



安裕資源有限公司

ANN JOO RESOURCES BERHAD

Registration No. 199501041948 (371152-U)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Ann Joo Resources Berhad (“**Ann Joo**” or “**Company**”) (“**EGM**” or “**Meeting**”) will be held on a virtual basis at the broadcast venue at Training Room, Ground Floor, Wisma Ann Joo, Lot 19391, Batu 8½, Jalan Klang Lama, 46000 Petaling Jaya, Selangor Darul Ehsan (“**Broadcast Venue**”) on Thursday, 19 September 2024 at 10.30 a.m. or any adjournment thereof, using the Remote Participation and Electronic Voting (“**RPV**”) facilities via Securities Services e-Portal (“**SSeP**”) at <https://sshsb.net.my/> for the purpose of considering and, if thought fit, passing with or without any modifications, the resolution set out in this notice:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 157,663,249 NEW ORDINARY SHARES IN ANN JOO (“ANN JOO SHARES”) (“RIGHTS SHARES”) TOGETHER WITH UP TO 157,663,249 FREE DETACHABLE WARRANTS (“WARRANTS”) ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) EXISTING ANN JOO SHARES HELD AND ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED FOR ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)

THAT, subject to the approvals of all relevant authorities and/or parties being obtained, where required, approval be and is hereby given to the Board of Directors of Ann Joo (“**Board**”) for the following:

- to provisionally allot and issue by way of a renounceable rights issue of up to 157,663,249 Rights Shares at an issue price to be determined and announced by the Board at a later date together with up to 157,663,249 Warrants to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later (“**Entitled Shareholders**”) on the basis of one (1) Rights Share for every four (4) existing Ann Joo Shares held and one (1) Warrant for every one (1) Rights Share subscribed for by the Entitled Shareholders;
- to allot and issue such number of new Ann Joo Shares credited as fully paid-up to the holders of the Warrants pursuant to the exercise of the Warrants during the tenure of the Warrants in accordance with the provisions of the deed poll constituting the Warrants to be executed by the Company; and
- to use the gross proceeds from the Proposed Rights Issue with Warrants in the manner set out in Section 2.5 of the circular to shareholders dated 4 September 2024 and the Board is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the interest of the Company, subject (where required) to the approval of the relevant authorities and/or shareholders of the Company;

THAT any Rights Shares which are not taken up or validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons and to be allocated in a fair and equitable manner on a basis to be determined by the Board in its absolute discretion;

THAT the Board be and is hereby authorised to deal with any fractional entitlements arising from the Proposed Rights Issue with Warrants, if any, in such manner as the Board shall in its absolute discretion deems fit or expedient and in the best interest of the Company;

THAT approval be and is hereby given to the Board to determine the issue price of the Rights Shares and exercise price of the Warrants;

THAT the Rights Shares will, upon allotment and issuance, rank equally in all respects with the existing Ann Joo Shares save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment of the Rights Shares;

THAT the new Ann Joo Shares to be issued upon exercise of the Warrants (“**Exercised Shares**”) will, upon allotment and issuance, rank equally in all respects with the existing Ann Joo Shares save and except that the new Ann Joo Shares will not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment of the Exercised Shares;

THAT, the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interest of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to give effect to variations, amendments and resubmissions in connection with the Proposed Rights Issue with Warrants;

AND THAT this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue to be in full force and effect until all Rights Shares, Warrants and Exercised Shares to be issued in connection with the Proposed Rights Issue with Warrants have been allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants.”

BY ORDER OF THE BOARD

KONG TAT WAI (MAICSA 7062129) (SSM PC NO. 202008001528)

LIM LI HEONG (MAICSA 7054716) (SSM PC NO. 202008001981)

WONG MEE KIAT (MAICSA 7058813) (SSM PC NO. 202008001958)

Company Secretaries

4 September 2024

Notes:

- The EGM will be held on a virtual basis via live streaming and online remote voting using the RPV facilities to be provided by SS E Solutions Sdn Bhd via SSeP at <https://sshsb.net.my/>.*

Please follow the procedures set out in the Appendix A of the Administrative Guide for the EGM to register, attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely via the RPV facilities.

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which stipulates that the Chairman of the Meeting shall be present at the main venue of the EGM and in accordance with Regulation 96 of the Company’s Constitution which allows a meeting of members to be held at more than one venue, using any technology or method that enables the members of the Company to participate and exercise their right to speak and vote at the general meeting. Members, proxies and/or corporate representatives will not be allowed to be physically present nor admitted at the Broadcast Venue on the day of the EGM.*
- A Member of the Company entitled to attend and vote at this Meeting is entitled to appoint another person as his/her proxy to attend and vote. A proxy need not be a member of the Company but shall be of full age. When a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*

As guided by the Securities Commission Malaysia’s Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate and post all inquiries and questions to eservices@sshsb.com.my or submit your questions via real time submission by typed texts through a text box within Securities Services e-Portal’s platform during the live streaming of the Meeting as the primary mode of communication. The questions and/or remarks submitted by shareholders and/or proxies will be responded by the Chairman/Board/ relevant advisers during the Meeting. In the event of any unattended questions and/or remarks submitted, the Company will respond to the said unattended questions and/or remarks after the Meeting via email.

- 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.*

- Appointment of proxy and registration for RPV*

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 corporation’s seal or under the hand of an officer or attorney duly authorised.

The appointment of proxy may be made in the form of hardcopy or by electronic means as specified below and must be received by the Poll Administrator, SS E Solutions Sdn Bhd no later than Tuesday, 17 September 2024 at 10.30 a.m. or any adjournment thereof.

In hardcopy form

Deposited to the office of the Poll Administrator at SS E Solutions Sdn Bhd, Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur.

By electronic means

Alternatively, the instrument appointing of proxy may also be lodged electronically via SS e-Portal at <https://sshsb.net.my/> or by fax to +603 2094 9940 or +603 2095 0292 or emailed to eservices@sshsb.com.my.

Should you wish to personally participate at the Meeting remotely, please register electronically via SS e-Portal at <https://sshsb.net.my/> before the registration cut-off date and time.

- Depositors who appear in the Record of Depositors as at 12 September 2024 shall be regarded as Member of the Company entitled to attend the EGM or appoint a proxy to attend and vote on his/her behalf.*