

# NOTICE OF ANNUAL GENERAL MEETING



**NOTICE IS HEREBY GIVEN THAT** the Twenty-Seventh Annual General Meeting of the Company will be held at the Auditorium, Lot 11, Jalan Astaka U8/88, Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Thursday, 26 September 2024 at 2.30 p.m. to transact the following businesses:-

## AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Directors' and Auditors' Reports thereon. **Please refer to Explanatory Note A**
- To approve the payment of a final single-tier dividend of 0.5 sen per ordinary share in respect of the financial year ended 31 March 2024. Resolution 1
- To re-elect the following Directors who are retiring pursuant to Article 103 of the Company's Constitution:
  - Mr. Brian Chieng Ngee Wen Resolution 2
  - Ms. Hong May Kwee, Rosie Resolution 3
- Dato' Dr Noor Zalmi Azizan Binti Mohd Ali Azizan retires pursuant to Article 103 of the Company's Constitution and had indicated that she does not wish to seek re-election, having served nine (9) years as an Independent Non-Executive Director.
- To approve the payment of Directors' fees of RM201,000 for the financial year ended 31 March 2024. Resolution 4
- To approve the payment of Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 up to an amount of RM129,000 from 26 September 2024 until the next AGM of the Company. Resolution 5
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the company for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 6
- To consider any other business that can be transacted in an annual general meeting of which due notice shall have been received.

## As Special Business

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

### 9. ORDINARY RESOLUTION

Authority to Issue and Allot Shares

Resolution 7  
**Please refer to Explanatory Notes to the Special Business**

THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") ("MMLR") and the approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75(1) and 76(1) of the Act, to issue and allot shares in the Company to such persons, 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 to be issued does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.

AND THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 59 of the Constitution of the Company, the shareholders of the Company do hereby approve that the pre-emptive rights to new shares that may be issued and allotted as above shall not apply.

BY ORDER OF THE BOARD

**LEE WAI NGAN** (PC 201908003497 / LS 0000184)  
Secretary

Shah Alam, Malaysia  
31 July 2024

## NOTES:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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. Where a member is an authorised nominee as defined under SICDA, it may appoint 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of the attorney.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Lot 11, Jalan Astaka U8/88, Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 19 September 2024 ("General Meeting Record of Depositors") and only a Depositor whose name appears in the General Meeting Record of Depositors shall be entitled to attend this meeting.

## EXPLANATORY NOTE A

- This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the audited financial statements. As such, this item is not put forward for voting.

## EXPLANATORY NOTE ON RESOLUTION 7

- Resolution 5 – Directors' Benefits

Section 230(1) of the Act requires that 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. Pursuant thereto, shareholders' approval will be sought at this AGM for the payment of benefits payable to Non-Executive Directors ("NEDs") for the period from 26 September 2024 up to the next AGM. The estimated amount of Directors' Benefits for the period from 26 September 2024 up to the next AGM amounts to RM129,000. The benefits comprise meetings allowance and service vouchers. In the event that the proposed Directors' fees and benefits payable to NEDs are insufficient due to an enlarged size of the board of directors, approval will be sought at the next AGM for additional Directors' fees and benefits to meet the shortfall.

## EXPLANATORY NOTES TO THE SPECIAL BUSINESS

- Resolution 7 - Authority to Issue and Allot Shares

Ordinary Resolution 8, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued Share Capital of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The mandate sought is a renewal of the mandate given by the Shareholders of the Company at the Twenty-Sixth Annual General Meeting held on 27 September 2023.

The purpose for the renewal of the general mandate is to avoid any delay and additional costs in convening a general meeting to specifically approve such an issue of shares in the event of any possible fund raising activities for the purpose of funding future investments, expansion, additional working capital, etc. which may require the allotment and issuance of new shares.