



GADANG HOLDINGS BERHAD
Registration No. 199301023376 (278114-K)
(Incorporated in Malaysia)

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty First (31st) Annual General Meeting ("AGM") of Gadang Holdings Berhad ("the Company") will be held as a fully virtual meeting conducted through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities at the online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via its TIH Online website at <https://tjih.online> (Domain registration number with MYNIC: D1A282781) on Wednesday, 6 November 2024 at 10.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 May 2024 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note A
- To approve the payment of Directors' Fees of RM370,000 for the financial year ending 31 May 2025, to be made payable quarterly.
Please refer to Explanatory Note B (Ordinary Resolution 1)
- To approve the payment of benefits payable to the Independent Non-Executive Directors ("INEDs") of the Company up to an amount of RM150,000 from 7 November 2024 until the next AGM of the Company.
Please refer to Explanatory Note B (Ordinary Resolution 2)
- To re-elect the following Directors who retire by rotation pursuant to Clause 108 of the Company's Constitution and being eligible, have offered themselves for re-election:-
(a) Mr Sherman Lam Yuen Suen (Ordinary Resolution 3)
(b) Ms Wong Ping Eng (Ordinary Resolution 4)
Please refer to Explanatory Note C
- To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 May 2025 and to authorise the Directors to fix their remuneration.
Please refer to Explanatory Note D (Ordinary Resolution 5)

AS SPECIAL BUSINESS

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

- Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016** (Ordinary Resolution 6)
"THAT, pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next AGM 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 10% of the total issued shares of the Company ("New Shares") for the time being ("Authority") and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the New Shares so issued on Bursa Malaysia Securities Berhad, subject always to the approvals of the relevant regulatory authorities;
AND THAT pursuant to Section 85 of the Companies Act, 2016 to be read together with Clause 55 of the Company's Constitution, the shareholders of the Company do hereby waive their statutory pre-emptive rights over all New Shares issued under the Authority."
Please refer to Explanatory Note E
- Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature** (Ordinary Resolution 7)
"THAT, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries ("Gadang Group") to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 26 September 2024 ("Circular") with the related party listed in Section 2.3 of the Circular which transactions are necessary for the day-to-day operations, in the ordinary course of business of Gadang Group on terms which are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders;
THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:
(a) the conclusion of the next AGM of the Company, at which time it will lapse, unless renewed by a resolution passed at that meeting;
(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;
whichever is the earlier;
AND THAT, the Directors and/or any of them be and are hereby authorized to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."
Please refer to Explanatory Note F
- To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

TAN SHIM CHIENG (MAICSA 7013540) (SSM PC No. 201908001548)
Company Secretary

Kuala Lumpur
26 September 2024

NOTES:

FULLY VIRTUAL AGM

- The 31st AGM will be held as a fully virtual meeting using live streaming and online remote voting through RPV facilities at the online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via TIH Online website at <https://tjih.online> (Domain registration number with MYNIC: D1A282781). Please follow the procedures provided in the Administrative Guide for the 31st AGM in order to register, participate and vote remotely via the RPV facilities.
- All participants including the Chairman of the meeting will be participating remotely through the online meeting platform at <https://tjih.online>.

or medical claims of the INEDs. The meeting attendance allowance for an INED is RM1,000 per meeting. The leave passage or medical claim for an INED is RM15,000 per annum.

The proposed Ordinary Resolution 2, if passed, will authorise the payment of Directors' Benefits to the INEDs by the Company.

APPOINTMENT OF PROXY

- Only a depositor whose name appears in the Record of Depositors of the Company as of 25 October 2024 shall be regarded as a member entitled to attend, speak and vote, and to appoint not more than two (2) proxies to attend, speak and vote on his/her behalf, at the 31st AGM.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
- The instrument appointing a proxy ("Form of Proxy") shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- The Form of Proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at 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 Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 31st AGM or at any adjournment thereof. Alternatively, you may submit the Form of Proxy electronically via TIH Online website at <https://tjih.online> before the aforesaid lodgement cut-off time. Please refer to the Administrative Guide for the 31st AGM on the procedures for electronic lodgement of Proxy Form.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice will be put to vote by way of poll.

C. Ordinary Resolutions 3 and 4 – Re-election of Directors

Clause 108 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at each AGM of the Company. All the Directors shall retire from office once at least every three (3) years but shall be eligible for re-election. Mr Sherman Lam Yuen Suen and Ms Wong Ping Eng are standing for re-election as Directors and being eligible, have offered themselves for re-election.

Based on the Board Evaluation conducted for the financial year ended 31 May 2024, the Nomination & Remuneration Committee and the Board were satisfied with the said Directors' performance and contributions to the Board and deliberations through their skills, experience, strengths and qualities and the ability to act in the best interest of the Company.

The Board has therefore recommended the re-election of the Directors who are retiring at the 31st AGM. The profiles of the retiring Directors are set out in the Profile of Directors of the Annual Report 2024.

D. Ordinary Resolution 5 – Re-appointment of Auditors

The Board, through the Audit Committee, had reviewed with the performance and independence of Crowe Malaysia PLT during the financial year under review. The Board has therefore recommended the re-appointment of Crowe Malaysia PLT as External Auditors of the Company for the financial year ending 31 May 2025.

E. Ordinary Resolution 6 – Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Ordinary Resolution 6 is a renewal of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016, obtained from the shareholders at the last AGM. The resolution, if passed, will empower the Directors of the Company to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued does not exceed 10% of the issued shares of the Company for the time being. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

On 3 September 2024, Bursa Malaysia Securities Berhad ("Bursa Securities") had, vide its letter dated on even date, approved the listing and quotation of new ordinary shares of the Company to be issued pursuant to the private placement on the Main Market of Bursa Securities. The private placement will be undertaken in accordance with the general mandate granted at the last AGM, held on 8 November 2023. The private placement is expected to be completed before the 31st AGM.

This mandate will provide flexibility to the Company for any possible fundraising 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) and thereby reducing administrative time and costs associated with the convening of additional shareholders meeting(s).

F. Ordinary Resolution 7 – Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature

The proposed Ordinary Resolution 7 is in relation to the approval of Shareholders' Mandate for Recurrent Related Party Transactions and if passed, will empower the Company and its subsidiaries ("Gadang Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for Gadang Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The details relating to Ordinary Resolution 7 are set out in the Circular to Shareholders dated 26 September 2024, which is available at the Company's website at <https://www.gadang.com.my>.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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

- Further details of individuals who are standing for election as Directors (excluding Directors standing for re-election)

No individual is seeking election as a Director at the 31st Annual General Meeting of the Company.

- A statement relating to the general mandate for the issue of security in accordance with paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Details of the general mandate to issue securities in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016 are set out in Explanatory Note E of the Notice of this meeting.

Category	Independent Non-Executive Chairman	Independent Non-Executive Director (AC Chairman)	Senior Independent Non-Executive Director	Independent Non-Executive Director
Directors' Fees (per annum)	RM110,000	RM90,000	RM90,000	RM80,000

The proposed Ordinary Resolution 1, if passed, will authorise the payment of the aforesaid Directors' fees to the INEDs of the Company on a quarterly basis.

- Directors' Benefits (excluding Directors' Fees) for the period from 7 November 2024 up to the date of the next AGM

The Directors' benefits of RM150,000 for the period from 7 November 2024 until the next AGM in the year 2025 are derived from the estimated meeting attendance allowance based on the number of scheduled meetings and unscheduled meetings (when necessary) for Board, Board Committees and general meetings as well as the number of INEDs involved in the meetings and leave passage

GADANG HOLDINGS BERHAD

Registration No. 199301023376 (278114-K)

ADMINISTRATIVE GUIDE FOR THE 31ST ANNUAL GENERAL MEETING (“31ST AGM”)

Day & Date	: Wednesday, 6 November 2024
Time	: 10.00 a.m.
Online Meeting Platform	: TIH Online website at https://tjih.online provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”)

FULLY VIRTUAL MEETING

1. Gadang Holdings Berhad (“Gadang” or “Company”) continues to leverage technology to facilitate communications with its shareholders by allowing easier and more efficient access for them to attend the 31ST AGM virtually through live streaming and Remote Participation and Electronic Voting (“RPV”) facilities.
2. In addition, in line with Guidance Note 13.3 of the Malaysian Code on Corporate Governance, by conducting a virtual general meeting, this would promote greater shareholder participation as it facilitates electronic voting and shareholders to exercise their voting rights without being physically present at the general meeting.
3. You may exercise your right as a shareholder of the Company to attend, participate (including pose questions to the Board/Management of the Company) and vote at the 31ST AGM remotely by using the RPV facilities. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the 31ST AGM.
4. The meeting platform is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016. Shareholders WILL NOT BE ALLOWED to attend the 31ST AGM in person on the day of the 31ST AGM.

REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

- The RPV facilities are available on Tricor’s **TIH Online** website at <https://tjih.online>.
- Shareholders are to attend, speak (in the form of real-time submission of typed texts) and vote (collectively, “**participate**”) remotely at the 31ST AGM using RPV facilities provided by Tricor.
- Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

PROCEDURES FOR RPV

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 31ST AGM using the RPV facilities:

	Procedure	Action
BEFORE THE 31ST AGM DAY		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services” and select “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via email. If you are already a user of TIIH Online, you are not required to register again. You will receive an e-mail to notify you that remote participation is available for registration at TIIH Online.
(b)	Submit your request to attend the 31 st AGM remotely	<ul style="list-style-type: none"> Registration is open from 10.00 a.m. on Thursday, 26 September 2024 until the date of the 31st AGM on Wednesday, 6 November 2024. Shareholders or proxies or corporate representatives or attorneys are required to pre-register their attendance for the 31st AGM to ascertain their eligibility to participate in the 31st AGM using the RPV. Login with your user ID and password and select the corporate event: “(Registration) GADANG HOLDINGS BERHAD 31ST AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. The system will send an e-mail to notify you that your registration for remote participation has been received and will be verified. After verification of your registration against the Record of Depositors as of 25 October 2024, the system will send you an e-mail after 4 November 2024 to approve or reject your registration for remote participation. <p><i>(Note: Please ensure to allow sufficient time required for the approval as a new user of TIIH Online as well as the registration for RPV in order for you to log in to TIIH Online and to participate in the AGM remotely).</i></p>
ON THE DAY OF THE 31ST AGM (WEDNESDAY, 6 NOVEMBER 2024)		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 31st AGM at any time from 9.00 a.m. i.e. one (1) hour before the commencement of the 31st AGM at 10.00 a.m. on Wednesday, 6 November 2024.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) GADANG HOLDINGS BERHAD 31ST AGM” to engage in the proceedings of the 31st AGM remotely. <p>If you have any questions for the Chairman and/or the Board, you may use the query box to transmit your question. The Chairman and/or the Board will try to respond to questions submitted by remote participants during the 31st AGM. If there is a time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</p>

	Procedure	Action
(e)	Online Remote Voting	<ul style="list-style-type: none"> • Voting session commences from 10.00 a.m. on Wednesday, 6 November 2024 until a time when the Chairman announces the end of the session. • Select the corporate event: “(REMOTE VOTING) GADANG HOLDINGS BERHAD 31ST AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the conclusion of the 31st AGM, the live streaming will end.

Note to users of the RPV facilities:

1. Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and vote remotely. Your login to TIIH Online on the day of the meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging in, connecting to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

- Only members whose names appear on the Record of Depositors as of **25 October 2024** shall be eligible to attend, speak and vote at the 31st AGM or appoint proxy(ies) and/or the Chairman of the Meeting to attend and vote on their behalf.
- In view that the 31st AGM will be conducted on a fully virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Proxy Form.
- If you wish to participate in the 31st AGM yourself, please do not submit any Proxy Form for the 31st AGM. You will not be allowed to participate in the 31st AGM together with the proxy appointed by you.
- Accordingly, Proxy Forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 31st AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner before **Monday, 4 November 2024 at 10.00 a.m.** :
 - (i) In Hardcopy form:
By hand or post to the office of the Share Registrar, Tricor at 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 Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 31st AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid.
 - (ii) By Electronic form:
All shareholders can have the option to submit Proxy Forms electronically via TIIH Online and the steps to submit are summarised below:

PROCEDURES FOR ELECTRONIC SUBMISSION OF FORM OF PROXY

	Procedure	Action
i. Steps for Individual Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user of TIIH Online, you are not required to register again.
(b)	Proceed with the submission of Proxy Form	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, log in with your username (i.e. email address) and password. Select the corporate event: GADANG HOLDINGS BERHAD 31ST AGM - “Submission of Proxy Form”. Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Appoint your proxy(s) and insert the required details of your proxy(s) or appoint the Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. Review and confirm your proxy(s) appointment. Print the Proxy Form for your record.
ii. Steps for corporation or institutional shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online. Under the “e-Services”, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”. Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>
(b)	Proceed with the submission of Proxy Form	<ul style="list-style-type: none"> Login to TIIH Online at https://tiih.online. Select the corporate exercise name: “GADANG HOLDINGS BERHAD 31ST AGM - “Submission of Proxy Form””. Agree to the Terms & Conditions and Declaration. Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note as provided. Prepare the file for the appointment of proxies by inserting the required data. Proceed to upload the duly completed proxy appointment file. Select “Submit” to complete your submission. Print the confirmation report of your submission for your record.

POLL VOTING

- The voting at the 31st AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).
- Shareholders/proxies/corporate representatives/attorneys can proceed to vote on the resolutions at any time from **10.00 a.m. on Wednesday, 6 November 2024** but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to “Procedures to Remote Participation and Voting via RPV Facilities” provided above for guidance on how to vote remotely via TIIH Online.
- Upon completion of the voting session for the 31st AGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration of whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

The Board of Directors (“**Board**”) recognises that the 31st AGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the 31st AGM, shareholders may in advance, before the 31st AGM, submit questions to the Board via Tricor’s TIIH Online website at <https://tiih.online>, by selecting “e-Services” to log in, pose your questions and submit it electronically no later than **Monday, 4 November 2024**. The Board will endeavor to address the questions received at the 31st AGM.

NO DOOR GIFTS/FOOD VOUCHERS

There will be no distribution of door gifts or food vouchers for members/proxies who participate in the 31stAGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the 31st AGM.

ENQUIRY

If you have any enquiries on the above, please contact the Share Registrar of the Company during office hours from 9.00 a.m. to 5.30 p.m. (Monday to Friday, except public holidays):

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	General Line:	+603-2783 9299
	Fax Number:	+603-2783 9222
	Email :	is.enquiry@my.tricorglobal.com