

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 34th Annual General Meeting ("AGM") of the Company will be conducted on a fully virtual basis via the online meeting platform at www.registrar-braxton.com.my on Friday, 30 August 2024 at 10.30 a.m. for the following purposes:-

AGENDA

As Ordinary Business:

- | | |
|--|--|
| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2024 and the Reports of the Directors and Auditors thereon. | Please refer to the Explanatory Notes |
| 2. To approve the payment of Directors' fees and Directors' benefits of up to RM200,000.00 for the financial year ending 31 March 2025. | Ordinary Resolution 1 |
| 3. To re-elect Mr Lee Chiong Meng who retires in accordance with the Company's Constitution pursuant to Article 111 of the Company's Constitution. | Ordinary Resolution 2 |
| 4. To re-elect Mr Lim Shiou Ghay who retires in accordance with the Company's Constitution pursuant to Article 111 of the Company's Constitution. | Ordinary Resolution 3 |
| 5. To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. | Ordinary Resolution 4 |

As Special Business :

- | | |
|---|------------------------------|
| 6. To consider and if thought fit, to pass with or without modifications the following resolution :-
ORDINARY RESOLUTION
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016
"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (the "Act") and subject always to the approval of all the relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised to issue and allot from time to time such number of shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS 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 are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."
Ordinary Resolution 5 | Ordinary Resolution 5 |
| 7. To transact any other business for which due notices shall have been given in accordance with the Companies Act 2016. | |

By Order of the Board,

WONG YEE LIN (MIA15898)
SSM Practising No: 201908001793
HING POE PYNG (MAICSA 7053526)
SSM Practising No: 202008001322
Joint Company Secretaries

Date: 31 July 2024

Notes :

- (1) A member entitled to attend and vote is entitled to appoint one or more proxies to attend, vote and speak in his stead, and a proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. The proxy so appointed shall be entitled to vote on any matter which may properly come before the meeting.
- (2) A Member shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting. Where a Member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (3) 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.
- (4) Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- (5) The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- (6) The instrument appointing a proxy must be deposited at the Registered Office, 51-8-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than 24 hours before the time for holding the Meeting or any adjournments thereof PROVIDED that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s). Proxy form via facsimile or electronic mail will not be accepted.
- (7) For the purpose of determining a Member who shall be entitled to attend the meeting, the Company shall be requesting the Depository to issue a General Meeting Record of Depositors ("ROD") as at 22 August 2024. Only Depositors whose name appears on the ROD shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his behalf.
- (8) All resolutions as set out in this notice of 34th AGM are to be voted by poll.

Explanatory Note on Ordinary Business

Item 1 of the Agenda

To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon.
This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require shareholders' approval for the audited financial statements. Therefore, this item will not be put forward for voting.

Ordinary Resolution 1 – Payment of Directors' fees and Directors' benefits

The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees and Directors' benefits on current financial year basis, calculated based on the number of scheduled Board and Committee meetings for financial year ending 31 March 2025 and assuming that all Directors will hold office until the end of the financial year. In the event the Directors' fees and Directors' benefits proposed is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees and benefits to meet the shortfall.

Explanatory Note on Special Business

Ordinary Resolution 5 – Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 5 is for the purpose of granting a renewed general mandate (the "Mandate"), if passed, will give authority to the Directors to issue and allot shares up to 10% of the total number of issued shares of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

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

As at the date of this Notice, there were no new shares issued pursuant to the Mandate granted to the Directors at the 33rd AGM held on 29 August 2023 and which will lapse at the conclusion of the 34th AGM.

PERSONAL DATA POLICY

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, and any adjournment thereof.

STATEMENT ACCOMPANYING NOTICE OF AGM

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming AGM.

The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the explanatory note on the proposed Ordinary Resolution 6 as stated in the Notice of AGM of the Company for details.

ACME HOLDINGS BERHAD
 Registration No. 198901012432 (189740-X)
 (Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL THIRTY-FOURTH ANNUAL GENERAL MEETING (“34th AGM”)

The Company has appointed Braxton Consulting Sdn Bhd as the Poll Administrator to conduct the AGM using the Remote Participation and Voting (“RPV”) Facility provided by Braxton Consulting Sdn Bhd, the poll facilitator of the 34th AGM, via its website at <https://www.registrar-braxton.com.my> (Domain registration number D1A459047) (“Braxton Portal”).

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

The procedures to participate in RPV Facilities are as follows:-

Procedure	Action
BEFORE THE DAY OF THE 34th AGM	
(i) Register as user	<ul style="list-style-type: none"> • Access the Braxton Portal at https://www.registrar-braxton.com.my • Click <<Login/Register>> followed by <<Register New User>> to register as a new user. • Complete the registration by filling up the information required and upload a clear copy of your MyKAD (both front and back page) or Passport. • Read and agree to the terms & conditions and thereafter, submit your registration. • Please enter a valid email address in order for you to receive the verification email from the Braxton Portal. • Your registration will be verified and approved by the Braxton Portal. Once approved, an email notification will be sent to you. • If you are already a user with the Braxton Portal, you are not required to register again.
(ii) Submit your Question	<ul style="list-style-type: none"> • You may pre-submit your questions by using the Braxton Portal from 12:00 noon 23 August 2024 up to 10:00 am on 30 August 2024.
ON THE DAY OF THE 34th AGM	
(iii) Login to Braxton Portal at https://www.registrar-braxton.com.my	<ul style="list-style-type: none"> • Login with your user ID and password for remote participation at the 34th AGM at any time from 10.00 am, i.e. 30 minutes before the commencement of the 34th AGM. • If you have forgotten your password, you can reset it by clicking on “Forgot Password”.
(iv) Participate through Live Streaming	<ul style="list-style-type: none"> • Select <<My Virtual Meeting>> under Main Menu. • Click <<Join Meeting>> in order to join the live streaming of the 34th AGM. • If you have any question(s) during the 34th AGM, you may use the Q&A platform in Zoom Cloud Meetings App to submit your question(s). The Chairman of the 34th AGM (“Chairman”) / Board / Management will try to respond to all relevant questions submitted during the 34th AGM. • If you are using a smartphone to participate in the 34th AGM, please download Zoom Cloud Meetings App from the Google Play Store, or App Store before the 34th AGM. • Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.

Procedure	Action
ON THE DAY OF THE 34th AGM	
(v) Online Remote Voting	<ul style="list-style-type: none">• Please select the <<Voting>> option located next to <<Join Meeting>> to indicate your votes for the resolutions that are tabled for voting.• Voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman.• Please cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.
(vi) End of the RPV Facility	<ul style="list-style-type: none">• The RPV Facility will end and the Q&A platform will be disabled the moment the Chairman announces the closure of the 34th AGM.

Notes to users of the RPV Facility:-

- (a) *Should your registration to join the AGM be approved, we will make available to you the rights to join the live streamed AGM and to vote remotely using the RPV Facility. Your login to the Braxton Portal on the day of the AGM will indicate your presence at the 34th AGM.*
- (b) *If you encounter any issue with your online registration at the Braxton Portal, please call +6010-526 5490 or e-mail to propollsolution@gmail.com for assistance.*

Enquiry

If you have any enquiry or require any assistance before or during the AGM, please contact the Share Registrar during office hours (Monday to Friday).

Braxton Consulting Sdn Bhd
198501008643 (141091-W)
51-8-A Menara BHL
Jalan Sultan Ahmad Shah
10050 George Town
Pulau Pinang

Telephone : +604 3736616 or +6010-526 5490 (Eric Tan)
Email : enquiry@braxton.com.my

No. of ordinary shares held	CDS Account No.

*I / We _____ *NRIC / Company No. _____
(Full Name in Block Letters)

of _____ being a *Member / Members of
(Full Address)

ACME Holdings Berhad, hereby appoint (Proxy 1) _____
(Full Name in Block Letters)

*NRIC / Passport No. _____ of _____
(Full Address)

and* / or failing him/ her *(Proxy 2), _____
(Full Name in Block Letters)

*NRIC / Passport No _____ of _____
(Full Address)

_____ and*/or failing him*, the Chairman of the Meeting,

as *my / our proxy / proxies to attend and vote for *me/ us and on *my/ our behalf at the 34th Annual General Meeting ("AGM") of the Company to be held on a fully virtual basis via the online meeting platform at www.registrar-braxton.com.my on Friday, 30 August 2024 at 10:30 a.m. and at any adjournment thereof to vote as indicated below :

AGENDA

To receive the Audited Financial Statements for the year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon		
Ordinary Resolution	For	Against
1. Approval of payment of Directors' fees and Directors' benefits for the financial year ending 31 March 2025		
2. Re-election of Mr Lee Chiong Meng as Director		
3. Re-election of Mr Lim Shiou Ghay as Director		
4. Re-appointment of Messrs. Grant Thornton Malaysia PLT as Auditors and to authorise the Directors to fix the Auditors' remuneration		
5. Authorise Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016		

Please indicate with an "X" in the spaces provided above as to how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his/her discretion.

The proportion of *my/our holding to be represented by *my/our proxies are as follows:-

Proxy 1	_____ %
Proxy 2	_____ %
	_____ 100%

In the case of a vote taken by a show of hands, the First Proxy shall vote on *my/our behalf.

As witness my hand this _____ day of _____, 2024.

* Strike out whichever is inapplicable

Signature of Member (s)/ Common Seal

Notes :

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote in his stead, and a proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
5. The instrument appointing the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the Registered Office, 51-8-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than 24 hours before the time for holding the Meeting or any adjournments thereof PROVIDED that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
7. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to the Article 64(3) of the Company's Articles of Association (Constitution) and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 22 August 2024 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
8. All resolutions as set out in this notice of 34th AGM are to be voted by poll.

PERSONAL DATA POLICY

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, and any adjournment thereof.



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The Secretaries

ACME HOLDINGS BERHAD

Registration No.: 198901012432 (189740-X)

Registered Office
51-8-A Menara BHL Bank
Jalan Sultan Ahmad Shah
10050 George Town
Pulau Pinang, Malaysia.

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