

NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth (25th) Annual General Meeting ("AGM") of the Company will be held and conducted on a fully virtual basis entirely through live streaming and online remote voting via Cloud AGM Platform operated by ARB Wemeet Sdn Bhd at <https://member.arbwemeet.com> (Domain registration numbers with MYNIC: D1A457700) on Friday, 21 June 2024 at 9.00 a.m. to transact the following businesses: -

- | | | |
|----|---|--------------------------------|
| 1. | To receive the audited financial statements for the period ended 30 June 2023 together with the Directors' and Auditors' Reports thereon. | Please refer to Note A. |
| 2. | To ratify and approve the additional payment of Directors' fees and other benefits payable amounting to RM33,900 which was in excess of the earlier approved amount of RM187,200 from the conclusion of 24 th AGM up to the conclusion of the 25 th AGM. | Ordinary Resolution 1 |
| 3. | To approve the payment of Directors' fees and other benefits payable of up to RM400,000 for the period from the conclusion of the 25 th AGM up to the conclusion of the next AGM. | Ordinary Resolution 2 |
| 4. | To re-elect Mr Khor Chin Meng who is retiring pursuant to Clause 123 of the Company's Constitution. | Ordinary Resolution 3 |
| 5. | To re-elect the following Directors who are retiring pursuant to Clause 128 of the Company's Constitution: | |
| | i. Dato' Baharon Bin Talib | Ordinary Resolution 4 |
| | ii. Noor Amalina Binti Ali | Ordinary Resolution 5 |
| | iii. Muhammad Adib Bin Ariffin | Ordinary Resolution 6 |
| 6. | To note the retirement of Messrs. SBY Partners PLT as Auditors of the Company and to authorise the Director(s) or Companies Commission of Malaysia on the appointment of an Auditors pursuant to Section 272 of the Companies Act, 2016 ("the Act") and to authorise the Director(s) to fix the new appoint Auditors' remuneration. | Ordinary Resolution 7 |

SPECIAL BUSINESSES:

To consider and, if thought fit, to pass the following Resolutions:

- | | | |
|----|--|-----------------------|
| 7. | AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016 | Ordinary Resolution 8 |
| | <p>"THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to 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 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 the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.</p> <p>AND THAT pursuant to Section 85 of the Act read together with Clause 17 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares."</p> | |
| 8. | To transact any other business of the Company for which due notice shall have been given. | |

By order of the Board,

TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250)
Company Secretary

Kuala Lumpur
10 May 2024

NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

(cont'd)

Notes:

1. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely in the virtual meeting using Cloud AGM Platform provided by ARB Wemeet Sdn Bhd via its online website at <https://member.arbwemeet.com>.
2. A member of the Company entitled to participate and vote at this meeting may appoint up to two (2) proxies to participate and vote in his stead. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
3. Where a member appoints up to two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his/her holdings to be represented by each proxy.
4. Where a member 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.
5. Where a member is an authorized 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
7. To be valid, the form of proxy duly completed must be deposited at the Share Registrar's office of the Company, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
8. In respect of deposited securities, only members whose names appear in the Record of Depositors on 6 June 2024 (General Meeting Record of Depositors) shall be entitled to participate, speak and vote at this AGM.

EXPLANATORY NOTES TO ORDINARY BUSINESS:

- a) Item 1 of the Agenda - Audited Financial Statements for the financial period ended 30 June 2023. This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

Ordinary Resolution 1 - Additional payment of Directors' fees and other benefits payable amounting to RM33,900

The Shareholders had on the 24th AGM which held on 11 May 2022 approved the Directors' fees and other benefits payable up to RM187,200 from the conclusion of 24th AGM up to the conclusion of the 25th AGM.

However, due to the change of the financial year end from 31 December to 30 June, the Company has longer financial period and hold the next AGM in longer period, therefore the proposed amount was insufficient. This resolution is to facilitate the shortfall payment of Directors' fees of RM33,900 from the conclusion of 24th AGM up to the conclusion of the 25th AGM.

Ordinary Resolution 3 to 6 - Re-election of the Directors who retire pursuant to the Clause 123 and Clause 128 of the Company's Constitution

Mr Khor Chin Meng who is standing for re-election as the Directors of the Company pursuant to the Clause 123 at the forthcoming 25th AGM and who is being eligible for re-election has offered himself for re-election in accordance with the Company's Constitution.

Meanwhile, Dato' Baharon Bin Talib, Cik Noor Amalina Binti Ali and En Muhammad Adib Bin Ariffin who are standing for re-election as the Directors of the Company pursuant to the Clause 128 at the forthcoming 25th AGM and who are being eligible for re-election have offered themselves for re-election in accordance with the Company's Constitution.

(all the retiring directors are collectively referred to as "the Retiring Directors")

NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

(cont'd)

The Board of Directors through the Nomination Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the respective Director concerned) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company at the forthcoming 25th AGM.

Ordinary Resolution 7 – Retirement of Messrs. SBY Partners PLT upon the conclusion of 25th AGM and to authorise the Director(s) or Companies Commission of Malaysia on the appointment of an Auditors pursuant to Section 272 of the Act

Messrs. SBY Partners PLT has expressed that they would not seeking re-appointment as the Auditors of the Company for the ensuing year. As such, the term of office of Messrs. SBY Partners PLT shall end upon the conclusion of the 25th AGM.

In relation thereto, authority be and is hereby given to the Director(s) or Companies Commission of Malaysia to appoint a new Auditors pursuant to Section 272 of the Act in place of the retiring Auditors and to authorise the Director(s) to fix the new Auditors' remuneration.

EXPLANATORY NOTES TO SPECIAL BUSINESS:

Ordinary Resolution 8 – Authority to Allot and Issue Shares in General Pursuant to Section 75 and Section 76 of the Act

The proposed Ordinary Resolution 8 is primarily to give a renewal mandate to the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be time consuming to organise a general meeting. The general mandate will provide flexibility and expediency to the Company for any possible fund-raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or working capital requirements, which the Directors of the Company consider to be in the best interest of the Company. The general mandate, unless revoked or varied at general meeting, will expire at the next AGM of the Company. As at the date of this Notice, no new shares in the Company were issued pursuant to the Previous Mandate and accordingly, no proceeds were raised.

Pursuant to Section 85 of the Act read together with Clause 17 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Act provides as follows:

"85. Pre-emptive rights to new shares

- (1) Subject to the Constitution, where a Company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Clause 17 of the Constitution of the Company provides as follows:

"17. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to members or such persons who at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors be conveniently offered under this Article"

The proposed Ordinary Resolution 8, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

(cont'd)

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities: -

1. Details of individual who are standing for election as Directors (excluding Directors for re-election).

No individual is seeking election as a Director at the 25th AGM of the Company.

2. General mandate for issue of securities in accordance with Paragraph 6.03 of the Listing Requirements of Bursa Securities.

The details of the proposed authority for Directors of the Company to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 is set out under Explanatory Note.



ANNUM BERHAD

SINCE 1997

[Registration No. 199701030432 (445931-U)]
(Incorporated in Malaysia)

FORM OF PROXY

CDS Account No.	
No. of Shares Held	

I / We _____
(FULL NAME IN BLOCK LETTERS)

(NRIC No. / Passport No. / Company Registration No. _____)

of _____

#Contact No. _____ and # email address _____

being a member/members of **ANNUM BERHAD** ("Company"), hereby appoint

Name of Proxy	NRIC No./Passport No.	% of Shareholdings to be Represented
Address		
Email Address	Contact No.	

and/or failing him/her

Name of Proxy	NRIC No./Passport No.	% of Shareholdings to be Represented
Address		
Email Address	Contact No.	

#You are required to fill in the contact no. and email address in order to participate the Twenty-Fifth ("25th") Annual General Meeting, otherwise, we are unable to register you as the participant of the meeting.

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the Twenty- Fifth (25th) Annual General Meeting ("AGM") of the Company will be held and conducted on a fully virtual basis entirely through live streaming and online remote voting via Cloud AGM Platform operated by ARB Wemeet Sdn Bhd at <https://member.arbwemeet.com> (Domain registration numbers with MYNIC: D1A457700) on Friday, 21 June 2024 at 9.00 a.m. and at any adjournment thereof.

RESOLUTIONS		FOR	AGAINST
1.	To ratify and approve the additional payment of Directors' fees and other benefits payable amounting to RM33,900 which was in excess of the earlier approved amount of RM187,200 from the conclusion of 24 th Annual General Meeting ("AGM") up to the conclusion of the 25 th AGM.		
2.	To approve the payment of Directors fees and other benefits payable of up to RM400,000 for the period from the conclusion of the 25 th AGM up to the conclusion of the next AGM.		
3.	To re-elect Mr Khor Chin Meng who is retiring pursuant to Clause 123 of the Company's Constitution.		
4.	To re-elect Dato' Baharon Bin Talib who retires pursuant to Clause 128 of the Company's Constitution.		
5.	To re-elect Cik Noor Amalina Binti Ali who retires pursuant to Clause 128 of the Company's Constitution.		
6.	To re-elect Muhammad Adib Bin Ariffin who retires pursuant to Clause 128 of the Company's Constitution.		
7.	To note the retirement of Messrs. SBY Partners PLT as Auditors of the Company and to authorise the Director(s) or Companies Commission of Malaysia on the appointment of an Auditors pursuant to Section 272 of the Companies Act 2016 and to authorise the Director(s) to fix the new appoint Auditors' remuneration.		
8.	Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016.		

(Please indicate with an "X" in the space provided on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Dated this _____ day of _____ 2024

Signature(s) of member(s)

Fold this flap for sealing

NOTES:

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2. A member of the Company entitled to participate and vote at this meeting may appoint up to two (2) proxies to participate and vote in his stead. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
3. Where a member appoints up to two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his/her holdings to be represented by each proxy.
4. Where a member 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.
5. Where a member is an authorized 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
7. To be valid, the form of proxy duly completed must be deposited at the Registered Office of the Company, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
8. In respect of deposited securities, only members whose names appear in the Record of Depositors on 6 June 2024 (General Meeting Record of Depositors) shall be entitled to participate, speak and vote at this AGM.

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**AFFIX
STAMP**

The Share Registrar of
ANNUM BERHAD [Registration No. 199701030432 (445931-U)]
c/o Aldpro Corporate Services Sdn Bhd
B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
Wilayah Persekutuan, Malaysia

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ANNUM BERHAD

[Registration No. 199701030432 (445931-U)]
(Incorporated in Malaysia)

25th ANNUAL GENERAL MEETING

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

General Meeting	:	Twenty-Fifth (25 th) Annual General Meeting (“ AGM ”)
Day, Date and Time of Meeting	:	Friday, 21 June 2024 at 9.00 a.m
Remote Participation and Voting Facilities	:	Cloud AGM Platform operated by ARB Wemeet Sdn Bhd at https://member.arbwemeet.com .
Domain Registration Numbers with MYNIC	:	D1A457700

The 25th AGM of the Company will be held and conducted by way of virtual meeting through live streaming and online voting via Cloud AGM Platform operated by ARB Wemeet Sdn Bhd at its website at <https://member.arbwemeet.com>. An online meeting platform used to conduct the meeting can be recognised as the meeting venue as required under Section 327(2) of the Companies Act 2016, provided that the online platform located in Malaysia.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

Entitlement to Participate and Vote Remotely

Only shareholders whose names appear on the Record of Depositors (“**ROD**”) as at 6 June 2024 shall be eligible to participate and vote remotely in the meeting or appoint proxy(ies)/ the Chairman of the meeting to participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN CLOUD AGM PLATFORM

Please follow the procedures to participate in Cloud AGM Platform as summarised below:

* BEFORE AGM DAY *

A: REGISTRATION		
	Description	Procedure
i.	Shareholders to Register with ARB Wemeet ➤ Individual Shareholders	<p>a. Access website at https://member.arbwemeet.com</p> <p>b. Select “Sign Up” to sign up as user.</p> <p>c. Read and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ by clicking on a small box <input type="checkbox"/>. Then select “Next”.</p> <p>d. Fill-in your details – (i) ensure your email address is valid & (ii) create your own password. (iii) add the CDS account Then click “OK”.</p> <p>e. Registration as user completed.</p> <p>f. An email notification will be sent to you.</p> <p>g. Click the link in the email to verify account.</p> <p><u>Notes:</u></p> <ul style="list-style-type: none"> • If you have already signed up/registered as a user with previously, you are not required to register again. • In order to be able to view the event, shareholders must add the related CDS in the profile (From the sign up or in the own profile).

B: REGISTRATION OF PROXY		
	Description	Procedure
i.	Submit Form of Proxy (hard copy) ➤ Individual Shareholders ➤ Corporate Shareholders ➤ Authorised Nominee ➤ Exempt Authorised Nominee	<p>The hard copy Form of Proxy must be deposited with the Company’s Share Registrar Office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia not less than 48 hours (Wednesday, 19 June 2024 at 9.00 a.m.) before the time appointed for holding the AGM or at any adjournment.</p> <p>a. Fill-in the details on the hard copy Form of Proxy by providing the following information:</p> <ul style="list-style-type: none"> • Proxy(ies) & Corporate Representative <ul style="list-style-type: none"> ○ Name ○ Number of MyKAD for Malaysian or passport for non-Malaysian ○ Address, contact number and email address – ensure email address is valid <p>b. Corporate Representative only – deposit the hard copy of Form of Proxy together with the following document to the Company’s Share Registrar office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia.</p> <ul style="list-style-type: none"> • A copy of Certificate of Appointment as corporate representative • Photocopy MyKAD/ Passport of Corporate Representative.

- c. Individual shareholders authorized nominee and exempt authorized nominee – deposit the hard copy Form of Proxy to the Company’s Share Registrar Office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia.
- d. Submitted Form of Proxy will be verified.
- e. After verification, proxy(ies) and corporate representative will receive email notification.
- f. Please refer to the steps stated in the email notification given to participants for their participation in the meeting.
- g. Please click the “WeMeet” button in the notification email and you will be directed to the login page at <https://member.arbwemeet.com>.
- h. You may login with your email and you will be prompted to change password.

*** ON AGM DAY ***

1. Log in to <https://member.arbwemeet.com> with your registered email address and password.
2. Cloud AGM Platform will be opened for log in one (1) hour before the commencement of the AGM you are attending at 8.00 a.m..
3. When you are logged in, select the general meeting event you are attending. On the main page, you are able to access the following:

Description	Procedures
i. Watch Live	<ul style="list-style-type: none"> a. Click “Watch Live” button to view the virtual event live. b. Once in Zoom Webinar, shareholder is required to key in the Full Name as per NRIC/ Passport. <p><u>Note:</u> <i>The Company reserves the rights to approve or deny shareholder’s participation if the name is not as per NRIC / Passport.</i></p>
ii. Ask Question (real-time)	<ul style="list-style-type: none"> a. Select “Ask Question” button to pose a question. b. Type in your question and select “Submit”. <p><u>Note:</u> <i>The Chairman of the AGM/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the AGM.</i></p>
iii. Online Remote Voting	<ul style="list-style-type: none"> a. On the main page, scroll down and select “Select CDS Account & Vote Now”. b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select “Next” to continue voting for all resolutions. c. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Select “Finish Voting” to submit your vote. <p><u>Note:</u> <i>Once you have confirmed and submitted your votes, you are able to change your voting choices in “View My Vote” before the event ends.</i></p>

- iv. View Voting Results
 - a. On the event details page, scroll down and select “**View My Vote**”.
- v. End of Cloud AGM Platform
 - a. Upon the announcement by the Chairman of the meeting on the closure of the said meeting, the live streaming will end.
 - b. You may log out from <https://member.arbwemeet.com>.

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at a general meeting will be conducted by poll. The Company has appointed ARB WeMeet Sdn Bhd as the Poll Administrator to conduct the polling process and Aegis Communication Sdn Bhd as the independent scrutineers to verify the results of the poll.

Revocation of Proxy

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally attend and participate in the AGM via Remote Participation and Voting Facilities, the Shareholder must contact the Share Registrar to revoke the appointment of his/her proxy not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

No e-Voucher, Gift and Food Voucher

There will be no e-Voucher, gift and food voucher for shareholders, proxies and corporate representatives who participate in the meeting.

Enquiry

- a. For enquiries relating to the AGM, please contact the Share Registrar during office hours (9:00 a.m. to 5:00 p.m.) on Monday to Friday (except public holidays) as follows:

Email : admin@aldpro.com.my
General Line : +603-9770 2200

- b. For enquiries relating to Cloud AGM Platform or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact ARB WeMeet helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Monday to Friday (except public holidays) as follows:

Email : supportsales@arbberhad.com