary Resolution 1**
Directors' fees for the financial year ending 31 December 2024
 The Directors' fees proposed for the financial year ending 31 December 2024 are calculated based on the current board size and assuming that all Non-Executive Directors will hold office until 31 December 2024. This resolution is to facilitate payment of the Directors' fees on current financial year basis. In the event the Company appoints additional Non-Executive Directors, approval on additional Directors' fees will be sought at the next Annual General Meeting.
 - (iii) **Ordinary Resolution 2**
Directors' benefits for the period from 28 June 2024 until the next Annual General Meeting
 Directors' benefits are meeting allowance payable to Non-Executive Directors and in determining the estimated amount, the Board has considered various factors including the current board size and number of scheduled meetings for the Board and Board Committees for the period from 28 June 2024 until the next Annual General Meeting as well as the number of Non-Executive Directors involved in the meeting. In the event the proposed amount is insufficient (due to more meetings/enlarged board size), approval will be sought at the next Annual General Meeting for the shortfall.
 - (iv) **Ordinary Resolutions 3 and 4**
Re-election of Directors
 Mr Wie Hock Beng and Puan Salwa Binti Shamshuddin are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 13th Annual General Meeting.

 Their profiles are disclosed in the Profile of the Board of Directors of the 2023 Annual Report.

 Saved as disclosed, the retiring Directors have no conflict of interest with the Company and have no family relationship with any Director and/or major shareholder of the Company. The Nomination Committee ("NC") has considered the performance and contribution, time and commitment, calibre and personality, and fit and proper of the retiring Directors. Based on the recommendation of the NC, the Board is supportive of their re-elections based on the following justifications:-
 - (i) **Ordinary Resolution 3 – Re-election of Mr Wie Hock Beng as Managing Director**
 Mr Wie Hock Beng is the brother to Mr Wie Hock Kiong and the founder of Pesona Metro Sdn Bhd. He possesses relevant qualification, knowledge and experience which complement the Board's competencies. He also has vast experience in the construction industry and has engineered the growth to the Group by providing valuable input to steer the Group forward.
 - (ii) **Ordinary Resolution 4 – Re-election of Puan Salwa Binti Shamshuddin as Independent Non-Executive Director**
 Puan Salwa Binti Shamshuddin has exercised due care and carried out her professional duty proficiently as an Independent Non-Executive Director of the Company. She demonstrated objectivity and independence through her participation at the meetings by giving objective feedback for Board's deliberation and decision-making process.
 - (v) **Ordinary Resolution 5**
Re-appointment of Auditors
 The Board had, through the Audit Committee, considered the re-appointment of UHY as Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the 13th Annual General Meeting are disclosed in the Audit Committee Report of the 2023 Annual Report.
 - (vi) **Ordinary Resolution 6**
Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016
 The proposed Ordinary Resolution 6, if passed, will empower the Directors to issue and allot shares up to an aggregate amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company without having to convene separate general meetings. 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.

 This is the new mandate to be obtained from shareholders. The proposed Ordinary Resolution 6, if passed, will provide flexibility to the Company for any possible fund-raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions or such other application as the Directors may deem fit in the best interest of the Company.
- Personal data privacy:**
 By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



PESONA METRO HOLDINGS BERHAD
Registration No.: 201101029741 (957876-T)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE THIRTEENTH ANNUAL GENERAL MEETING (“13TH AGM”)

Day & Date : **Friday, 28 June 2024**
Time : **10.30 a.m.**
Meeting Venue : **The Vertical, Connexion Conference & Event Centre
The Zenith (Level M1), Bangsar South City,
No. 8, Jalan Kerinchi
59200 Kuala Lumpur**

1. REGISTRATION

- The registration counter will open at 9.30 a.m. on Friday, 28 June 2024 and will open until the conclusion of the 13th AGM or such time may be determined by the Chairman of the meeting.
- Shareholders or proxies are requested to produce/show their original MyKAD (for Malaysian) or Passport (for non-Malaysian) to the registration staff for verification purposes. Please ensure the original MyKAD or Passport is returned to you thereafter. Please take note that no person will be allowed to register on behalf of another person, even with the original MyKAD or Passport of that person.
- Upon verification, shareholders or proxies will also be given an identification wristband for voting purposes. No person will be allowed to enter the meeting hall without the identification wristband. There will be no replacement for the identification wristband if it is lost or misplaced.

2. CORPORATE MEMBERS

- Corporate members who wish to appoint corporate representatives instead of a proxy, must deposit their original or duly certified certificate of appointment of corporate representative with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) on or before the 13th AGM.
- Attorneys appointed by power of attorney are required to deposit their power of attorney with the Company's Share Registrar, Tricor not later than Wednesday, 26 June 2024 at 10.30 a.m. to attend and vote at the 13th AGM.

3. PROXY

The appointment of proxy may be made in hard copy form or by electronic means 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 13th AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid:

(i) In hard copy form

In case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) In electronic means

You may also submit your proxy appointment electronically via TIIH Online website at <https://tiih.online>. Please do read and follow the procedures below to submit proxy form electronically.

4. ELECTRONIC LODGMENT OF PROXY FORM

The procedures to lodge your proxy form electronically via TIIH's Online website are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a user via TIIH Online website	<ul style="list-style-type: none">Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance.If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of proxy form	<ul style="list-style-type: none">After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password.Select the corporate event: PESONA METRO HOLDINGS BERHAD 13TH AGM - SUBMISSION OF PROXY FORM".Read and agree to the Terms and Conditions and confirm the Declaration.Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.Appoint your proxy/proxies and insert the required details of your proxy/proxies or appoint the Chairman as your proxy.Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.Review and confirm your proxy(s) appointment.Print the proxy form for your record.
ii. Steps for Corporate or Institutional Shareholders	
Register as a user with TIIH Online website	<ul style="list-style-type: none">Access TIIH Online at https://tiih.onlineUnder e-Services, the authorised or nominated representative of the corporate or institutional shareholder selects "Create Account by Representative of Corporate Holder".Complete the registration form and upload the required documents.Registration will be verified, and you will be notified by email within one (1) to two (2) working days.Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>Note: The representative of a corporate or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</i></p>

Proceed with submission of form of proxy	<ul style="list-style-type: none"> ▪ Login to TIIH Online at https://tiih.online ▪ Select the corporate event: “PESONA METRO HOLDINGS BERHAD 13TH AGM – SUBMISSION OF PROXY FORM” ▪ Agree to the Terms & Conditions and Declaration. ▪ Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. ▪ Prepare the file for the appointment of proxies by inserting the required data. ▪ Login to TIIH Online, select corporate event: “PESONA METRO HOLDINGS BERHAD 13TH AGM - SUBMISSION OF PROXY FORM”. ▪ Proceed to upload the duly completed proxy appointment file. ▪ Select “Submit” to complete your submission. ▪ Print the confirmation report of your submission for your record.
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5. GENERAL MEETING RECORD OF DEPOSITORS

For the purpose determining who shall be entitled to attend the 13th AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at **20 June 2024** and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting.

6. NO RECORDING OR PHOTOGRAPHY

No recording or photography of the 13th AGM proceedings is allowed without prior written permission of the Company.

7. DOOR GIFT / VOUCHER

There will be no distribution of door gifts or vouchers for shareholders/proxies/authorised representatives/attorneys who participate in the 13th AGM.

8. ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours from Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn Bhd		
Telephone Number	General Line	603-2783 9299
Contact Person	Ashvinder Singh	603-2783 7962 ashvinder.singh@my.tricorglobal.com
	Muhammad Asyran	603-2783 9249 muhammad.asyran@my.tricorglobal.com
Fax Number	603-2783 9222	
Email	is.enquiry@my.tricorglobal.com	