

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 29th Annual General Meeting of the Company will be held as a fully virtual meeting via live streaming and online remote voting via TIH Online website at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC: D1A282781) on **Monday, 25 November 2024 at 11.00 a.m.** for the following purposes:

AGENDA**AS ORDINARY BUSINESS:**

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note)*
- To approve the payment of Directors' fees to Non-Executive Directors of up to an amount of RM300,000 for the financial year ended 30 June 2024; *Resolution 1*
- To approve the payment of Director's Benefits to Non-Executive Directors of the Company of up to an amount of RM70,000 from 26 November 2024 until the conclusion of the next AGM of the Company; *Resolution 2*
- To re-elect Dato' Sri Chee Hong Leong who retires by rotation in accordance with Clause 103(1) of the Company's Constitution and being eligible, has offered himself for re-election; *Resolution 3*
- To re-elect Y.A.M. Tengku Puteri Seri Kemala Tengku Dato' Sri Setia Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah Al-Musta'in Billah, DK., SAAS., SSAP., SIMP., who retires by rotation in accordance with Clause 103(1) of the Company's Constitution and being eligible, has offered herself for re-election; *Resolution 4*
- To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Resolution 5*

AS SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following resolutions:

7. ORDINARY RESOLUTION:**AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *Resolution 6*

"THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

8. ORDINARY RESOLUTION:**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF RRPT MANDATE") AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW RRPT MANDATE")** *Resolution 7*

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature ("RRPTs") with the related parties as set out in the Circular to Shareholders dated 25 October 2024, provided that such transactions and/or arrangements are:-

- necessary for the day-to-day operations;
- are undertaken in the ordinary course of business at arms' length basis and are on normal commercial terms which are not more favourable to the Related Party than those generally available to the public; and
- are not detrimental to the minority shareholders of the Company.

AND THAT such approval, shall continue to be in force until:

- the conclusion of the next annual general meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or
- the expiration of the period within the next AGM of the Company after that date 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
- revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever is earlier.

AND THAT the estimated aggregate value of the transactions conducted pursuant to the Proposed Renewal of RRPT Mandate and Proposed New RRPT Mandate during a financial year will be disclosed, in accordance with the MMLR, in the Annual Report of the Company for the said financial year;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of RRPT Mandate and Proposed New RRPT Mandate."

9. ORDINARY RESOLUTION:**PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")** *Resolution 8*

"THAT, subject to the Act, rules, regulations and orders made pursuant to the Act, the Company's Constitution, Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares in the Company's share capital through Bursa Securities and to take all such steps as are necessary (including the opening and maintaining of a depository account under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchases with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things as the Directors may deem fit and expedient in the best interests of the Company, subject further to the following:

- the aggregate number of shares purchased or held as treasury does not exceed 10% of the total number of issued and paid-up shares of the Company as quoted on Bursa Securities at the point of purchase;
- the maximum funds to be allocated by the Company for the purpose of purchasing the shares be backed by an equivalent amount of retained profits; and
- the Directors of the Company may decide either to retain the shares purchased as treasury shares, or cancel the shares, or retain part of the shares so purchased as treasury shares and cancel the remainder, or resell the shares, or transfer the shares of distribute the shares as dividends;

AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:

- the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

By Order of the Board

LIM SHOOK NYEE
MAICSA No. 7007640
SSM PC No. 201908003593
Company Secretary

Kuala Lumpur
25 October 2024

EXPLANATORY NOTES:

Agenda 1	Audited Financial Statements for the financial year ended 30 June 2024 The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, they will not be put for voting.
Resolutions 1 & 2	Directors' Fees & Benefits The Board had reviewed the Directors' fees (including Board Committees) and benefits after taking into account the responsibilities and time commitment required from the Non-Executive Directors to ensure the fees is in line with market trend for similar positions and is otherwise fair and not excessive. The benefits payable to the Non-Executive Directors comprise car, fuel, driver and meeting allowances for attending the Board, Board Committees and general meetings of the Company for the period from 26 November 2024 until the next Annual General Meeting in 2025. The meeting allowances are estimated based on the number of scheduled and unscheduled meetings and the number of Non-Executive Directors involved in these meetings. The payment of Directors' fees for the financial year ended 30 June 2024 will be payable in full upon the shareholders' approval while the Directors' benefits will be paid as and when they are incurred.
Resolutions 3 & 4	Re-election of Directors Clause 103(1) of the Company's Constitution provides that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. Each Director shall retire from office once at least in each three years but shall be eligible for re-election. Dato' Sri Chee Hong Leong and Y.A.M. Tengku Puteri Seri Kemala Tengku Dato' Sri Setia Hajjah Aishah Binti Almarhum Sultan Haji Ahmad Shah Al-Musta'in Billah, DK., SAAS., SSAP., SIMP., who are retiring by rotation in accordance with Clause 103(1) of the Company's Constitution and being eligible, have offered themselves for re-election at the 29 th AGM.
Resolution 6	Authority to Allot Shares Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue and allot new shares at any time to such persons, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the nominal value of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting. As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 28 th AGM held on 24 November 2023 and which will lapse at the conclusion of the 29 th AGM.
Resolution 7	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature The proposed Ordinary Resolution 7, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in Circular/Statement to Shareholders dated 25 October 2024 which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. For further information on this resolution, please refer to the Circular/Statement to Shareholders dated 25 October 2024.
Resolution 8	Proposed Renewal of Share Buy-Back Authority The proposed Ordinary Resolution 8, if passed, will empower the Directors to purchase the Company's shares through Bursa Securities up to ten percent (10%) of the total number of issued shares of the Company for the time being. This authority will expire at the conclusion of the next Annual General Meeting unless earlier revoked or varied by ordinary resolution passed by shareholders at a general meeting. For further information on this resolution, please refer to the Circular/Statement to Shareholders dated 25 October 2024.

NOTES:

- The 29th Annual General Meeting ("29th AGM") will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting facilities ("RPV"). The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as the poll administrator for the AGM to facilitate the RPV via **TIH Online website** at <https://tjih.online>. Please follow the procedures set out in the Administrative Guide for the AGM which is available on the Company's website at <https://mnaequityholdings.com> to register, participate and vote remotely via the RPV.
- A member entitled to participate and vote at the meeting via RPV is entitled to appoint one (1) or more proxies to participate and vote in his stead. A proxy need not be a member of the Company.
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds 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 shall be in writing under the hand of the appointor or his 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 in writing.
- The appointment of proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the poll administrator not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the 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 of the instrument of proxy shall not be treated as valid. i.e. no later than **24 November 2024 at 11.00 a.m.**
 - Hard copy form**
Submit to 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, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - Electronic form**
Lodge via TIH Online website at <https://tjih.online> by following the procedures provided in the Administrative Guide.
- A member who has appointed a proxy or authorised representative or attorney to participate in the 29th AGM via RPV must request his/her proxy or authorised representative or attorney to register himself/herself for RPV at TIH Online website at <https://tjih.online> in accordance with the procedures set out in the Administrative Guide.
- Only members whose names appear in the **Record of Depositors as at 18 November 2024** will be entitled to participate or appoint proxy(ies) to participate in his/her stead in the 29th AGM.