

## NOTICE OF 2<sup>nd</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting ("2nd AGM") of the Company will be held at Eastin Hotel Penang, Queensbay 1, Solok Bayan Indah, 11900 Bayan Lepas, Pulau Pinang on Thursday, 28 November 2024, at 10.30 a.m. or at any adjournment thereof for the following purpose:-

### AGENDA

- 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 Note A)
- To approve the payment of Directors' Fees up to an amount of RM204,000.00 for the period from 1 December 2024 until the next AGM of the Company. Resolution 1
- To approve the payment of Directors' Benefits up to an amount of RM15,000.00 for the period from 1 December 2024 until the next AGM of the Company. Resolution 2
- To re-elect the following Directors who retire in accordance with Clause 76(3) of the Company's Constitution, and being eligible, offers themselves for re-election:-
  - Mr. Tan Si Lim Resolution 3
  - Ms. Saw Soo Fang Resolution 4
- To re-appoint Messrs. BDO PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to determine their remuneration. Resolution 5

### SPECIAL BUSINESS

- To consider and, if thought fit, to pass with or without modifications, the following ordinary resolutions:- Resolution 6

#### Authority to Issue and Allot Shares and Waiver of Pre-Emptive Rights

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, if applicable, the Board of Directors be and is hereby authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting ("AGM") and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT pursuant to Section 85 of the Act to be read together with Clause 12 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 Companies Act 2016;

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 AGM of the Company."

- To transact any other business for which due notice shall have been given in accordance with the Act.

By Order of the Board,  
ANGELINA CHEAH GAIK SUAN  
[SSM PC NO. 202008002177 (MAICSA 7035272)]  
LEE MEI-MEI  
[SSM PC NO. 202008002962 (MAICSA 7062284)]  
Secretaries  
Penang

Date : 28 October 2024

### NOTES :

- The item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act do not require a formal approval of the shareholders and hence, Agenda 1 is not put forward for voting.
- Kindly note that the date of the General Meeting Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the 2nd AGM shall be on 22 November 2024.
  - For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 22 November 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
  - A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
  - A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
  - Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it 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.
  - 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 is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
  - Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
  - 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 General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
    - In hard copy form  
In the case of an appointment made in hard copy form, this proxy form must be deposited at the registered office of the Company situated at Suite S-21-H, 21<sup>st</sup> Floor, Menara Northam, 55 Jalan Sultan Ahmad Shah, 10050 George Town, Pulau Pinang.
    - By electronic means via facsimile  
In the case of an appointment made by facsimile transmission, this proxy form must be received via facsimile at 04-2107111.
    - By electronic means via email  
In the case of an appointment made via email transmission, this proxy form must be received via email at [TMFpg\\_cosec@tmf-group.com](mailto:TMFpg_cosec@tmf-group.com).
 For options (ii) and (iii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.
  - Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Suite S-21-H, 21<sup>st</sup> Floor, Menara Northam, 55 Jalan Sultan Ahmad Shah, 10050 George Town, Pulau Pinang not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
  - Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
  - Last date and time for lodging this proxy form is on Tuesday, 26 November 2024 at 10.30 a.m.
  - Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
    - Identity card (NRIC) (Malaysian), or
    - Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
    - Passport (Foreigner).

For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.

### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at this meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for this meeting (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

### EXPLANATORY NOTES ON RESOLUTION & SPECIAL BUSINESS:

#### 1. Ordinary Resolutions 1 & 2

Section 230(1) of the Companies Act, 2016 provides that the fees of the Directors and any benefits payable to the Directors including any compensation for loss of employment of a Director or former Director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The estimated Directors' Fees proposed for the period from 1 December 2024 until the next AGM of the Company are derived based on the current Board size.

The Benefits payable to the Directors comprising of meetings allowances will only be accorded based on actual attendance of meetings by the Directors and other claimable benefits including reimbursable expenses incurred in the course of carrying out their duties as Directors.

The payment of Directors' Fees and Benefits will be made by the Company on a monthly basis and/or as and when incurred. Ordinary Resolution 1 and 2 are to facilitate payment of Directors' Fees and Benefits for the financial year 2024/2025. In the event that the proposed Directors' Fees and Benefits payable are insufficient due to the enlarged Board size, the Company will seek Shareholders' approval at the next AGM of the Company for the additional Directors' Fees and Benefits payable to meet the shortfall.

The proposed resolutions have been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognize that the Directors' Fees and Benefits is in the best interest of the Company.

#### 2. Ordinary Resolution 6

The proposed resolution, if passed, will renew the authority to empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. The renewed mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisitions. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company.

By voting in favour of the proposed resolution, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016 and Clause 12 of the Company's Constitution to be first offered any new shares ranking equally to the existing issued shares of the Company which will result in a dilution of their shareholding percentage in the Company.