

# Administrative Guide for the Third Annual General Meeting (“3rd AGM”) of SIAB Holdings Berhad

**Date** : Thursday, 27 June 2024  
**Time** : 3.00 p.m.  
**Broadcast Venue** : Manuka 2 & 3, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

## 1. MODE OF MEETING

The 3rd AGM of the Company will be conducted entirely **through live streaming from the Broadcast Venue**.

The **Broadcast Venue** of the 3rd AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the meeting together with the essential individuals as indicated in the SC Guidance Note. Shareholders/proxy(ies) from the public **WILL NOT BE ALLOWED** to be physically present at the Broadcast Venue on the day of the meeting.

## 2. SHAREHOLDERS’ PARTICIPATION AT THE 3RD AGM VIA REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 3rd AGM using RPV facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”).

The RPV facilities are available on Tricor’s **TIIH Online** website at <https://tiih.online>.

We **strongly encourage** you to participate in the 3rd AGM via the RPV facilities. You may also consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 3rd AGM.

Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

## 3. PROCEDURES TO RPV VIA RPV FACILITIES

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 3rd AGM using the RPV facilities:

### Before the 3rd AGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none"><li>Using your computer, access to website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services” by select “<b>Create Account by Individual Holder</b>”. Refer to the tutorial guide posted on the homepage for assistance.</li><li>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li><li>If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.</li></ul>
ii. Submit your request to attend 3rd AGM remotely	<ul style="list-style-type: none"><li>Registration is open from Wednesday, 29 May 2024 until the day of 3rd AGM on Thursday, 27 June 2024. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 3rd AGM to ascertain their eligibility to participate the 3rd AGM using the RPV.</li></ul>

Procedure	Action
ii. Submit your request to attend 3rd AGM remotely	<ul style="list-style-type: none"> <li>• Login with your user ID (i.e. e-mail address) and password and select the corporate event: <b>(Registration) SIAB Holdings Berhad 3rd AGM</b>.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Select “Register for Remote Participation and Voting”.</li> <li>• Review your registration and proceed to register.</li> <li>• System will send an e-mail to notify that your registration for remote participation is received and will be verified.</li> <li>• After verification of your registration against the Record of Depositors as at 19 June 2024, the system will send you an e-mail after 23 June 2024 to approve or reject your registration for remote participation.</li> <li>• (Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</li> </ul>

### On the 3rd AGM Day

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none"> <li>• Login with your user ID and password for remote participation at the 3rd AGM at any time from 2.00 p.m. i.e. one hour before the commencement of meeting at 3.00 p.m. on Thursday, 27 June 2024.</li> </ul>
ii. Participate through Live Streaming	<ul style="list-style-type: none"> <li>• Select the corporate event: <b>(Live Stream Meeting) SIAB Holdings Berhad 3rd AGM</b> to engage in the proceedings of the 3rd AGM remotely.</li> <li>• If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the 3rd AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</li> </ul>
iii. Online remote voting	<ul style="list-style-type: none"> <li>• Voting session commences from 3.00 p.m. on Thursday, 27 June 2024 until a time when the Chairman announces the end of the session.</li> <li>• Select the corporate event: <b>(Remote Voting) SIAB Holdings Berhad 3rd AGM</b> or if you are on the live stream meeting page, you can select “<b>GO TO REMOTE VOTING PAGE</b>” button below the Query Box.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Select the CDS account that represents your shareholdings.</li> <li>• Indicate your votes for the resolutions that are tabled for voting.</li> <li>• Confirm and submit your votes.</li> </ul>
iv. End of remote participation	<ul style="list-style-type: none"> <li>• Upon the announcement by the Chairman on the conclusion of the 3rd AGM, the Live Streaming will end.</li> </ul>

### **Note to users of the RPV facilities:**

- (i) Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- (ii) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (iii) In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

#### 4. ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

Only members whose names appear on the Record of Depositors as at 19 June 2024 shall be eligible to participate in the 3rd AGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.

In view that the 3rd AGM will be conducted on a virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.

If you wish to participate in the 3rd AGM yourself, please do not submit any Form of Proxy for the 3rd AGM. You will not be allowed to participate in the 3rd AGM together with a proxy appointed by you.

Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 3rd AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Tuesday, 25 June 2024 at 3.00 p.m:**

- (i) In Hard copy:
- a) By hand or post to the office of the Share Registrar, 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 or alternatively its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;
- b) By fax at 03-2783 9222 or e-mail to [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)
- (ii) By Electronic form:

All shareholders can have the option to submit proxy forms electronically via TIIH Online and the steps to submit are summarised below:

Procedure	Action
<b>i. <u>Steps for Individual Shareholders</u></b>	
Register as a user with TIIH Online	<ul style="list-style-type: none"><li>Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.</li><li>If you are already a user with TIIH Online, you are not required to register again.</li></ul>
Proceed with submission of form of proxy	<ul style="list-style-type: none"><li>After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li><li>Select the corporate event: <b>SIAB Holdings Berhad 3rd AGM - “Submission of Proxy Form”</b>.</li><li>Read and agree to the Terms and Conditions and confirm the Declaration.</li><li>Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li><li>Appoint your proxy/proxies and insert the required details of your proxy/proxies or appoint the Chairman as your proxy.</li><li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li><li>Review and confirm your proxy(s) appointment.</li><li>Print the form of proxy for your record.</li></ul>

Procedure	Action
<b>ii. Steps for corporation or institutional shareholders</b>	
Register as a user with TIIH Online	<ul style="list-style-type: none"> <li>▪ Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>▪ Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “<b>Create Account by Representative of Corporate Holder</b>”.</li> <li>▪ Complete the registration form and upload the required documents.</li> <li>▪ Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>▪ Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p>Note: The representative of a corporation 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.</p>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> <li>▪ Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>▪ Select the corporate exercise name: “<b>SIAB Holdings Berhad 3rd AGM : Submission of Proxy Form</b>”</li> <li>▪ Agree to the Terms &amp; Conditions and Declaration.</li> <li>▪ Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.</li> <li>▪ Prepare the file for the appointment of proxies by inserting the required data.</li> <li>▪ Submit the proxy appointment file.</li> <li>▪ Login to TIIH Online, select corporate exercise name: “<b>SIAB Holdings Berhad 3rd AGM: Submission of Proxy Form</b>”.</li> <li>▪ Proceed to upload the duly completed proxy appointment file.</li> <li>▪ Select “Submit” to complete your submission.</li> <li>▪ Print the confirmation report of your submission for your record.</li> </ul>

## 5. VOTING AT MEETING

The voting at the 3rd AGM will be conducted on a poll pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”). The Company has appointed Tricor to conduct the poll voting electronically (“e-voting”) via Tricor e-Vote application (“Tricor e-Vote App”) and Scrutineer Solutions Sdn Bhd as Independent Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting and submit your votes at any time from the commencement of the 3rd AGM at 3.00 p.m. Kindly refer to “Procedures to Remote Participation and Voting via RPV Facilities” provided above for guidance on how to vote remotely via TIIH Online.

## 6. RESULTS OF THE VOTING

The resolutions proposed at the 3rd AGM and the results of the voting will be announced at the 3rd AGM and subsequently via an announcement made by the Company through Bursa Malaysia at [www.bursamalaysia.com](http://www.bursamalaysia.com).

## 7. PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

The Board recognises that the 3rd AGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the 3rd AGM, shareholders may in advance, before the 3rd AGM, submit questions to the Board of Directors via Tricor's TIIH Online website at <https://tiih.online>, by selecting "e-Services" to login, post your questions and submit it electronically no later than Tuesday, 25 June 2024. The Board of Directors will endeavor to address the questions received at the 3rd AGM.

## 8. ANNUAL REPORT

The Annual Report is available on the Company's website at [www.siabmy.my](http://www.siabmy.my) and Bursa Malaysia's website at [www.bursamalaysia.com](http://www.bursamalaysia.com) under Company's announcements.

You may request for a printed copy of the Annual Report at <https://tiih.online> by selecting "Request for Annual Report / Circular" under the "Investor Services".

Kindly consider the environment before you decide to request for the printed copy of the Annual Report. Environmental concerns such as global warming, deforestation, climate change and many more affect every human, animal and nation on this planet.

## 9. NO DOOR GIFT/FOOD VOUCHER

There will be no distribution of door gifts or food vouchers for the 3rd AGM since the meeting is being conducted on a virtual basis.

## 10. ENQUIRY

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

### **Tricor Investor & Issuing House Services Sdn. Bhd.**

General Line : +603-2783 9299  
Fax Number : +603-2783 9222  
Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

Contact person : Syafiquel Hafidz  
Contact Number : +603-2783 9024  
Email : [syafiquel.hafidz@my.tricorglobal.com](mailto:syafiquel.hafidz@my.tricorglobal.com)

Contact person : Hayman Daniel Muadzim  
Contact Number : +603-2783 9145  
Email : [hayman.daniel@my.tricorglobal.com](mailto:hayman.daniel@my.tricorglobal.com)



## SIAB HOLDINGS BERHAD

(Company Registration No. 202001043548 (1399869-A))  
(Incorporated In Malaysia)

**NOTICE IS HEREBY GIVEN** that the Third Annual General Meeting (“**3<sup>rd</sup> AGM**”) of the Company will be conducted entirely through live streaming from the broadcast venue at Manuka 2 & 3, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“**Broadcast Venue**”) using the Remote Participation and Voting facilities (“**RPV**”) provided by Tricor Investor & Issuing House Services Sdn Bhd via TIIH Online website at <https://tiih.online> on Thursday, 27<sup>th</sup> June 2024 at 3.00 p.m. for the following purposes:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 and the Reports of the Directors and the Auditors thereon. *(Please refer to Note No. 2)*
- Resolution 1**
2. To approve the payment of Directors' fees of RM48,000.00 to Ben Lee Kam Foo for the financial period from 1 July 2023 to 27 June 2024.
  3. To approve the payment of Directors' fees to the following Non-Executive Directors for the financial period from 28 June 2024 until the conclusion of the next Annual General Meeting of the Company.
- Resolution 2**
- (i) Tan Sri Dato' Sri Mohamad Fuzi Bin Harun – RM120,000.00 per annum
- Resolution 3**
- (ii) Dato' Sri Dr Shahril Bin Mokhtar – RM48,000.00 per annum
- Resolution 4**
- (iii) Andrea Huong Jia Mei – RM48,000.00 per annum
- Resolution 5**
- (iv) Ben Lee Kam Foo - RM48,000.00 per annum
- Resolution 6**
4. To approve the payment of Directors' benefits of up to RM30,000.00 for the financial period from 28 June 2024 until the date of the next Annual General Meeting of the Company.
- Resolution 7**
5. To re-elect Tan Sri Dato' Sri Mohamad Fuzi Bin Harun who is retiring in accordance with Clause 76(3) of the Constitution of the Company.
- Resolution 8**
6. To re-elect Ben Lee Kam Foo, who is retiring in accordance with Clause 76(6) of the Constitution of the Company.
- Resolution 9**
7. To appoint Baker Tilly Monteiro Heng PLT in place of KPMG PLT as the Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to fix their remuneration.

**As Special Business**

**Resolution 10** 8. To consider and if thought fit, to pass the following as Ordinary Resolution:

**Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016 ('the Act')**

"THAT pursuant to Sections 75 and 76 of the Act, ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval 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 capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate").

THAT pursuant to Section 85(1) of the Companies Act 2016 read together with Rule 7.08 of the Listing Requirements and Clause 12(3) of the Constitution of the Company, it may be construed to mean that all New Shares in the Company shall, before they are issued, be first offered to such persons who are entitled to receive notices from the Company of general meetings as at the date of the offer in proportion as nearly as the circumstances permit, to the amount of the existing shares or securities to which they are entitled ("Pre-emptive Rights") and accordingly, should this resolution be passed by the shareholders, this resolution shall have the effect of the shareholders having agreed to irrevocably waive their Pre-emptive Rights in respect of the New Shares to be allotted and issued by the Company pursuant to the Proposed General Mandate, and in this respect approval be and is hereby given for the Pre-emptive Rights of the shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85 of the Act and Clause 12(3) of the Constitution of the Company to be waived in respect of the issuance and allotment of the New Shares in relation to the Proposed General Mandate.

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

9. To transact any other business of the Company of which due notice shall have been given.

By Order of the Board

**LAU YEN HOON** (MAICSA 7061368) (SSM PC No. 202008002143)  
**LIEW SHU NING** (MAICSA 7074561) (SSM PC No. 202408000033)  
Company Secretary

Kuala Lumpur  
29 May 2024

#### NOTES

**1. Important Notice**

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Act** which requires the Chairman of the meeting to be present at the main venue of the meeting. **Members will not be allowed** to attend the meeting in person at the Broadcast Venue **on the day of the meeting**.

Members are to attend, speak (including posing questions via real time submission of typed texts) and vote (collectively, “participate”) remotely via the RPV facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at <https://tiih.online>.

**Please read these Notes carefully and follow the procedures in the Administrative Guide for the AGM in order to participate remotely via the RPV.**

2. For the purpose of determining a Member who shall be entitled to participate via the RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at **19 June 2024** and only a depositor whose name appears on the Record of Depositors shall be entitled to participate at the meeting or appoint proxy(ies) to participate in his stead.
3. A Member of the Company who is entitled to participate at this meeting is entitled to appoint proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate and vote instead of him. A proxy may, but need not, be a member of the Company.
4. Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“SICDA”), 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 SIDCA which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.



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**Third Annual General Meeting**

5. Where a Member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment of two (2) or more proxies shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
6. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 3<sup>rd</sup> AGM via RPV must request his/her proxy to register himself/herself for RPV at TIH Online website at <https://tiih.online>. **Please follow the Procedures for RPV in the Administrative Guide for the AGM.**
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
8. The instrument appointing a proxy and power of attorney or other authority, if any, under which it is signed notarially certified copy of that power of attorney, must be deposited with the Company's Share Registrar's Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or by electronic appointment via TIH Online at <https://tiih.online> not less than forty-eight (48) hours before the time appointed for holdings the meeting or any adjourned thereof. Please refer to the Administrative Guide for the 3<sup>rd</sup> AGM for further information on electronic submission.
9. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL/DULY CERTIFIED certificate of appointment of authorised representative with the Share Registrar of the Company.
10. Pursuant to Rule 8.31A(1) of the Listing Requirements of Bursa Securities, all resolutions at the 3<sup>rd</sup> AGM or any adjournment thereof shall be voted by poll.

**Explanatory Notes for Ordinary and Special Business:-**

**1. Agenda No. 1**

**Receipt of Report and Audited Financial Statements**

This item of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Act require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

**2. Agenda No. 2 to 4 – Resolution No. 1 to 6**

**Payment of Directors' fees and Benefits**

Pursuant to Section 230(1) of the Act, 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.

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 the next AGM.

The proposed Ordinary Resolution 6 is to facilitate payment of Directors' benefits for the financial period from 28 June 2024 until the date of the next AGM. Directors' benefits include allowances and other emoluments payable to Directors and in determining the estimated total, the Board had considered various factors including the number of scheduled meetings for the Board, Board Committees and Board meetings of subsidiaries.

In the event the Directors' fees and benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size etc.), approval will be sought at the next AGM for the additional amount to meet the shortfall.

**3. Agenda No. 5 to 6 – Resolution No. 7 to 8**

**Re-election of Directors who retire in accordance with Clause 76(3) & Clause 76(6) of the Constitution of the Company**

Clause 76(3) of the Constitution of the Company provides that one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the AGM in every year provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.

The Company may appoint any person who is not disqualified under the Act to fill in vacancy at the Annual General Meeting at which a Director so retires, and if no appointment was made to fill the vacancy, the retiring Director shall, if he offers himself for re-election, be deemed to have been re-elected pursuant to the Clause 76(6) of the Constitution of the Company.

The Directors who are subject to retirement pursuant to the Constitution are eligible and have offered themselves for re-election. Their profiles are available on page 7 to page 13 of the Company's Annual Report 2023.

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The Nomination Committee (“NC”) had assessed the performance and contribution of the above retiring Directors through the annual Board and Directors’ assessment and satisfied that the retiring Directors met the criteria as prescribed under Rule 2.20A of the Listing Requirements of Bursa Securities as well as the fit and proper criteria under the Directors’ Fit and Proper Policy of the Company. The Board of Directors had approved the NC’s recommendation that the retiring Directors be re-elected as Directors of the Company at the 3<sup>rd</sup> AGM.

Ms. Tan Sok Moi, who is retiring by rotation pursuant to the Clause 76(3) of the Constitution of the Company, has indicated that she does not wish to seek re-election as a Director of the Company. Hence, she shall hold office until the conclusion of this 3<sup>rd</sup> AGM.

**4. Agenda No. 7 – Resolution No. 9**

**Appointment of Auditors**

This resolution is to approve the appointment of Baker Tilly Monteiro Heng PLT as the new external auditors of the Company in place of KPMG PLT and to empower the Board of Directors to determine the auditors’ remuneration for the financial year ending 31 December 2024.

KPMG PLT was re-appointed as the auditors of the Company at the last AGM of the Company and to hold office until the conclusion of the forthcoming AGM of the Company.

The Audit and Risk Management Committee and the Board of Directors of the Company had considered the nomination received for the appointment of Baker Tilly Monteiro Heng PLT as auditors of the Company. They were satisfied that Baker Tilly Monteiro Heng PLT had met the relevant criteria prescribed by Rule 15.21 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and had accordingly recommended the appointment of Baker Tilly Monteiro Heng PLT as the new auditors of the Company for the financial year ending 31 December 2024.

**5. Agenda No. 8 - Resolution No. 10**

**Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company to issue and allot new ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot new ordinary shares under an agreement or option or offer, provided that the aggregate number of new ordinary shares allotted pursuant to this resolution does not exceed the prescribed limit under the Listing Requirements of Bursa Securities.

Please note that Section 85(1) of the Act requires all new shares or other convertible securities of the Company be first offered to shareholders in proportion to their existing holdings. This proposed Ordinary Resolution 10 is also to seek waiver from all existing shareholders on their statutory pre-emptive rights pursuant to Section 85(1) of the Act. The resolution, if passed, will allow the Directors to issue and allot new ordinary shares in the Company from time to time without making a pre-emptive offer to the existing shareholders. Should the shareholders approve the proposed Ordinary Resolution No. 10, it would allow the Directors to issue the New Shares to any person without having to offer the said New Shares equally to all existing shareholders of the Company prior to issuance. This will result in a dilution to the shareholding percentage of the existing shareholders in the Company.

The Board of Directors of the Company is of the view that the Proposed General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders’ approval so as to avoid incurring additional costs and time. It will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this notice, there is no decision to issue any new ordinary shares. Should there be a decision to issue new ordinary 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 new ordinary shares.

The proposed Ordinary Resolution No. 10 is a renewal of the previous year’s mandate. As at the date of this notice, the Company has not issued any new ordinary shares under the general mandate obtained at the last AGM of the Company.

**Statement Accompanying Notice of Annual General Meeting**

(Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. There is no person seeking election as director of the Company at this Annual General Meeting.
2. General mandate for issue of securities  
Kindly refer to item 8 - Explanatory Notes on Special Business for Resolution No. 10 on Authority to Allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016 under the Notes to the Notice of the Annual General Meeting.