

NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 21st Annual General Meeting of the Company will be held as a virtual meeting via live streaming broadcast from Redwood Meeting Room, Ho Hup Tower – Aurora Place, 2-09-01 – Level 9, Plaza Bukit Jalil, No. 1, Persiaran Jalil 1, Bandar Bukit Jalil, 57000 Kuala Lumpur, on Wednesday, 4 September 2024 at 10.30 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon. [Please refer to Explanatory Note] Resolution 1
- To approve the payment of Directors' fees and benefits to Non-Executive Directors of up to an amount of RM959,400 for the period from 5 September 2024 until the conclusion of the next Annual General Meeting (AGM) of the Company. Resolution 2
- To re-elect the following Directors retiring by rotation in accordance with Clause 95 of the Company's Constitution and being eligible, have offered themselves for re-election: Resolution 3
 - Martin Chu Leong Meng
 - Dato' Sri Chee Hong Leong
- To re-elect the following Directors retiring in accordance with Clause 100 of the Company's Constitution and being eligible, have offered themselves for re-election: Resolution 4
 - Thong Weng Sheng
 - Narayanasamy A/L N Chithambaram
 - Wong Kwang Chwen
 - Tan Wee Hoong
 - Danny Hoe Kam Thong
- To re-appoint BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 8

AS SPECIAL BUSINESS:

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

- ORDINARY RESOLUTION:**
CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR Resolution 10
"THAT approval be and is hereby given to Martin Chu Leong Meng, a Director who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company."
- ORDINARY RESOLUTION:**
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 Resolution 11
"THAT subject always to the Companies Act 2016 and the approvals of the relevant authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares 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 also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

- ORDINARY RESOLUTION:**
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE Resolution 12
"THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into recurrent related party transactions from time to time with Related Parties who may be a Director, a major shareholder of the Company and/or its subsidiaries or a person connected with such a Director or major shareholder, as specified in Section 2.3 of the Circular to Shareholders dated 30 July 2024, subject to the following:
 - the transactions are of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries and are transacted on terms consistent or comparable with market or normal trade practices and/or based on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
 - disclosure is made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to the shareholders' mandate in accordance with the Main Market Listing Requirements of Bursa Securities;

THAT the mandate given by the shareholders of the Company shall only continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the Act) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and carry out such acts and actions as they may consider expedient or necessary to give effect to the shareholders' mandate."

By Order of the Board

LIM SHOOK NYEE
MAICSA No. 7007640
SSM PC No. 201908003593
Company Secretary

Kuala Lumpur
30 July 2024

EXPLANATORY NOTES:

- Agenda 1 Audited Financial Statements for the financial year ended 31 March 2024**
The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, they will not be put for voting.
- Resolution 1 Directors' Fees & Benefits**
Section 230 of the Companies Act 2016 provides amongst others, that the fee 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 proposed Resolution 1, if passed, will authorise the payment of Directors' fees and benefits (being meeting attendance allowance) payable to the Non-Executive Directors for the period from 5 September 2024 until the conclusion of the next AGM of the Company. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.
The total estimated amount of benefits payable is calculated based on the assumption of the projected number of Board and Board Committee meetings and the appointment of additional Non-Executive Directors.

Resolutions

2, 3, 4, 5, 6, 7 & 8

Re-election of Directors

Clause 95 of the Company's Constitution provides that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. Each Director shall retire from office at least once in every three years but shall be eligible for re-election. Martin Chu Leong Meng and Dato' Sri Chee Hong Leong who are retiring by rotation in accordance with Clause 95 of the Company's Constitution and being eligible, have offered themselves for re-election at the 21st AGM.

Clause 100 of the Company's Constitution provides that any Directors appointed either to fill a casual vacancy or as an addition to the existing Board, shall hold office only until the next AGM and shall be eligible for re-election. Thong Weng Sheng, Narayanasamy A/L N Chithambaram, Wong Kwang Chwen, Tan Wee Hoong and Danny Hoe Kam Thong who were appointed during the period under review are standing for re-election as Directors and being eligible, have offered themselves for re-election at the 21st AGM.

Their profiles are presented on Pages 30 to 35 of Volume 1 of the Annual Report 2024. These seven (7) retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Nomination, Remuneration and Long-Term Incentive Plan Committee (NRLTIPC) Meetings and will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at this 21st AGM. The Board has endorsed the NRLTIPC's recommendation subject to the shareholders' approval at the 21st AGM.

Resolution 9

Re-appointment of BDO PLT as Auditors of the Company for the ensuing year
Based on the results of the External Auditors Evaluation for the financial year ended 31 March 2024, the Audit & Risk Management Committee and Board are satisfied with the quality of service, adequacy of resources provided, communication, independence, objectivity and professionalism demonstrated by the External Auditors, BDO PLT, in carrying out their duties. Being satisfied with BDO PLT's performance, the Board recommends their re-appointment for shareholders' approval at the 21st AGM of the Company and who have expressed their willingness to continue in office, to hold office as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting at a fee to be determined by the Board of Directors of the Company.

Resolution 10

Continuation in office as Independent Non-Executive Director

The proposed resolution, if passed, will allow Martin Chu Leong Meng (Mr Martin) to be retained and to continue in office as Independent Non-Executive Director of the Company, via a two-tier voting process as recommended under the Malaysian Code on Corporate Governance 2021.

Mr Martin who was appointed as an Independent Non-Executive Director of the Company on 6 January 2014, has exceeded a cumulative term of more than nine (9) years.

The NRLTIPC and Board of Directors of the Company, have assessed the independence of Mr Martin and recommended that he continues to act as Independent Non-Executive Director of the Company based on the following justifications:

- He fulfills the criteria of the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and had expressed his willingness to continue in office as an Independent Non-Executive Director of the Company;
- His vast experience would enable him to provide the Board with a diverse range of knowledge, expertise and independent judgment to better manage and run the Group.
- Notwithstanding that he has served the Company as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, during which he had at all times acted in good faith and in the best interests of the Company, exercising his independent judgment during deliberations and decision-making during the Company's Board Meetings and Board Committee Meetings and were familiar with the Company's business operations.
- Mr Martin had proven to be a reliable Independent Non-Executive Director with his professional attitude and outlook of business perspective, had devoted sufficient time and attention to his professional obligations for informed and balanced decision-making and had also exercised due care during his tenure in the best interests of the Company and the shareholders.

Resolution 11

Authority to Allot Shares

Further information in relation to the general mandate for issue of securities is set out in the Statement Accompanying Notice of 21st AGM.

Resolution 12

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 30 July 2024 which is dispatched together with the Company's Annual Report 2024.

NOTES:

The broadcast venue 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 physically present at the main venue of the meeting.

Shareholders/proxies **WILL NOT BE ALLOWED** to attend this 21st AGM in person at the broadcast venue on the day of the 21st AGM. Therefore, shareholders are strongly advised to participate and vote remotely at the 21st AGM through live streaming and online remote voting via digital ballot form (DBF). Shareholders can register online at <https://vps.megacorp.com.my/0qz5yE>.

Please read the Administrative Guide for the 21st AGM in order to participate remotely.

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead via DBF. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak (in the form of real time submission of typed texts) at the General Meeting via DBF.
- 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 Securities Industry (Central Depositors) Act, 1991 (SICDA) which is exempted from compliance with provisions of subsection 25A(1) of SICDA.
- A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Only members whose names appear in the Record of Depositors on 28 August 2024 shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote at the 21st AGM or appoint proxy/proxies to attend and/or vote on his/her behalf via DBF.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited in the following manner, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid:
 - In hard copy form**
Deposit at the office of the Poll Administrator at Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur.
 - By electronic form**
Email to AGM-support.Microlink@megacorp.com.my
- The resolutions set out in the Notice of the 21st AGM will be put to vote by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities.