

**NOTICE OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Second Annual General Meeting of the Company will be held at Emerald & Garnet Room, Level G, AVANTÉ Hotel, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 6 November 2024 at 10:00 a.m. for the following purposes:

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Explanatory Note 1)* *(Resolution 1)*
2. To approve the declaration and payment of a final single-tier dividend of 0.4898 sen per ordinary share in respect of the financial year ended 30 June 2024. *(Resolution 2)*
3. To approve the declaration and payment of a special single-tier dividend of 1.7271 sen per ordinary share in respect of the financial year ended 30 June 2024. *(Resolution 3)*
4. To approve the payment of additional meeting attendance allowances amounting to RM89,000 for the financial year ended 30 June 2024. *(Resolution 4)*
5. To approve the payment of additional meeting attendance allowances amounting to RM136,000 for the financial year ending 30 June 2025. *(Resolution 5)*
6. To approve the payment of Directors' fees amounting to RM810,000 for the financial year ending 30 June 2026. *(Resolution 6)*
7. To approve the payment of Directors' benefits amounting to RM850,000 for the financial year ending 30 June 2026. *(Resolution 7)*
8. To re-elect the following Directors who are due to retire by rotation pursuant to Clause 97 of the Company's Constitution and being eligible, have offered themselves for re-election:
  - (a) Dato' Sri Mohd Mokhtar Bin Mohd Shariff; *(Resolution 8)*
  - (b) Mr. Cheah Ho Chee; and *(Resolution 9)*
  - (c) Ms. June Leong Lai Ling. *(Resolution 10)*
9. To re-appoint Ernst & Young PLT as the Company's Auditors until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.

iii. Online  
In the case of an appointment made via an online lodgement facility, please log in to the link website at <https://tlih.online> and select "e-Services" to log in. Please refer to the Annexure to Proxy Form on registering to TLIH Online and submitting your proxy form electronically.

6. 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 Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. An instrument appointing a proxy to vote at a Meeting shall be deemed to include the power to demand a poll on behalf of the appointor.
7. For the purpose of determining who shall be entitled to attend this Meeting, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Clause 62 of the Constitution of the Company, a Record of Depositors as at 28 October 2024 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend this Meeting.

**Explanatory Notes to Ordinary and Special Businesses:**

1. Audited Financial Statements for the financial year ended 30 June 2024  
This Agenda is meant for discussion only as Section 340(1)(a) of the Companies Act 2016 does not require the formal approval of the shareholders and hence, is not put forward for voting.
2. Resolution 2 - Declaration and payment of a special single-tier dividend  
The proposed declaration of a special single-tier dividend in respect of the financial year ended 30 June 2024 is in conjunction with the celebration of the Thirtieth anniversary of Thomson Hospital Kota Damansara.
3. Resolution 3 - Additional meeting attendance allowances for the financial year ended 30 June 2024  
The proposed Resolution 3 is for the purpose of approving the payment of additional meeting attendance allowances amounting to RM89,000 for the financial year ended 30 June 2024.  
At the Twentieth Annual General Meeting of the Company held on 3 November 2022, the shareholders had approved the payment of Directors' benefits, which amounted to RM200,000 for the financial year ended 30 June 2024. The Directors' benefits comprise meeting attendance allowances.

Subsequently, at the Twenty-First Annual General Meeting of the Company held on 2 November 2023, the shareholders had approved the payment of additional Directors' benefits of RM330,000, which comprised meeting attendance allowances of RM84,000 and medical and group personal accident benefits, subject to a maximum amount equivalent to RM246,000 to the Directors for the financial year ended 30 June 2024.

For the financial year ended 30 June 2024, there were numerous ad-hoc Board of Directors and Board Committees meetings to discuss issues faced by the Group which led to a shortfall in the approved meeting attendance allowances. As a result, the Company would like to seek the shareholders' approval for the additional meeting attendance allowances incurred during the financial year ended 30 June 2024 amounting to RM89,000.

4. Resolution 4 - Additional meeting attendance allowances for the financial year ending 30 June 2025  
The proposed Resolution 4 is for the purpose of approving the payment of additional meeting attendance allowances amounting to RM136,000 for the financial year ending 30 June 2025.  
At the Twenty-First Annual General Meeting of the Company held on 2 November 2023, the shareholders had approved the payment of Directors' benefits, which amounted to RM682,000 for the financial year ending 30 June 2025. The Directors' benefits comprise meeting attendance allowances of RM422,000 and medical and group personal accident benefits of RM260,000.

Upon taking into consideration the increase in the Board of Directors and Board Committees meetings during the financial year ended 30 June 2024 and cross-checking the approved Directors' benefits for the financial year ending 30 June 2025, the Company would also like to seek the shareholders' approval for the additional meeting attendance allowances expected to be incurred during the financial year ending 30 June 2025 amounting to RM136,000.

5. Resolution 5 - Directors' fees  
The proposed Resolution 5 is for the purpose of approving the payment of Directors' fees amounting to RM810,000 for the financial year ending 30 June 2026.
6. Resolution 6 - Directors' benefits  
The proposed Resolution 6 is for the purpose of approving the payment of Directors' benefits amounting to RM850,000 for the financial year ending 30 June 2026. The Directors' benefits comprise meeting attendance allowances of RM560,000 and medical and general personal accident benefits of RM290,000. The total estimated amount of Directors' meeting attendance allowances is calculated based on the size of the Board of Directors and Board Committees and the number of meetings estimated to be held during the financial year ending 30 June 2026.

Payment of the meeting attendance allowances would be made by the Company on a monthly basis and/or as and when incurred if the proposed Resolution 6 has been passed at the Twenty-Second Annual General Meeting of the Company. The Board of Directors is of the view that it is just and equitable for the Directors to be paid on Directors' benefits on such basis, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries (if any) throughout the period as stated therein.

7. Resolutions 7, 8 and 9 - Re-election of Directors who retire by rotation pursuant to Clause 97 of the Company's Constitution

Pursuant to Clause 97 of the Company's Constitution, one-third (1/3<sup>rd</sup>) of the Directors for the time being or, if the number is not three (3) or a multiple of three (3), the number nearest to one-third (1/3<sup>rd</sup>) shall retire from office such that each Director shall retire from office once in every three (3) years and all Directors who retire from office shall be eligible for re-election. Hence, three (3) out of eight (8) Directors are to retire in accordance with Clause 97 of the Company's Constitution.

For the purpose of determining the eligibility of the Directors to stand for re-election at the Twenty-Second Annual General Meeting of the Company, the Board of Directors, through its Nominating Committee undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance, which includes the following:

- (i) Performance and effectiveness of the Board of Directors as a whole, Board Committees and individual Directors;
- (ii) Independence of the Independent Non-Executive Directors; and
- (iii) Fit and proper assessment.

Based on the results of the abovementioned evaluations, the Board of Directors considered the performance of Dato' Sri Mohd Mokhtar Bin Mohd Shariff, Mr. Cheah Ho Chee and Ms. June Leong Lai Ling (each referred to as "**retiring Director**") to be effective. The retiring Directors met the Board of Directors' expectations in terms of experience, expertise, integrity, competency, participation and contribution. Each retiring Director demonstrates a commitment to the role and has sufficient time to meet his/her commitment to the Company. The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board of Directors and Nominating Committee, if so applicable.

The details of the retiring Directors are available in the Directors' Profile of the Annual Report 2024.

8. Resolution 11 - Authority to issue and allot shares and waiver of pre-emptive rights

The proposed Resolution 11 primarily gives flexibility to the Board of Directors to issue and allot shares to such persons at any time at their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

This is a renewal of the mandate obtained from the members at the last Annual General Meeting of the Company ("**the previous mandate**"). The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

The previous mandate was not utilised and accordingly, no proceeds were raised.

As at the date of the Notice of Meeting, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Twenty-First Annual General Meeting of the Company held on 2 November 2023, which will lapse at the conclusion of the Twenty-Second Annual General Meeting of the Company.

Pursuant to Section 85(1) of the Companies Act 2016 be read together with Clause 54 of the Company's Constitution, shareholders of the Company have pre-emptive rights to be offered any new shares in the Company that rank equally to the existing issued shares in the Company or other convertible securities.

**AS SPECIAL BUSINESS**

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

10. **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS** *(Resolution 11)*

"**THAT** subject to the Companies Act 2016 ("**the Act**") and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 for the time being;

**THAT** pursuant to Section 85 of the Act to be read together with Clause 54 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act;

**THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

**AND THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

11. To transact any other ordinary business for which due notice has been given.

**NOTICE OF DIVIDENDS ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN** that a final single-tier dividend of 0.4898 sen per ordinary share and a special single-tier dividend of 1.7271 sen per ordinary share in respect of the financial year ended 30 June 2024, if approved by shareholders, will be payable on 3 January 2025 to shareholders whose names appear in the Record of Depositors on 6 December 2024, respectively.

A depositor shall qualify for entitlement to the dividends only in respect of:

- a) Securities transferred into the Depositor's Securities Account before 4:30 p.m. on 6 December 2024 in respect of transfers; and
- b) Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Chua Siew Chuan (SSM PC No. 201908002648) (MAICSA No.: 0777689)

Chin Mun Yee (SSM PC No. 201908002785) (MAICSA No.: 7019243)

Company Secretaries

Kuala Lumpur

8 October 2024

**Notes:**

1. A member of the Company entitled to attend, participate, speak and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead. A proxy may, but need not, be a member of the Company and there shall be no restriction on the qualification of the proxy.
2. Where a member appoints two (2) proxies, he/she shall specify the proportions of his/her holdings to be represented by each proxy, failing which, the appointment shall be invalid.
3. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, such member may appoint not more than two (2) proxies in respect of each securities account it holds in 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 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 that the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the Meeting at which the person named in the appointment proposes to vote:
  - i. In hard copy form  
In the case of an appointment made in hard copy form, the proxy form 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, Wilayah Persekutuan or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.
  - ii. By electronic means via email  
In the case of an appointment made via email, the proxy form must be received via email at [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com).  
For option (ii), the Company will require the member to deposit the original executed proxy form as in (i) above no later than Monday, 4 November 2024 at 10:00 a.m. for verification purposes.