



**ECONPILE HOLDINGS BERHAD**  
(Registration No.: 201201032676) (1017164-M)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 12<sup>th</sup> Annual General Meeting of Econpile Holdings Berhad ("the Company") will be held at **Banquet Hall, Level 1, Main Lobby, Kuala Lumpur Golf & Country Club (KLGCC), No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Malaysia** on **Wednesday, 27 November 2024** at **10.00 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.
- To approve the payment of Directors' fees up to an aggregate amount of RM270,000.00 for the financial year ending 30 June 2025.
- To approve the payment of Directors' benefits up to an aggregate amount of RM150,000.00 for the period from 28 November 2024 until the next Annual General Meeting of the Company.
- To re-elect the following Directors who are retiring in accordance with Clause 76(3) of the Constitution of the Company:-
  - Krishnan A/L C K Menon
  - The Kun Ann
- To re-elect Hassan Bin Ramadi who is retiring in accordance with Clause 78 of the Constitution of the Company.
- To re-appoint KPMG PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

**(Please refer to the Explanatory Notes to the Agenda)**

**(Ordinary Resolution 1)**

**(Ordinary Resolution 2)**

**(Ordinary Resolution 3)**

**(Ordinary Resolution 4)**

**(Ordinary Resolution 5)**

**(Ordinary Resolution 6)**

#### AS SPECIAL BUSINESS:

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

- Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

**(Ordinary Resolution 7)**

"**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be authorised to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company held after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

**FOO PEI KOON (MAICSA 7067238) (SSM PC NO. 202108000380)**

**TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)**

Company Secretaries

Kuala Lumpur

29 October 2024

#### NOTES:

- For the purpose of determining who shall be entitled to attend the 12<sup>th</sup> Annual General Meeting ("AGM"), the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 20 November 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, participate, speak and vote on his/her/its behalf.
- A member of the Company who is entitled to attend and vote at a general meeting may 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 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 Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member, an authorised nominee or an exempt authorised nominee appoints more than 1 proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 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 48 hours before the time appointed for holding the 12<sup>th</sup> AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - In hard copy form  
To be deposited with 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.
  - By electronic means via Tricor TIH Online website at <https://tih.online>  
Please refer to the procedure as set out in the Administrative Guide of the 12<sup>th</sup> AGM for further information on electronic submission of proxy form via TIH Online.

- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar 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 not less than 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 the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Monday, 25 November 2024 at 10.00 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 deposit the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form with the Share Registrar of the Company 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 if this has not been lodged with the Company's Share Registrar earlier.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 12<sup>th</sup> AGM will be put to vote by way of poll.

#### EXPLANATORY NOTES TO THE AGENDA

- Item 1 of the Agenda**  
**Audited Financial Statements for the financial year ended 30 June 2024**

This item is meant for discussion only. The provision of Section 248(2) and Section 340(1)(a) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this agenda item is not a business which requires a motion to be put forward to vote by shareholders.

- Ordinary Resolution 1**  
**Directors' fees for the financial year ending 30 June 2025**

The Directors' fees proposed for the financial year ending 30 June 2025 are calculated based on the current board size and assuming that all Non-Executive Directors will hold office until the next AGM. This resolution is to facilitate payment of Directors' fees on current financial year basis.

- Ordinary Resolution 2**  
**Directors' benefits for the period from 28 November 2024 until the next AGM**

Directors' benefits are meeting allowance payable to Non-Executive Directors, inclusive of Independent Directors and Non-Independent Non-Executive Directors and in determining the estimated amount, the Board of Directors ("Board") has considered various factors including the current board size and number of scheduled meetings for the Board and Board Committees for the period from 28 November 2024 until the next AGM as well as the number of Non-Executive Directors involved in the meeting. In the event the proposed amount is insufficient (due to more meetings or enlarged board size), approval will be sought at the next AGM for the shortfall.

- Ordinary Resolutions 3 to 5**  
**Re-election of Directors**

Mr Krishnan A/L C K Menon, Ms The Kun Ann and Encik Hassan Bin Ramadi are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 12<sup>th</sup> AGM.

Their profiles are disclosed in the Profile of the Board of Directors of the 2024 Annual Report.

Saved as disclosed, the retiring Directors have no conflict of interest with the Company and have no family relationship with any Director and/or major shareholder of the Company.

Mr Krishnan A/L C K Menon has exercised due care and carried out his duties professionally and proficiently during his tenure as a Non-Independent Non-Executive Director of the Company. He remains objective in expressing his view and participating in the Board's deliberation.

Ms The Kun Ann is the daughter of Mr The Cheng Eng, who is the Group Managing Director of the Company. She possess relevant qualification, knowledge and experience which complement the Board's competencies.

Encik Hassan Bin Ramadi has exercised due care and carried out his duties professionally and proficiently during his tenure as an Independent Non-Executive Director of the Company.

The Nomination Committee ("NC") had also considered the performance and contribution, time and commitment, calibre and personality, as well as fit and proper assessment of the retiring Directors. Based on the recommendation of the NC, the Board is supportive of their re-election.

- Ordinary Resolution 6**  
**Re-appointment of Auditors**

The Board had, through the Audit & Risk Management Committee, considered the re-appointment of KPMG PLT as the Auditors of the Company. The factors considered by the Audit & Risk Management Committee in making the recommendation to the Board to table their re-appointment at the 12<sup>th</sup> AGM are disclosed in the Audit & Risk Management Committee Report of the 2024 Annual Report.

- Ordinary Resolution 7**  
**Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed resolution, if passed, will empower the Directors to issue and allot up to a maximum of 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

This is a renewal of the mandate obtained from shareholders at the last AGM held on 29 November 2023. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 29 November 2023 and the mandate will lapse at the conclusion of the 12<sup>th</sup> AGM.



## ECONPILE HOLDINGS BERHAD

(Registration No.: 201201032676) (1017164-M)

### ADMINISTRATIVE GUIDE FOR THE 12<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”)

Day and Date : **Wednesday, 27 November 2024**  
Time : **10.00 a.m.**  
Venue : **Banquet Hall, Level 1, Main Lobby, Kuala Lumpur Golf & Country Club (KLGCC), No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur**

### ELIGIBILITY TO ATTEND THE 12<sup>TH</sup> AGM BASED ON THE RECORD OF DEPOSITORS

Only members whose names appear in the Record of Depositors as at **20 November 2024** shall be eligible to attend, speak and vote (collectively, “**participate**”) at the 12<sup>th</sup> AGM or appoint a proxy(ies) to attend and/or vote on their behalf.

### REGISTRATION ON THE DAY OF THE 12<sup>TH</sup> AGM

The registration counter will open at 9.00 a.m. on Wednesday, 27 November 2024. Shareholders or proxies are requested to produce/show their original MyKAD or Passport (for non-Malaysians) during registration for verification purpose. Please ensure the original MyKAD or Passport is returned to you thereafter. Please take note that no person will be allowed to register on behalf of another person, even with the original MyKAD or Passport of that person. Upon verification, shareholders or proxies are required to write their names and sign on the Attendance List placed on the registration table. Shareholders or proxies will also be given identification wristbands for voting purposes.

### PROXY

If you are unable to participate in the 12<sup>th</sup> AGM, you may appoint proxy(ies) by submitting your proxy form to Tricor Investor & Issuing House Services Sdn. Bhd. (“**Tricor**”) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof, otherwise the proxy form shall not be treated as valid. You may also submit the proxy form electronically via TIIH Online website at <https://tiih.online> not later than **10.00 a.m. on Monday, 25 November 2024**. Please do read and follow the procedures below for submission of proxy form electronically.

### ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via Tricor’s **TIIH Online** website are summarised below:

	Procedure	Action
<b>i. Steps for Individual Shareholders</b>		
a	Register as a User with TIIH Online	<ul style="list-style-type: none"><li>Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”.</li></ul>

	Procedure	Action
		<p>Please do refer to the tutorial guide posted on the homepage for assistance.</p> <ul style="list-style-type: none"> <li>• If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
b.	Proceed with submission of proxy form	<ul style="list-style-type: none"> <li>• After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password.</li> <li>• Select the corporate event: <b>“ECONPILE HOLDINGS BERHAD 12<sup>TH</sup> AGM – SUBMISSION OF PROXY FORM”</b>.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.</li> <li>• Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy.</li> <li>• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your vote.</li> <li>• Review and confirm your proxy(ies) appointment.</li> <li>• Print proxy form for your record.</li> </ul>
<b>ii. Steps for corporation or institutional shareholders</b>		
a.	Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>• Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>• Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects <b>“Create Account by Representative of Corporate Holder”</b>.</li> <li>• Complete the registration form and upload the required documents.</li> <li>• Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>• Proceed to activate your account with the temporary password given in the email and re-set with your own password.</li> </ul> <p><i>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</i></p>
b.	Proceed with submission of proxy form	<ul style="list-style-type: none"> <li>• Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>• Select the corporate exercise name: <b>“ECONPILE HOLDINGS BERHAD 12<sup>TH</sup> AGM - SUBMISSION OF PROXY FORM”</b>.</li> <li>• Read and agree to the Terms &amp; Conditions and Declaration.</li> <li>• Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.</li> <li>• Prepare the file for the appointment of proxy(xies) by inserting the required data.</li> <li>• Submit the proxy appointment file.</li> <li>• Proceed to upload the duly completed proxy appointment file.</li> <li>• Select “Submit” to complete your submission.</li> <li>• Print the confirmation report of your submission for your record.</li> </ul>

## REFRESHMENT

Light refreshment will be provided.

## DOOR GIFT/VOUCHER

There will be **NO distribution** of door gifts or vouchers for shareholders/proxies/authorised representatives/attorneys who participate in the 12<sup>th</sup> AGM.

## NO RECORDING OR PHOTOGRAPHY

Unauthorized recording and photography are strictly prohibited at the 12<sup>th</sup> AGM of the Company.

## ENQUIRY

If you have any enquiries on the above, please contact our Share Registrar, Tricor, during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

### Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299  
Fax Number : +603-2783 9222  
Email : [is.enquiry@vistra.com](mailto:is.enquiry@vistra.com)

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