



NOTICE OF THE FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting ("5th AGM" or "Meeting") of PT RESOURCES HOLDINGS BERHAD ("PT RESOURCES" or "the Company") will be held virtually and entirely via remote participation and electronic voting via an online meeting platform at <https://investor.boardroomlimited.com> from the Broadcast Venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 30 October 2024 at 10:00 a.m. or at any adjournment thereof, to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 30 April 2024 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees and benefits of up to RM361,500.00 for the period commencing from the date immediately after this 5th AGM until the next Annual General Meeting ("AGM") of the Company.
- To re-elect the following Directors who retire by rotation pursuant to Clause 89 of the Company's Constitution:
 - Ms. Chan Foong Ping; and
 - Mr. Steven Wong Chin Fung
- To re-appoint 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.

*Please refer to
Explanatory Note 1*
Ordinary Resolution 1

Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without any modifications, the following resolutions:

- GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("Act")**

Ordinary Resolution 5

"THAT subject always to the Constitution of the Company, the Act, the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company ("Shares") 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 ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time ("Mandate") AND the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

AND FURTHER THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

- To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC No.: 201908001272)

WINNIE GOH KAH MUN (MAICSA 7068836) (SSM PC No.: 202308000205)

Company Secretaries

Petaling Jaya, Selangor Darul Ehsan

30 August 2024

Notes:

- A member who is entitled to present, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- A proxy may, but need not, be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- 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 the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- Where a member of the Company is an exempt authorised nominee which holds ordinary 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- To be valid, the instrument appointing a proxy may be made via hardcopy or by electronic means in the following manners and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof at which the person named in the appointment proposes to vote:
 - In hardcopy form
The proxy form shall be deposited at the Share Registrar's office, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - By electronic means
Alternatively, the proxy form may be electronically submitted via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> or by e-mail to bsr.helpdesk@boardroomlimited.com (for Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee only).
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 65(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 23 October 2024. Only members whose names appear in the General Meeting Record of Depositors as at 23 October 2024 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- The members are advised to refer to the Administrative Notes on the registration and voting process for the Meeting.
- Kindly check Bursa Securities' website at www.bursamalaysia.com and the Company's corporate website at www.ptresourcesgroup.com.my for the latest updates on the status of the Meeting.

EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS

- Item 1 of the Agenda - Audited Financial Statements for the financial year ended 30 April 2024**
The Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
- Item 2 of the Agenda - Directors' Fees and Benefits**
The estimated Directors' fees and benefits were calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and benefits for the period from 31 October 2024 until the next AGM of the Company to be held in the year 2025. In the event the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for such shortfall.
- Item 3 of the Agenda - Re-election of Directors**
Clause 89 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company 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 by rotation at an AGM of the Company and be eligible for re-election provided always that all Directors shall retire from office at least once every three(3) years but shall be eligible for re-election. Hence, two (2) out of six (6) Directors of the Company are to retire pursuant to Clause 89 of the Company's Constitution.
Following thereto, Ms. Chan Foong Ping and Mr. Steven Wong Chin Fung will retire by rotation pursuant to Clause 89 of the Company's Constitution (collectively referred to as "Retiring Directors"). The Retiring Directors being eligible, have offered themselves for re-election at the 5th AGM.
The Board has endorsed the Nomination and Remuneration Committee's recommendation to seek shareholders' approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.
The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.
The details and profiles of the Retiring Directors are provided in the Directors' Profile on pages 15 and 17 of the Company's Annual Report 2024.
- Item 5 of the Agenda - General Authority for the Directors to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act**
The Ordinary Resolution 5 proposed under item 5 of the Agenda, is to seek a general mandate for issuance and allotment of Shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will empower the Directors to issue and allot new Shares up to an amount not exceeding in total ten per centum (10%) of the total number of issued Shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such Shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.
This general mandate will provide flexibility to the Company for issuance and allotment of new Shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).
As at the date of this Notice, no new Shares were issued and allotted pursuant to the mandate granted to the Directors at the last AGM held on 26 October 2023 which will lapse at the conclusion of the Meeting.



PT RESOURCES HOLDINGS BERHAD

201901032139 (1341469-P)
(Incorporated in Malaysia)

ADMINISTRATIVE NOTES FOR THE VIRTUAL FIFTH ANNUAL GENERAL MEETING (“5TH AGM” OR “MEETING”)

Day and Date : Wednesday, 30 October 2024
Time : 10:00 a.m.
Meeting platform : <https://investor.boardroomlimited.com>
Broadcast Venue : 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan

1. VIRTUAL MEETING

PT Resources Holdings Berhad (“the Company”) will leverage on technology to facilitate communication and engagement with shareholders by conducting the 5th AGM on a virtual basis through live streaming and online voting via the remote participation and electronic voting (“RPEV”) facilities in accordance with the Guidance Note and Frequent Asked Questions on the Conduct of General Meetings for listed issuers and all its subsequent revisions issued by the Securities Commission Malaysia. This is also in line with Practice 13.3 of the Malaysian Code on Corporate Governance 2021 which recommends that listed companies leverage on technology to facilitate remote shareholders’ participation at general meetings.

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. Therefore, **NO SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES/ATTORNEYS** shall be physically present nor admitted at the broadcast venue on the day of the Meeting.

Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at the Meeting. Therefore, it is your responsibility to ensure that connectivity for the duration of the Meeting is maintained. The quality of the live webcast as well as for electronic voting (“e-Voting”) is dependent on the bandwidth and stability of the internet connection of the remote participant.

2. ENTITLEMENT TO PARTICIPATE AND VOTE

Only shareholders whose names appear on the Record of Depositors as of 23 October 2024 (“General Meeting Record of Depositors”) shall be entitled to participate and/or vote at the 5th AGM via RPEV facilities or appoint proxy(ies) or in case of a corporation to appoint corporate representative(s) to participate and/or vote on his/her/their behalf by returning the duly executed Form(s) of Proxy.

3. FORM(S) OF PROXY

If you are unable to attend and participate at the 5th AGM, you are encouraged to appoint a proxy or the Chairman of the 5th AGM as your proxy and indicate the voting instructions in the Form(s) of Proxy in accordance with the notes and instructions printed therein.

Please ensure that the ORIGINAL Form(s) of Proxy is/are deposited at the Company's Share Registrar office not less than forty-eight (48) hours before the time appointed for holding the 5th AGM i.e. latest by **Monday, 28 October 2024 at 10:00 a.m.**

Alternatively, you may lodge your Form(s) of Proxy electronically through the Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com> (Kindly refer to item 7 below).

The Form(s) of Proxy must be received not less than forty-eight (48) hours before the time appointed for holding the 5th AGM i.e. latest by **Monday, 28 October 2024 at 10:00 a.m.** Details of our Share Registrar can be found in item 11 below.

4. CORPORATE REPRESENTATIVE

For corporate shareholder who has appointed a representative(s) or attorney(s) to participate in the 5th AGM, please deposit the ORIGINAL Form(s) of Proxy, Certificate of Appointment or Power of Attorney, as the case may be, by hand or post to our Share Registrar not later than **Monday, 28 October 2024 at 10:00 a.m.** Details of our Share Registrar can be found in item 11 below.

Upon verification against the General Meeting Record of Depositors, an email containing the username and password will be sent to the corporate representative(s) or attorney(s) by our Share Registrar. Please note that only one (1) user name will be provided to each corporate representative(s) or attorney(s).

5. REVOCATION OF PROXY

If you have submitted your Form(s) of Proxy prior to the 5th AGM and subsequently decide to appoint another person as your proxy(ies) or wish to participate in the 5th AGM yourself, please write in to bsr.helpdesk@boardroomlimited.com or login to BSIP at <https://investor.boardroomlimited.com> (as the case maybe) to revoke the earlier appointed proxy(ies) not less than forty-eight (48) hours before the 5th AGM. Upon revocation, the proxy(ies) appointed by you previously will not be allowed to participate in the 5th AGM. In such event, you should notify your previous proxy(ies) accordingly.

6. VOTING PROCEDURE

Pursuant to Clause 73 of the Constitution of the Company and Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 5th AGM will be conducted by poll. The Company has appointed our Share Registrar as the Poll Administrator to conduct the poll by way of e-Voting and SKY Corporate Services Sdn. Bhd. as the Independent Scrutineer to verify the results of the poll.

The e-Voting session will commence from the start of the 5th AGM at 10:00 a.m. on Wednesday, 30 October 2024 or such other time as announced by the Chairman and will continue until the time declared by the Chairman as the end of the e-Voting session.

7. REGISTRATION AND PROCEDURE FOR REMOTE PARTICIPATION AND SUBMISSION OF EPROXY FORM

The RPEV facilities are available to (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees. You shall use the RPEV facilities to participate and vote remotely at the 5th AGM. You will be able to view a live webcast of the Meeting, pose questions and submit your votes in real-time whilst the Meeting is in progress.

Kindly follow the steps below to register your participation as a shareholder or appoint proxy(ies) for the 5th AGM:

BEFORE THE 5th AGM DAY

Step 1: Register Online with BSIP

Note: This is a one-time registration. If you have already signed up with BSIP, you are not required to register. You may proceed to Step 2.

(Only for first time BSIP users)

- (a) Open an internet browser. Latest versions of Chrome, Firefox, Safari, Edge or Opera are recommended.
- (b) Go to BSIP website at <https://investor.boardroomlimited.com>

| Individual Account (For Shareholder & Proxy) | Corporate Account (For Representative of Corporate Holder or Authorised Nominees) |
|---|---|
| <ul style="list-style-type: none"> • Click Register to sign up for a user account and select the correct account type “Sign up as Individual”. • Complete the registration with all required information. Upload and attach your MyKad (front and back) or Passport in JPEG, PNG or PDF format. • Click Sign Up. <p><i>[Note: Please ensure that you sign-up for Individual Account if you are an appointed proxy to attend the meeting]</i></p> | <ul style="list-style-type: none"> • Click Register to sign up for a user account and select the correct account type “Sign up as Corporate Holder”. • Complete the registration by providing all the required information. Upload and attach your MyKad (front and back) or Passport in JPEG, PNG or PDF format, along with the completed authorization letter. • Click Sign Up. <p><i>[Note: If you are appointed as the authorised representatives for more than one (1) company, kindly click the home button and select “Edit Profile” in order to add your representation after your BSIP account has been approved.]</i></p> |

- (c) You will receive an email from Boardroom for email address verification. Click “**Verify Email Address**” from the email received to continue with the registration process.
- (d) Once your email address is verified, you will be re-directed to BSIP for verification of mobile number. Click “**Request OTP Code**” and an OTP code will be sent to the registered mobile number. You will need to enter the OTP code for verification and click “**Enter**” to complete the registration process.
- (e) Once your mobile number is verified, registration of your new BSIP account will be pending for final verification.
- (f) An e-mail will be sent to you within one (1) business day informing on the approval of your BSIP account. Once account registration completed, you can login at BSIP at <https://investor.boardroomlimited.com> with the email address and password that you have provided during registration to proceed with the next step.

Step 2: Submit Request for RPEV (*applicable for individual account only*)

The registration for RPEV will open from Friday, 30 August 2024 at 10:00 a.m. until the day of the 5th AGM on Wednesday, 30 October 2024.

For Individual account only

- (a) Open an internet browser. Latest versions of Chrome, Firefox, Safari, Edge or Opera are recommended.
- (b) Go to BSIP website at <https://investor.boardroomlimited.com>

- (c) Login your BSIP account with your registered email address and password.
[Note: If you do not have an account with BSIP, please sign-up/register with BSIP for free - refer to process "Step 1: Register Online with BSIP" above.]
- (d) Click "**Meeting Event**" and select "**PT RESOURCES HOLDINGS BERHAD 5th ANNUAL GENERAL MEETING**" from the list of companies and click "**Enter**".
- (e) Go to "**VIRTUAL**" and click on "**Register for RPEV**".
- (f) Check the box to register for RPEV and enter your 9 digits CDS account number.
- (g) Read and check the box to accept the Terms & Conditions, then click "**Register**".
- (h) You will receive a notification that your RPEV registration has been received and pending verification.
- (i) Upon system verification against the General Meeting Record of Depositors ("General Meeting ROD") as at 23 October 2024 you will receive an email from Boardroom notifying you whether your registration has been approved or rejected.

APPOINTMENT OF PROXY

If Members who wish to submit their Proxy Form electronically via BSIP, please refer to the procedures for electronic lodgement of Proxy Form as follows:

- For Individual Shareholders, Corporate Shareholders**
- (a) Open an internet browser. Latest versions of Chrome, Firefox, Safari, Edge or Opera are recommended.
 - (b) Go to BSIP website at <https://investor.boardroomlimited.com>
 - (c) Login your BSIP account with your registered email address and password.
[Note: If you do not have an account with BSIP, please sign-up/register with BSIP for free - refer to process "Step 1: Register Online with BSIP" above.]
 - (d) Click "**Meeting Event**" and select "**PT RESOURCES HOLDINGS BERHAD 5th ANNUAL GENERAL MEETING**" from the list of companies and click "**Enter**".

| By Shareholder and Corporate Holder | By Nominees Company |
|--|--|
| <ul style="list-style-type: none"> • Select the Company that you are representing - for Corporate Account user only. • Go to "PROXY" and click on "Submit eProxy Form". • Click on "Submit eProxy Form" • Enter your 9 digits CDS account number and number of securities held. • Select your proxy/proxies appointment – either the Chairman of the meeting or individual named proxy/proxies. • Read and accept the Terms and Conditions and click "Next". • Enter the required particulars of your proxy/proxies. • Indicate your voting instructions for each Resolution – FOR, AGAINST, ABSTAIN or DISCRETIONARY. If DISCRETIONARY is selected, your proxy/proxies will decide on your votes during poll at the meeting. | <ul style="list-style-type: none"> • Select the Nominees Company that you are representing. • Go to "PROXY" and click on "Submit eProxy Form". • Click on "Download Excel Template" to download. • Insert the appointment of proxy/proxies for each CDS account with the necessary data and voting instructions in the downloaded excel file template. Ensure inserted data is correct and orderly. • Proceed to upload the duly completed excel file. • Review and confirm your proxy/proxies appointment and click "Submit". • Download or print the eProxy form as acknowledgement. |

| | |
|---|--|
| <ul style="list-style-type: none"> • Review and confirm your proxy/proxies appointment and click “Submit”. • Download or print the eProxy Form as acknowledgement. | |
|---|--|

Please note that the closing date and time to submit your proxy/proxies form is by **Monday, 28 October 2024 at 10:00 a.m. (48 hours before the AGM)**

ON THE DAY OF THE ANNUAL GENERAL MEETING (“AGM”)

Step 3: Login to Boardroom Meeting Portal

- Open an internet browser. Latest versions of Chrome, Firefox, Safari, Edge or Opera are recommended.
- Go to BSIP website at <https://investor.boardroomlimited.com>
- Login your BSIP account with your registered email address and password.
[Note: If you do not have an account with BSIP, please sign-up/register with BSIP for free - refer to process “Step 1: Register Online with BSIP” above.]
- Meeting platform will be made available at any time from 9:00 a.m. i.e. one hour before the commencement of the AGM at 10:00 a.m. on 30 October 2024.
- Click into “**Meeting Event**” and go to “**PT Resources Holdings Berhad 5th Annual General Meeting**” and then click “**Join Live Meeting**” to join the proceedings of the AGM remotely.
If shareholders have any question for the Chairman/Board/Management, they may use the Messaging window facility to submit their questions during the meeting. The Messaging window facility will open one (1) hour before the AGM which is from 9:00 a.m. on 30 October 2024.
- Once the voting has opened, click on the voting icon. The resolution and voting choices will be displayed.
- To vote, please select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.
- To change your vote, re-select another direction. If you wish to cancel your vote, please select Cancel.

Important Notes:

- The quality of the connectivity to the Virtual Meeting Portal for live webcast as well as for remote online voting is dependent on the bandwidth and the stability of the internet connection available at the location of the remote users.*
- Recommended requirement for live webcast:*
 - Browser: Latest versions of Chrome, Firefox, Edge, Safari or Opera.*
 - Bandwidth: Minimum 9 Mbps stable speed for High Definition (HD) High Quality video quality or 12 Mbps for Extra HD (EHD) video quality.*
 - Device with working and good quality speakers.*
- You may not be able to gain access to the AGM via the RPEV facilities if your connecting device is on network with firewall and other security filtration. Seek onsite IT/technical support if required.*

Entitlement to Participate and Vote

- Only shareholders whose names appear on the Record of Depositors as at 23 October 2024 shall be eligible to participate at the AGM.
- If a shareholder is unable to participate at the AGM, he/she may appoint proxy/proxies, including the Chairman, to participate and vote on his/her behalf.
- If a shareholder wishes to participate in the AGM, they must not submit a Proxy Form. A shareholder will not be allowed to participate in the meeting if they have appointed proxy/proxies.

8. SUBMISSION OF QUESTION(S)

Prior to the 5th AGM

Submit question(s) in relation to the agenda items of the 5th AGM and Annual Report 2024 by logging in to the BSIP at <https://investor.boardroomlimited.com> using the same user ID and password provided in Step 1 latest by Monday, 28 October 2024 at 10:00 a.m. Click “**Submit Questions**” after selecting “**PT RESOURCES HOLDINGS BERHAD 5TH ANNUAL GENERAL MEETING**” from “**Meeting Event**”;

During the 5th AGM

Shareholders may also submit question(s) via the messaging box at any time during the live streaming of the 5th AGM until such time as the Chairman decides. The Chairman/Board/Management will endeavour to provide responses to the questions submitted/posed during the 5th AGM session.

9. NO RECORDING OR PHOTOGRAPHY

No recording or photography of the live streaming of the 5th AGM proceedings is allowed without the prior written permission of the Company. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

10. ENQUIRY

If you have any enquiries, please contact our Share Registrar during office hours from Monday to Friday (8.30 a.m. to 5.30 p.m.) (except weekend and public holidays) as set out below:

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
General line : 603-7890 4700 (Helpdesk)
Fax number : 603-7890 4670
Email : bsr.helpdesk@boardroomlimited.com