

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Eighth Annual General Meeting ("8th AGM") of Techbond Group Berhad ("the Company") at Danau 3, Kota Permai Golf & Country Club, No. 1, Jalan Anggerik Vanilla 31/100A, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan on **Wednesday, 27 November 2024 at 10.00 a.m.** for the following purposes:

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Directors' and Auditors' Reports.  
**[Please refer to Note (a)]**
2. To re-elect the following Directors retiring in accordance with Clause 127 of the Constitution of the Company and being eligible, have offered themselves for re-election: **(Resolution 1)**  
**(Resolution 2)**
  - i. Mr Lee Seng Thy; and
  - ii. Ms Tan Siew Geak.**[Please refer to Note (b)]**
3. To approve the payment of Directors' fees to the following Directors for the financial year ending 30 June 2025: **(Resolution 3)**  
**(Resolution 4)**  
**(Resolution 5)**
  - i. Dato' Hamzah Bin Mohd Salleh: RM84,000.00;
  - ii. Ooi Guan Hoe: RM72,000.00;
  - iii. Selma Enolli Binti Mustapha Khalil: RM72,000.00.**[Please refer to Note (c)]**
4. To approve the payment of Directors' benefits of up to RM18,000.00 for the financial period from 1 January 2025 until the next Annual General Meeting of the Company. **(Resolution 6)**  
**[Please refer to Note (d)]**
5. 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 7)**  
**[Please refer to Note (e)]**

**SPECIAL BUSINESS**

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

6. **Special Resolution** **(Resolution 8)**  
**Waiver of Pre-emptive Rights pursuant to Section 85 of the Companies Act, 2016 ("the Act")**

"THAT the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Act, read together with Clause 15 of the Constitution of the Company.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution 8 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act."

**[Refer to Explanatory Note (f)]**

7. **Ordinary Resolution** **(Resolution 9)**  
**Proposed Renewal of Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act")**

"THAT pursuant to Sections 75 and 76 of the Act, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company ("Proposed Mandate").

THAT such approval on the Proposed Mandate shall continue to be in force until:

  - a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
  - b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
  - c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed Mandate."

**[Refer to Explanatory Note (g)]**

8. **Ordinary Resolution** **(Resolution 10)**  
**Proposed New Authority for Purchase of Own Shares by the Company**

"THAT subject always to the provisions of the Companies Act, 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant statutory and/or regulatory requirements, the Company be authorised, to the fullest extent permitted by law, to buy-back such amount of Shares in the Company as may be determined by the Directors of the Company from time to time, through Bursa Securities, upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that:

  - (i) the aggregate number of Shares bought-back does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at any time;
  - (ii) the maximum amount of funds to be allocated for the shares buy-back shall not exceed the Company's audited retained earnings and/or share premium account at any point in time;
  - (iii) the Shares purchased shall be treated in the following manner:
    - (a) the purchased Shares shall be cancelled; or
    - (b) the purchased Shares shall be retained as treasury shares for distribution as dividend to the shareholders and/or resale on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancellation subsequently; or
    - (c) part of the purchased Shares shall be retained as treasury shares and the remainder shall be cancelled; or
    - (d) in such other manner as Bursa Securities and other relevant authorities may allow from time to time.
    - (e) any combination of (a), (b), (c) and (d) above.

AND THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:

  - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed, at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or
  - (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
  - (iii) revoked or varied by resolution passed by the Company in general meeting; whichever occurs first.

AND FURTHER THAT authority be and is hereby given to the Directors of the Company to take all such steps as may be necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities (Central Depository) Industry Act, 1991, and the entering into and execution of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the Shares bought-back) in accordance with the provisions of the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and all other relevant statutory and/or regulatory requirements."

**[Refer to Explanatory Note (h)]**

9. 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.

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22. 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.

**NOTES:**

- i. A member of a Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at meeting of members of the Company. A member may appoint not more than two (2) proxies in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
- ii. Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- iii. For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- iv. Where a member or the authorised nominee appoints more than two (2) proxies, or where an exempt authorised nominee appoints more than one (1) proxy in respect of each omnibus account to attend and vote at the same meeting, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
- v. The instrument appointing a proxy shall be in writing signed by the appointor or by his attorney who is authorised in writing. In the case of a corporation, the instrument appointing proxy(ies) must be made either under its common seal or signed by an officer or an attorney duly authorised.
- vi. The instrument appointing a proxy shall be in writing and shall be deposited at the Registered Office of the Company at B-25-2, Block B, Jaya One, No. 72A, Jalan Prof Diraja Ungku Aziz, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.
- vii. 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 in accordance with Note (vi) above not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting ("AGM") 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 notariably and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- viii. For a corporate member who has appointed a representative, please deposit the ORIGINAL OR DULY CERTIFIED certificate of appointment at the Registered Office of the Company in accordance with Note (vi) above. The certificate of appointment should be executed in the following manner:
  - a. If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
  - b. If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    1. at least two (2) authorised officers, of whom one (1) shall be a director; or
    2. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- ix. For the purpose of determining a member who shall be entitled to attend and vote at the meeting, 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 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxy(ies) to attend and vote in his/her stead.

**Explanatory Notes to the Agenda:**

- a. **Audited Financial Statements**

This item is meant for discussion only. The provisions of 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 resolution to be put to vote by shareholders.
- b. **Re-election of Retiring Directors**

The Board of Directors through its Nomination Committee ("NC") had assessed and supported the re-election of the retiring Directors, Mr Lee Seng Thy and Ms Tan Siew Geak. The NC had conducted the annual Board Effectiveness Assessment ("BEA"), in the areas of performance, contribution to interaction, quality of input, understanding of their roles and independence of Independent Directors. A fit and proper assessment was also conducted by the NC on the Directors who are standing for re-election under Clause 127 of the Constitution to ensure that they have the essential quality and integrity as well as the relevant character, experience, competence, time and commitment to discharge their roles as Directors.

Based on the results of the BEA, the Board of Directors concluded that the performance of the retiring Directors was satisfactory and that they met the Board's expectation in the discharge of their duties and responsibilities. They have relevant experience, skills, expertise and finance knowledge that are beneficial to the Company. They also devote adequate time in discharging their duties and responsibilities as Directors, work constructively with other Board members, attend meetings with well preparation and will continue to bring value and insights to the Board.

The retiring Directors, being eligible, have offered themselves for re-election at the 8th AGM. The profiles of Directors standing for re-election are set out on pages 5 and 6 of the Annual Report 2024. All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the 8th AGM of the Company.

- c. **Payment of Directors' Fees**

This resolution is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors' fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.
- d. **Payment of Directors' Benefits**

This resolution is to facilitate payment of Directors' benefits for the period from 1 January 2025 until the next AGM of the Company. In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

Directors' benefits include allowances for travel and training programmes for Directors and other emoluments payable to Directors. In determining the estimated total, the Board had considered various factors including the number of scheduled meetings for the Board and Board Committees and covers the period from 1 January 2025 until the next AGM of the Company (the due date for which the next AGM should be held).

- e. **Re-appointment of Grant Thornton Malaysia PLT**

The Board had at its meeting held on 10 October 2024 approved the recommendation of the Audit and Risk Management Committee ("ARMC") to re-appoint Grant Thornton Malaysia PLT as auditors of the Company. The Board and ARMC collectively agreed that Grant Thornton Malaysia PLT has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- f. **Waiver of Pre-emptive Rights pursuant to Section 85 of the Companies Act 2016**

The Special Resolution is pertaining to the waiver of pre-emptive rights granted to the shareholders pursuant to Section 85 of the Companies Act, 2016. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive right.

The Special Resolution, if passed, would allow the Directors to issue new shares to any person under the Proposed Mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

- g. **Proposed Renewal of Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company ("Proposed Mandate").

The authority for the Proposed Mandate 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 earlier.

This proposed Resolution is a renewal of the previous year's mandate. 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, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

- h. **Proposed New Authority for Purchase of Own Shares by The Company**

The proposed Ordinary Resolution 10 if passed, will empower the Company to purchase and/or hold up to ten per centum (10%) of the issued and paid-up share of the Company. This authority unless revoked or varied by the Company at a General Meeting will expire at the next Annual General Meeting.

Further information on the Proposed New Authority for Purchase of Own Shares by the Company is set out in the Share Buy-Back Statements to Shareholders of the Company which is dispatched together with this Annual Report.

**BY ORDER OF THE BOARD**

WONG YOUN KIM (F)(MAICSA 7018778)(SSM PC NO. 201908000410)  
LEE CHIN WEN (F)(MAICSA 7061168)(SSM PC NO. 202008001901)  
Company Secretaries

Selangor Darul Ehsan  
29 October 2024