

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Aldrich Resources Berhad (“Aldrich” or “Company”) (“EGM”) will be conducted on a virtual meeting through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities from the broadcast venue at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan on 21 October 2024, Monday at 2:30 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF ALDRICH (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME (“PROPOSED ESOS”)**

“THAT, subject to and conditional upon the approvals of all relevant authorities and persons (if any), approval be and is hereby given for the Company to:

(a) establish, implement and administer the employees’ share option scheme of up to 30% of the total issued share capital of Aldrich for the benefit of all eligible employees and directors of Aldrich and all its subsidiaries (excluding dormant and/or foreign subsidiaries, if any) (“Eligible Employees”), in accordance with the provisions of the By-Laws of the Proposed ESOS as set out in Appendix I (“By-Laws”) of the Circular, under which, the options will be granted to such Eligible Employees to subscribe for new Aldrich Shares (“ESOS Options”).

Any new Aldrich Shares to be allotted and issued upon any exercise of the ESOS Options granted under the Proposed ESOS will, upon such allotment, issuance and full payment, rank equally in all respects with the then existing issued Aldrich Shares except that the new Aldrich Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date (namely the date as at the close of business on which the names of shareholders must appear on the Record of Depositors, in order to be entitled to such dividends, rights, allotments and/or other distributions) of which is prior to the date of allotment and issuance of the new Aldrich Shares and will be subject to all the provisions of the Constitution of Aldrich relating to transfer, transmission and otherwise of Aldrich Shares;

(b) amend and/or modify all or any part of the Proposed ESOS from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board of Directors of the Company (“Board”) or any committee of the Proposed ESOS established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to the modifications and/or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments;

(c) allot and issue and/or procure from time to time such a number of new Aldrich Shares as may be required to be issued pursuant to the exercise of the ESOS Options under the Proposed ESOS provided that the aggregate number of new Aldrich Shares to be offered pursuant to the Proposed ESOS and any other schemes involving new issuance of Aldrich Shares to be implemented by Aldrich shall not at any point in time in aggregate exceed 30% of the total issued share capital of the Company (excluding treasury shares) that may be permitted by Bursa Malaysia Securities Berhad (“Bursa Securities”) or any other relevant regulatory authorities from time to time during the duration of the Proposed ESOS;

(d) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws; and

(e) extend the duration of the Proposed ESOS, if the directors of the Company deem fit, for up to a maximum period of an additional five (5) years.

**AND THAT** the Board be and is hereby authorised and empowered to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

**AND THAT** the proposed By-Laws of the Proposed ESOS, be and is hereby approved and adopted.

**AND FURTHER THAT** pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 65 of the Company’s Constitution, approval be and is hereby given to waive and approve the disapplication of the pre-emptive rights of the existing shareholders of the Company to be offered new Aldrich Shares ranking equally to the existing issued shares arising from the allotment and issuance of new Aldrich Shares pursuant to the Proposed ESOS.”

**ORDINARY RESOLUTION 2**

**PROPOSED GRANTING OF ESOS OPTIONS TO YAHYA BIN RAZALI**

“THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Yahya Bin Razali, being the Non-Independent Non-Executive Chairman of the Company, ESOS Options to subscribe for such number of ordinary shares of Aldrich under the Proposed ESOS PROVIDED THAT not more than 10% of the new ordinary shares of Aldrich under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued share capital of Aldrich;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT** approval be and is hereby given to the Board to allot and issue such number of Aldrich Shares to Yahya Bin Razali pursuant to the exercise of such ESOS Options under the Proposed ESOS.”

**ORDINARY RESOLUTION 3**

**PROPOSED GRANTING OF ESOS OPTIONS TO ABDUL RANI BIN ACHMED ABDULLAH**

“THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Abdul Rani Bin Achmed Abdullah, being the Executive Director of the Company, ESOS Options to subscribe for such number of ordinary shares of Aldrich under the Proposed ESOS PROVIDED THAT not more than 10% of the new ordinary shares of Aldrich under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued share capital of Aldrich;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT** approval be and is hereby given to the Board to allot and issue such number of Aldrich Shares to Abdul Rani Bin Achmed Abdullah pursuant to the exercise of such ESOS Options under the Proposed ESOS.”

**ORDINARY RESOLUTION 4**

**PROPOSED GRANTING OF ESOS OPTIONS TO CHAN YOK PENG**

“THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Chan Yok Peng, being the Executive Director of the Company, ESOS Options to subscribe for such number of ordinary shares of Aldrich under the Proposed ESOS PROVIDED THAT not more than 10% of the new ordinary shares of Aldrich under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued share capital of Aldrich;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT** approval be and is hereby given to the Board to allot and issue such number of Aldrich Shares to Chan Yok Peng pursuant to the exercise of such ESOS Options under the Proposed ESOS.”

**ORDINARY RESOLUTION 5**

**PROPOSED GRANTING OF ESOS OPTIONS TO ER KIAN HONG**

“THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Er Kian Hong, being the Independent Non-Executive Director of the Company, ESOS Options to subscribe for such number of ordinary shares of Aldrich under the Proposed ESOS PROVIDED THAT not more than 10% of the new ordinary shares of Aldrich under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued share capital of Aldrich;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT** approval be and is hereby given to the Board to allot and issue such number of Aldrich Shares to Er Kian Hong pursuant to the exercise of such ESOS Options under the Proposed ESOS.”

**ORDINARY RESOLUTION 6**

**PROPOSED GRANTING OF ESOS OPTIONS TO LEONG YIEN HUNG**

“THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Leong Yien Hung, being the Independent Non-Executive Director of the Company, ESOS Options to subscribe for such number of ordinary shares of Aldrich under the Proposed ESOS PROVIDED THAT not more than 10% of the new ordinary shares of Aldrich under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued share capital of Aldrich;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT** approval be and is hereby given to the Board to allot and issue such number of Aldrich Shares to Leong Yien Hung pursuant to the exercise of such ESOS Options under the Proposed ESOS.”

**ORDINARY RESOLUTION 7**

**PROPOSED GRANTING OF ESOS OPTIONS TO TAN YIING FUNG**

“THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Tan Yieung Fung, being the Independent Non-Executive Director of the Company, ESOS Options to subscribe for such number of ordinary shares of Aldrich under the Proposed ESOS PROVIDED THAT not more than 10% of the new ordinary shares of Aldrich under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued share capital of Aldrich;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT** approval be and is hereby given to the Board to allot and issue such number of Aldrich Shares to Tan Yieung Fung pursuant to the exercise of such ESOS Options under the Proposed ESOS.”

**ORDINARY RESOLUTION 8**

**PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF ALDRICH AND ITS GROUP OF SUBSIDIARIES (“GROUP”) TO INCLUDE MONEYLENDING BUSINESS AND RELATED ACTIVITIES (“MONEYLENDING BUSINESS”) (“PROPOSED DIVERSIFICATION”)**

“THAT approval be and is hereby granted to the Board to diversify the Group’s existing businesses to include the Moneylending Business;

**AND THAT** the Board be and is hereby authorised and empowered to do or procure to be done all acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all such documents as are necessary to give full effect to and implement the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and/or parties, together with full powers to take all steps and actions as the Board may deem fit, necessary or expedient to give full effect to and implement the Proposed Diversification.”

**ORDINARY RESOLUTION 9**

**PROPOSED RATIFICATION OF THE UTILISATION OF PROCEEDS FROM THE PRIVATE PLACEMENT OF ORDINARY SHARES IN THE COMPANY COMPLETED ON 14 JANUARY 2022 (“PROPOSED RATIFICATION”)**

“THAT the ratification of the utilisation of proceeds of RM6.82 million out of RM9.60 million raised from the private placement completed on 14 January 2022 which has been utilised for the development of moneylending and mining businesses, be and is hereby approved, confirmed and ratified.

THAT all acts, deeds and things carried out by the Directors and/or the Company in connection with the Proposed Ratification, be and are hereby approved, confirmed and ratified.

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things, and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Ratification.”

**ORDINARY RESOLUTION 10**

**APPOINTMENT OF AUDITORS**

“THAT Messrs Kreston John & Gan (AF0113) be and is hereby appointed as Auditors of the Company in place of Messrs Al Jafree Salihin Kuzaimi PLT (AF1522) who has retired as Auditors of the Company, and to hold office until the next Annual General Meeting at a remuneration to be determined by the Directors.”

By Order of the Board

**TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250)**

**LAU HOOI PIN (MAICSA 7081620 / SSM PC No. 202408000447)**

Company Secretaries

Kuala Lumpur

Date: 24 September 2024

**Notes:**

i. *The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman to be present at the main venue of the EGM. NO MEMBERS/ PROXIES/ CORPORATE REPRESENTATIVES/ ATTORNEYS from the public shall be physically present at the broadcast venue on the day of the EGM.*

ii. *A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate (including to pose questions to the Board of the Company) and vote in his stead. Please read and follow the procedures as set out in the Administrative Guide of the EGM which can be downloaded from Company’s announcement on Bursa Securities’ website or Company’s website at [www.aldrich.my](http://www.aldrich.my) in order to register, participate and vote remotely via the RPV facilities provided by Digerati Technologies Sdn Bhd in Malaysia via its portal website at <http://aldrich-egm.digerati.com.my>. Members/ proxies/ corporate representatives/ attorneys may use the query box facility to submit questions real time during the EGM. Members/ proxies/ corporate representatives/ attorneys may use the query box facility to submit questions real time during the EGM. Members may also send questions 48 hours before the meeting to [admin@aldpro.com.my](mailto:admin@aldpro.com.my) in relation to the agenda items for the EGM.*

iii. *A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of his/her shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.*

iv. *A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.*

v. *Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), 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. 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*

vi. *The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Share Registrar of the Company situated at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.*

vii. *Subject to the Constitution, members may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument to the e-mail address at [admin@aldpro.com.my](mailto:admin@aldpro.com.my) not less than forty-eight (48) hours before the time for holding the meeting or adjourned not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.*

viii. *An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.*

ix. *For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 77 of the Company’s Constitution and the SICDA to issue a General Meeting Record of Depositors as at 11 October 2024. Only a depositor whose name appears on the Record of Depositors as at 11 October 2024 shall be entitled to attend the said meeting remotely or appoint proxies to attend remotely and vote on his/her behalf.*

x. *Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in this Notice will be put to vote by way of poll.*