



FAJARBARU BUILDER GROUP BHD
Registration No. 199301026907 (281645-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of the Company will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 5 December 2024 at 10.00 a.m.

A G E N D A

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| 1) To receive the Audited Financial Statements for the year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon. | (Refer to Explanatory Notes i) |
| 2) To re-elect Tan Sri Dato' Sri Kuan Peng Ching @ Kuan Peng Soon who retires in accordance with Clause 83 of the Company's Constitution and who being eligible, offers himself for re-election. | Resolution 1
(Refer to Explanatory Notes ii) |
| 3) To re-elect Mr. Ooi Leng Chooi who retires in accordance with Clause 83 of the Company's Constitution and who being eligible, offers himself for re-election. | Resolution 2
(Refer to Explanatory Notes ii) |
| 4) To re-elect Ir. Kong Kam Loong who retires in accordance with Clause 83 of the Company's Constitution and who being eligible, offers himself for re-election. | Resolution 3
(Refer to Explanatory Notes ii) |
| 5) To approve the payment of Directors' fees amounting to RM525,000 for the period from the Thirtieth Annual General Meeting until the next Annual General Meeting, payable to Non-Executive Directors. | Resolution 4 |
| 6) To approve the payment of Directors' benefits up to an amount of RM78,000 for the period from the Thirtieth Annual General Meeting until the next Annual General Meeting, payable to Non-Executive Directors. | Resolution 5
(Refer to Explanatory Notes iii) |
| 7) To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the financial year ending 30 June 2025 and to authorise the Directors to fix their remuneration. | Resolution 6 |

Special Business

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

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| 8) Authority to Issue Shares | Resolution 7
(Refer to Explanatory Notes iv) |
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- "THAT pursuant to Section 75 and Section 76 of the Companies Act, 2016, the Directors be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 share capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue.

AND THAT in connection with the above, pursuant to Section 85(1) of the Companies Act, 2016 read together with Clause 52 of the Company's Constitution, the shareholders of the Company do hereby approve that the pre-emptive rights to new shares that may be issued and allotted as above shall not apply."

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| 9) Proposed Renewal of Share Buy-back Authority | Resolution 8
(Refer to Explanatory Notes v) |
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- "THAT subject to the Companies Act, 2016, the provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant authorities, the Company be and is hereby authorised to allocate an amount not exceeding the retained profits of the Company for the purpose of and to purchase such amount of ordinary shares ("Proposed Share Buy-back") in the Company as may be determined by the Directors of the Company from time to time on the market of the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company;

THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to decide at their discretion to cancel all or part of the shares so purchased and/or to retain all or part of the shares so purchased as treasury shares of which may be distributed as dividends to shareholders and/or to resell on the market of Bursa Securities and/or to retain part thereof as treasury shares and cancel the remainder;

AND THAT the Directors be and are hereby authorised and empowered to do all acts and things to give full effect to the Proposed Share Buy-back AND FURTHER THAT such authority shall commence immediately upon passing of this resolution until:-

- the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either unconditionally or subject to conditions; or
 - the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
 - revoke or varied by ordinary resolution of the shareholders of the Company at a general meeting;
- whichever is the earliest."

- 10) To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

TAN KOK AUN (SSM PC No. 201908003805) (MACS 01564)
LEE WAI NGAN (SSM PC No. 201908003497) (LS0000184)
Company Secretaries

Kuala Lumpur,
28 October 2024

Notes:

- A Member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote instead of him/her at a general meeting who shall represent all the shares held by such member, and where a member holding more than one thousand (1,000) ordinary shares may appoint more than one (1) proxy to attend and vote instead of him/her at the same meeting. Where a member appoints more than (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- Where a Member 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.
- A proxy may but need not be a member of the Company.
- If the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
- The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a certified true copy thereof shall be deposited at the Company's Share Registrar Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time set for the Meeting.
- Depositor whose name appears on the Record of Depositors as at 27 November 2024 shall be regarded as member of the Company and entitled to attend and vote at the meeting or to appoint proxy(ies) to attend and vote at meeting.

EXPLANATORY NOTES

- Agenda Item 1 is meant for discussion only as the provision of Section 340 (1) (a) of the Companies Act, 2016 does not require a formal approval of the shareholders, and hence is not put forward for voting.
- Re-election of Directors who retire in accordance with Clause 83 of the Company's Constitution.
The proposed Ordinary Resolution 1 to 3 in items 2 to 4 of the Agenda are to seek shareholders' approval on the re-election of the retiring directors.
Clause 83 of the Company's Constitution provides that one-third of the Directors (including Managing Director) of the Company for the time being shall retire by rotation at an Annual General Meeting of the Company provided always that all Directors, shall retire from office at least once in each three years but shall be eligible for re-election at the Annual General Meeting. A Director retiring at a meeting shall retain office until the close of the meeting. The Board endorsed the Nominating Committee's recommendation that the Directors who retire in accordance with the above-mentioned Clause of the Company's Constitution, namely Tan Sri Dato' Sri Kuan Peng Ching @ Kuan Peng Soon, Mr. Ooi Leng Chooi and Ir. Kong Kam Loong are eligible to stand for re-election. They, being eligible for re-election have given their consent for re-election.
- To approve the payment of Directors' benefits up to an amount of RM78,000 for the period from the Thirtieth Annual General Meeting until the next Annual General Meeting, payable to Non-Executive Directors.
The proposed Resolution 5 in item 6 of the Agenda is to seek shareholders' approval on the payment of Directors' benefits of RM78,000.
The benefits payable to Non-Executive Directors comprise of allowances, benefit-in-kind and other emoluments.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- Authority to Issue Shares
The proposed Resolution 7 in item 8 of the Agenda is primarily to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion without convening a general meeting. The authorisation will, unless revoked or varied by the Company at a general meeting, expire at the next annual general meeting. This is a renewal of a general mandate. In order to avoid any delay and cost involved in convening a general meeting, it is thus appropriate to seek members' approval.
The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future projects, working capital and/or acquisitions.
- Proposed Renewal of Share Buy-back Authority
The proposed Resolution 8 in item 9 of the Agenda is to empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the issued and paid-up share capital of the Company by utilising the funds allocated which shall not exceed the retained profits of the Company.
Please refer to the Share Buy-back Statement dated 28 October 2024, which is released together with the Company's Annual Report 2024.