



PINEHILL PACIFIC BERHAD
19170100026 (00222-D)
Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the One-Hundredth and Second Annual General Meeting of Pinehill Pacific Berhad ("the Company") will be conducted on a virtual basis through live streaming via an online platform using remote facilities at the Broadcast Venue at Meeting Room of Securities Services (Holdings) Sdn Bhd, Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 27 November 2024, at 11.00 a.m. for the following purposes:

AGENDA

- 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. *Explanatory Note 1*
- To approve the payment of Directors' Fees of RM192,000/- for the financial year ended 30 June 2024. **Ordinary Resolution 1**
- To approve the payment of benefits payable to the Non-Executive Directors of up to an amount of RM95,000/- from 1 July 2024 until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 2**
Explanatory Note 2
- To re-elect the following Directors who retire by rotation pursuant to Clause 100 of the Company's Constitution, and who being eligible, has offered themselves for re-election. **Ordinary Resolution 3 & 4**
 - Dato' Nik Mohd Amin Bin Nik Abu Bakar
 - K. Selveswaran Kanagaratnam
- To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 30 June 2025 and to authorise the Directors to fix their remuneration for that year. **Ordinary Resolution 5**

As Special Business

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

- Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **Ordinary Resolution 6**
Explanatory Note 3

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and the 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 issued pursuant to this Resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being; AND THAT the Directors be and are hereby 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.

AND FURTHER THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company".
- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

Lim Li Heong (MAICSA 7054716) (SSM PC 202008001981)
Wong Mee Kiat (MAICSA 7058813) (SSM PC 202008001958)
Company Secretaries

Puchong, Selangor Darul Ehsan
28 October 2024

Explanatory Notes:

1. Item 1 of the Agenda

This Agenda item is meant for discussion only, as stipulated under the provision of Section 340(1)(a) of the Companies Act 2016, the audited financial statements do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.

2. Ordinary Resolution 2

Payment of benefits payable to the Non-Executive Directors

Section 230(1) of the Companies Act 2016 requires that any benefits payable to the Directors of the Company must be approved at a general meeting. The benefits payable to the Directors of the Company comprises meeting allowance ranging from RM500/- to RM1,500/- per meeting payable to Non-Executive Directors for attending the Board and Board Committee Meetings respectively.

3. Ordinary Resolution 6

Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Resolution 6, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority 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 and paid-up share capital of the Company for the time being (General Mandate). This General Mandate, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

The General Mandate sought to grant authority to Directors to issue and allot shares is a renewal of the mandate that was approved by the shareholders at the One-Hundredth and First Annual General Meeting held on 6 December 2023. The renewal of the mandate is to provide flexibility to the Company to issue new shares, without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time, for possible fund raising activities for the purpose of funding current and/or future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, the Company did not issue shares pursuant to the mandate granted to the Directors at the One-Hundredth and First Annual General Meeting held on 6 December 2023, which will lapse at the conclusion of the One-Hundredth and Second Annual General Meeting.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 54 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 54 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.

Notes:

- The One-Hundredth and Second Annual General Meeting of the Company ("AGM") will be conducted on a virtual basis through live streaming via the remote participation and voting (RPV) facilities provided by the SS E Solutions at <https://sshsb.net.my/>.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the chairperson of the Meeting to be present at the main venue of the AGM. **No members or proxies/corporate representatives/attorneys appointed/authorised shall be physically present at the AGM (in the Broadcast Venue).**
- Members of the Company whose names appear in the Record of Depositors as at 19 November 2024 shall be entitled to participate and vote remotely at the AGM through <https://sshsb.net.my/>. In this context, the terms participate aforesaid shall include the right to raise questions to the Board via real time submission of typed texts at the portal specified above.
- Members and all proxies/corporate representatives/attorneys duly appointed/authorised who wish to participate and vote remotely at the AGM shall firstly register at <https://sshsb.net.my/> no later than cut-off date/time as per the **AGM Administrative Guide** in accordance with the relevant procedures therein.
- Each member is entitled to appoint not more than 2 proxies to participate and vote remotely on their behalf. A proxy may but need not be a member of the Company. Any member who appoints more than 1 proxy without specifying in the Proxy Form the proportion of the shareholdings by each proxy, such appointment shall be invalid.
- A member who is an authorised nominee, may appoint not more than 2 proxies in respect of each securities account held. A member who is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in a securities account ("Omnibus Account"), there is no limit to the number of proxies such member may appoint in respect of each Omnibus Account held.
- Appointment of proxy(ies) may be made as follows **no later than 11.00 a.m. on Monday, 25 November 2024**, as more particularly described in the **AGM Administrative Guide**:
 - Appointment of proxy electronically**
Individual members may appoint a proxy electronically through <https://sshsb.net.my/> or
 - Hard copy Proxy Form**
Members may also appoint a proxy by way of a duly executed hard copy Proxy Form which must be deposited at Securities Services (Holdings) Sdn Bhd, Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur.
The Proxy Form shall be completed with all the appropriate information required and signed with a date inserted thereon. Appointment of proxy by any corporate member, its Proxy Form must be executed under its common seal or under the hand of its attorney duly authorised in writing or in accordance with the applicable laws for the time being in force.
- Any authority to appoint a proxy which is made by way of power of attorney and for any corporate members who appoint representatives to participate and vote remotely, shall adhere to the documents submission requirement no later than the cut-off date/time as per the AGM Administrative Guide in accordance with the relevant procedures therein.
- The **AGM Administrative Guide** aforesaid is available at the Company's website at www.pinepac.com.my.
- You are advised to read and understand the contents of the Personal Data Protection Statement which is annexed with the Notice of AGM before providing any relevant personal data for the appointment of proxy(ies).
- All resolutions as set out herein will be put to vote by way of poll pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Statement Accompanying Notice of Annual General Meeting

- One-Hundredth and Second AGM of the Company which will be conducted on a virtual basis through live streaming via an online platform using remote facilities at the Broadcast Venue at Meeting Room of Securities Services (Holdings) Sdn Bhd, Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 27 November 2024, at 11.00 a.m.
- The Directors who are standing for re-election at the One-Hundredth and Second AGM of the Company pursuant to Clause 100 of the Constitution of the Company are:-
 - Dato' Nik Mohd Amin Bin Nik Abu Bakar
 - K. Selveswaran KanagaratnamThe details of the above Directors seeking for re-election are set out in the Profile of Directors as disclosed on pages 7 to 9 of this Annual Report.
- The details of attendance of the Directors of the Company at Board of Directors' Meetings held during the financial year ended 30 June 2024 are disclosed in the Corporate Governance Overview Statement set out on page 61 of this Annual Report.

PERSONAL DATA PROTECTION STATEMENT

Any member of the Company, by submitting an instrument (hard copy or electronically) to appoint a proxy(ies) and/or representative(s) to attend/speak/participate/vote (including vote remotely via electronic means) on such member's behalf at the Annual General Meeting of the Company ("AGM") and/or any adjournment thereof, shall indicate that the member (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 the proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance/participation lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the members discloses the personal data of the member's proxy(ies) and/or representative(s) to be Company (or its agents), the member has obtained 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 shall indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of breach of warranty by such member.



PINEHILL PACIFIC BERHAD
191701000026 (000222-D)

ADMINISTRATIVE GUIDE FOR VIRTUAL ONE-HUNDREDTH AND SECOND ANNUAL GENERAL MEETING

Pinehill Pacific Berhad (“the Company”) will conduct its 102nd AGM on a virtual basis by way of live streaming and online remote voting via the Remote Participation and Voting (“RPV”) facilities on Securities Services e-Portal, details as set out below:-

Date	: Wednesday, 27 November 2024
Time	: 11.00 a.m.
Broadcast Venue	: Meeting Room of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur Wilayah Persekutuan
Meeting Platform	: Securities Services e-Portal at https://sshsb.net.my/

1. Virtual Meeting

The main and only venue of the 102nd AGM is the Broadcast Venue. **Pursuant to Section 327(2) of the Companies Act 2016**, the Chairman of the Meeting is required to be present at the main venue of the 102nd AGM and accordance with Clause 59 of the Company’s Constitution, it allows a general meeting to be held at more than one (1) venue, using any technology or method that enables the members of the Company to participate and to exercise the members’ right to speak and vote at the general meeting. Shareholders/ proxies/ corporate representatives should not be physically present at the Broadcast Venue on the day of the 102nd AGM and will be requested to leave the Broadcast Venue.

2. Remote Participation and Voting

Shareholders/proxies/corporate representatives who wish to participate at the 102nd AGM shall use the RPV facilities to participate and/or vote remotely at the 102nd AGM. Please refer to **Appendix I** for further details.

Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at the Meeting. Therefore, it is your responsibility to ensure that your connectivity for the duration of the Meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of your internet connection.

The Company, the Board of Directors and its management, share registrar and other professionals (if any) shall not be held responsible or be liable for any disruption in the internet connection resulting in you being unable to participate and/or vote at the Meeting.

3. Appointment of Proxy

If you are unable to attend and participate at the 102nd AGM via the RPV facilities, you may appoint not more than two (2) proxies to participate and vote on your behalf. You may also appoint the Chairman of the Meeting as your proxy and indicate your voting instructions in the Form of Proxy.

If you wish to participate in the 102nd AGM yourself, please do not submit any proxy form. A member will not be allowed to participate the 102nd AGM if his/her proxy/proxies has/have been registered to participate at the 102nd AGM.

The appointment of proxy may be made in hardcopy form or by electronic means as follows:

In Hardcopy Form

The proxy form must be deposited at our Share Registrar, Securities Services (Holdings) Sdn Bhd, Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty eight (48) hours before the time appointed for holding the 102nd AGM i.e. **by Monday, 25 November 2024 at 11.00 a.m.**

By Electronic Means

The proxy form shall be electronically lodged via Securities Services e-Portal at <https://sshsb.net.my/> no later than **11.00 a.m.** on **Monday, 25 November 2024**. Please refer to **Appendix I** for further details.

4. Entitlement to Participate and Vote

Only shareholders whose names appear on the Register of Members and/or Record of Depositors of the Company as at 19 November 2024 shall be entitled to participate and/or vote at the 102nd AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

Enquiry

If you have any enquiry relating to Securities Services e-Portal, please contact the following persons during office hours from Monday to Friday from 8.30 a.m. to 12.15 p.m. and 1.15 p.m. to 5.30 p.m. (except public holiday):-

SS E Solutions Sdn Bhd

Level 7 Menara Milenium, Jalan Damanlela,
Pusat Bandar Damansara, Damansara Heights,
50490 Kuala Lumpur, Wilayah Persekutuan

Contact person : Mr. Wong Piang Yoong/ Puan Nurhayati Ang Abdullah/ Ms. Jasmine Lim
Telephone No. : +603-2084 9000
Email : eservices@sshsb.com.my

APPENDIX I

WHAT IS Securities Services e-Portal?

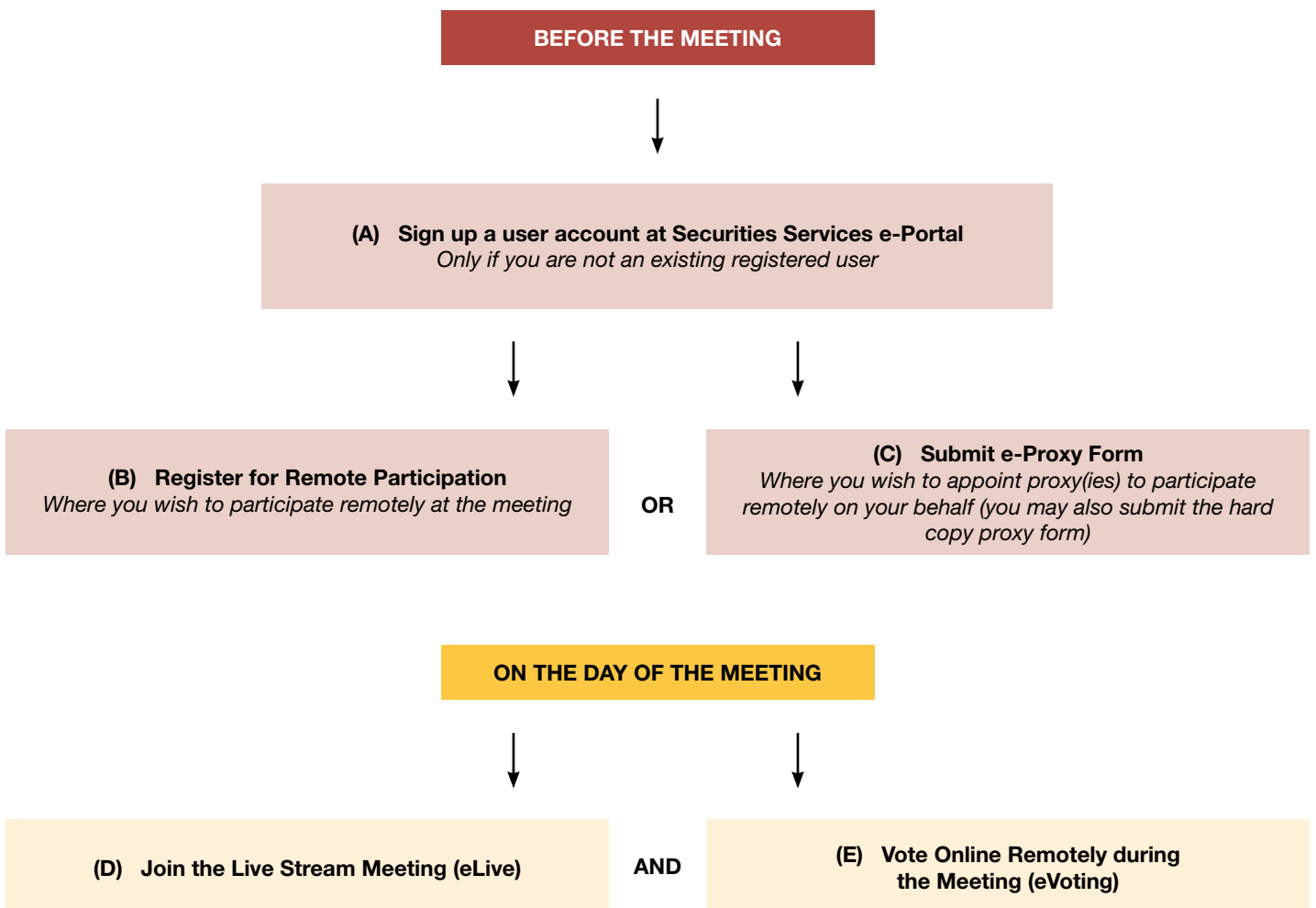
Securities Services e-Portal is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

- Submit proxy form electronically – paperless submission
- Register for remote participation and voting at meetings
- Participate in meetings remotely via live streaming
- Vote online remotely on resolution(s) tabled at meetings (referred to as “**e-Services**”)

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by Pinehill Pacific Berhad and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

REQUIRE ASSISTANCE?

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Ms. Rachel Ou (DID: +603 2084 9161) or Ms. Jasmine Lim (DID: +603 2084 9006) or our general line (DID: +603 2084 9000) to request for e-Services Assistance during our office hours, on Monday to Friday from 8:30 a.m. to 12:15 p.m. and from 1:15 p.m. to 5:30 p.m. Alternatively, you may email us at eservices@sshshb.com.my.



BEFORE THE MEETING

(A) Register as a User of Securities Services e-Portal

Step 1	Visit https://sshsb.net.my/	<ul style="list-style-type: none">• This is a ONE-TIME registration. If you are already a registered user of Securities Services e-Portal, you need not register again.• Your email address is your User ID.• Please proceed to either (B) or (C) below once you are a registered user.
Step 2	Sign up for a user account	
Step 3	Wait for our notification email that will be sent within one (1) working day	
Step 4	Verify your user account within seven (7) days of the notification email and log in	

ALL SHAREHOLDERS MUST REGISTER AS A USER BY 21 NOVEMBER 2024

(B) Register for Remote Participation

Meeting Date and Time	Registration for Remote Participation Closing Date and Time
Wednesday, 27 November 2024 at 11.00 a.m.	Monday, 25 November 2024 at 11.00 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **Pinehill Pacific Berhad** under Company Name and **102nd AGM on 27 November 2024 at 11.00 a.m. - Registration for Remote Participation** under Event and click ">" to register for remote participation at the meeting.

- Step 1 Check if you are attending as -
- Individual shareholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to The Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the registration closing date and time above.*
- Step 2 Submit your registration.

- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to all the CDS account(s) of each individual shareholder / body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted on a virtual basis and only the Chairman and other essential individuals will be present at the Broadcast Venue, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

(C) Submit e-Proxy Form

Meeting Date and Time	Proxy Form Submission Closing Date and Time
Wednesday, 27 November 2024 at 11.00 a.m.	Monday, 25 November 2024 at 11.00 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **Pinehill Pacific Berhad** under Company Name and **102nd AGM on 27 November 2024 at 11.00 a.m. - Submission of Proxy Form** under Event and click ">" to submit your proxy forms online for the meeting by the submission closing date and time above.

- Step 1 Check if you are submitting the proxy form as -
- Individual shareholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate/authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to The Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the proxy form submission closing date and time above.*
- Step 2 Enter your CDS account number or the body corporate's CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies).
You are strongly encouraged to appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.
- Step 3 Proceed to indicate how your votes are to be casted against each resolution.
- Step 4 Review and confirm your proxy form details before submission.

- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
- You need to submit your e-Proxy Form for **every CDS account(s)** you have or represent.

PROXIES

All appointed proxies need not register for remote participation under (B) above but if they are not registered Users of the e-Portal, they will need to register as Users of the e-Portal under (A) above by 21 NOVEMBER 2024 . PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a virtual basis.

ON THE DAY OF THE MEETING

Log in to <https://sshbsb.net.my/> with your registered email and password

(D) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Wednesday, 27 November 2024 at 11.00 a.m.	Wednesday, 27 November 2024 at 10:30 a.m.
<p>- Look for Pinehill Pacific Berhad under Company Name and 102nd AGM on 27 November 2024 at 11.00 a.m. - Live Stream Meeting under Event and click ">" to join the meeting.</p> <ul style="list-style-type: none">• The access to the live stream meeting will open on the abovementioned date and time.• If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/Management/relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.	

(E) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
Wednesday, 27 November 2024 at 11.00 a.m.	Wednesday, 27 November 2024 at 11.00 a.m.
<p>- If you are already accessing the Live Stream Meeting, click Proceed to Vote under the live stream player. OR If are not accessing from the Live Stream Meeting, look for Pinehill Pacific Berhad under Company Name and 102nd AGM on 27 November 2024 at 11.00 a.m. - Remote Voting under Event and click ">" to remotely cast and submit the votes online for the resolutions tabled at the meeting.</p> <p>Step 1 Cast your votes by clicking on the radio buttons against each resolution. Step 2 Review your casted votes and confirm and submit the votes.</p> <ul style="list-style-type: none">• The access to eVoting will open on the abovementioned date and time.• Your votes casted will apply throughout all the CDS accounts you represent as an individual shareholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.• The access to eVoting will close when the Chairman announces the closing of all voting at the respective meeting.• A copy of your submitted e-Voting can be accessed via My Records (refer to the left navigation panel).	