



NOTICE IS HEREBY GIVEN that the **SIXTY THIRD ANNUAL GENERAL MEETING ("63RD AGM") OF SELANGOR DREDGING BERHAD** will be held on a fully virtual basis at a venue in Malaysia where the Chairman is present via the online meeting platform of TIH Online provided by Tricor Investor & Issuing House Services Sdn. Bhd. at <https://tjh.online> on Friday, 27 September 2024 at 9.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive the Financial Statements for the year ended 31 March 2024 and the Directors' and Auditors' Reports thereon.

(Please refer to explanatory Note A)

2. To approve the payment of Dividend of 3 sen for the year ended 31 March 2024. **(Resolution 1)**
3. To approve the payment of Directors' fees amounting to RM307,776 (2023: RM322,874) for the year ended 31 March 2024. **(Resolution 2)**
4. To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors of up to RM20,000 from 1 October 2024 until the next annual general meeting of the Company. **(Resolution 3)**
5. To re-elect Mr Boh Boon Chiang who retires pursuant to Clause 107(1)(b) of the Company's Constitution. **(Resolution 4)**
6. To re-appoint BDO PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

7. **Authority to Allot Shares and Waiver of Pre-emptive Rights**

To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications: -

"THAT subject always to the Companies Act 2016 (the "Act"), the Company's Constitution, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR") and any relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the Company, at any time to such persons 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 during the preceding 12 months pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being.

THAT pursuant to Section 85 of the Act to be read together with Clause 56 of the Company's Constitution, that approval be and is hereby given to waive the 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 pursuant to this mandate."

(Resolution 6)

8. To transact any other business for which due notice shall have been received.

By Order of the Board

WON SEE YEE CCM Practising Certificate 201908003356
TAN AI PENG CCM Practising Certificate 201908003179
Secretaries

Kuala Lumpur
31 July 2024

Notes:

1. A member of the Company shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the Company, subject to the Constitution of the Company. 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 present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the 63rd AGM of the Company in person at the Broadcast Venue on the day of the meeting.
2. Shareholders are to attend, speak (including posing questions to the Board of Directors of the Company via real time submission of typed texts) and vote (collectively, "participate") remotely in the 63rd AGM of the Company via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its **TIH Online** website at <https://tjh.online>.
3. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one (1) 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 of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with shares of the Company standing to the credit of the securities account.
6. The Form of Proxy, in the case of an individual, shall be signed by the appointor or his attorney, and in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. Form of Proxy duly completed and signed must be deposited at the Company's share registrar, Tricor Investor & Issuing House Services Sdn. Bhd., 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 Counter at Unit G-5, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof. You may also submit the Form of Proxy electronically via TIH Online at <https://tjh.online> not less than 48 hours before the time for holding the meeting or any adjournment thereof.
8. Only members whose names appear in the Record of Depositors on 20 September 2024 shall be entitled to participate in the 63rd AGM of the Company via RPV or appoint proxy/proxies to attend and/or vote on his/her behalf.
9. To participate in the 63rd AGM of the Company via RPV and appoint proxy/authorized representative, please follow the Procedures for RPV in the Administrative Guide.

Explanatory Notes to Ordinary Business and Special Business:

Note A – The shareholders' approval on the Audited Financial Statements are not required pursuant to Section 340 (1) of the Companies Act 2016 ("Act"), hence, the matter will not be put for voting.

Resolutions 1 & 2 – 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 general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 63rd AGM on the Directors' fees and benefits in two (2) separate resolutions as below:-

- Resolution No. 1 on payment of Directors' fees in respect of the financial year ended 31 March 2024.
- Resolution No. 2 on payment of Directors' benefits (excluding Directors' fees) from 1 October 2024 until the next AGM.

The current structure for Directors' benefits of the Company is basically the meeting allowances for Board/Board Committee meetings attended. The Directors' benefits from 1 October 2024 until the conclusion of the next AGM is estimated not to exceed RM20,000. The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' benefits is insufficient due to an increase in Board/Board Committee meetings and/or increase in Board size.

Details of the Directors' fees and benefits paid to the Non-Executive Directors are disclosed on pages 59 to 60 of the Statement on Corporate Governance in the Annual Report 2024.

Resolution 6 – To seek for the renewal of a Previous Mandate (as defined herein) to give flexibility to the Board of Directors to issue and allot shares up to 10% of the total number of issued shares of the Company for the time being, at any time in their absolute discretion for such purposes as the Board of Directors consider to be in the best interest of the Company (hereinafter referred to as the "General Mandate"). This General Mandate is sought to avoid any delays and costs involved with the convening of a general meeting. This General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

The Company has been granted a general mandate by its shareholders at the last AGM held on 29 September 2023 (hereinafter referred to as the "Previous Mandate").

As at the date of this Notice, the Company did not implement its proposal for new allotment of shares under the Previous Mandate and hence, no proceeds were raised therefrom.

The General Mandate, upon renewal, will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisition(s).

The waiver of pre-emptive rights will allow the Board of Directors to issue new Ordinary Shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.