



# NOTICE OF THE THIRTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting ("13<sup>th</sup> AGM") of the Company will be held at Dewan Tan Sri Yeoh Tiong Lay (Grand Ballroom), Gabungan Pertubuhan Cina Malaysia, Wisma Huazong, Lot 15285, 0.7km, Lebuhraya Sungai Besi, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia on Friday, 29 November 2024 at 2.30 p.m. or at any adjournment thereof to transact the following businesses:-

## AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of Directors and Auditors thereon. Please refer to Note 3
- To approve the payment of Directors' fees to Non-Executive Directors up to an amount of RM210,000 from 30 November 2024 until the next annual general meeting of the Company. Ordinary Resolution 1
- To approve the payment of Directors' benefits to Non-Executive Directors up to an amount of RM15,000 from 30 November 2024 until the next annual general meeting of the Company. Ordinary Resolution 2
- To re-elect the following Directors who retire in accordance with Article 90(1) of the Company's Constitution:-
  - Tan Sri Datuk Seri Panglima (Dr) Goh Tian Chuan, JP Ordinary Resolution 3
  - Datuk Dr Yong Teck Shing, JP Ordinary Resolution 4
- To re-appoint KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 5
- To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

## AUTHORITY TO ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 allotted pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being.

AND THAT authority be and is hereby given for the Directors to offer and issue new shares of the Company ranking equally to the existing shares of the Company pursuant to the aforesaid authority, to such persons for such consideration as the Directors deem fit and in the best interest of the Company."

- To transact any other business for which due notice shall have been given.

## BY ORDER OF THE BOARD

SEOW FEI SAN (SSM PC No. 201908002299)  
TAN YOKE KHIM (SSM PC No. 201908002287)

Secretaries

Petaling Jaya

30 October 2024

## Notes:-

### 1. Date of Record of Depositors

For the purposes of determining a member who shall be entitled to attend and vote at the 13<sup>th</sup> AGM, the Company shall be requesting the Record of Depositors as at 20 November 2024. Only depositors whose names appear in the Record of Depositors as at 20 November 2024 shall be regarded as members and entitled to attend, speak and vote at the 13<sup>th</sup> AGM.

### 2. Proxy

2.1 A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) entitled to attend and vote at the meeting is entitled to appoint a maximum of two (2) proxies to attend, participate, speak and vote on his/her behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting of the Company shall have the same rights as the member to speak at the meeting.

2.2 Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.

2.3 Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

2.4 The Proxy Form shall be signed by the appointer or his/her attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.

2.5 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 Annual General Meeting ("**AGM**") or adjourned AGM at which the person named in the appointment proposes to vote:-

#### In Hardcopy Form

The instrument appointing a proxy must be deposited at the office of the Share Registrar, 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 or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

#### By Electronic Form

In the case of an appointment made via TIIH Online, the proxy form must be deposited via TIIH Online website provided by Tricor at <https://tiih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.

2.6 Last date and time for lodging the proxy form is Wednesday, 27 November 2024 at 2.30 p.m.

### 3. Audited Financial Statements for the financial year ended 30 June 2024

The members' approval on the Audited Financial Statements is not required pursuant to the provision of Section 340(1) of the Companies Act 2016 ("**Act**") and hence, the matter will not be put for voting.

### 4. Ordinary Resolutions 1 and 2

#### Directors' fees and benefits payable to Non-Executive Directors

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors ("**Board**") agreed that the members' approval shall be sought at the 13<sup>th</sup> AGM on the Directors' fees and benefits in two (2) resolutions as follows:-

#### • Ordinary Resolution 1 on payment of Directors' fees from 30 November 2024 until the next AGM

The total amount of Directors' fees payable to the Non-Executive Directors from 30 November 2024 until the next AGM tabled for the members' approval is RM210,000. The figure is calculated with the assumption that there is no adjustment to the Directors' fees.

#### • Ordinary Resolution 2 on payment of Directors' benefits from 30 November 2024 until the next AGM

The Directors' benefits (excluding Directors' fees) payable to the Non-Executive Directors are essentially the meeting allowance for attendance of meetings of the Board, Board Committees and general meetings. The Directors' benefits from 30 November 2024 until the conclusion of next AGM is estimated not to exceed RM15,000.

In the event the amount of Directors' fees and benefits is insufficient due to an increase in Board size and/or number of meetings during the aforesaid period, the Board will seek members' approval at the next AGM.

### 5. Ordinary Resolution 6

#### Authority to Allot Shares Pursuant to the Companies Act 2016

The proposed Ordinary Resolution 6 if passed, will empower the Directors of the Company, from the date of the 13<sup>th</sup> AGM to allot and issue not more than 10% of the total number of issued shares of the Company, subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company.

The authorisation, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

The authority, if granted, will provide flexibility to the Company for any possible fundraising activities, including but not limited to placing of shares, funding future business expansion and investment activities/projects, working capital, repayment of bank borrowings and/or acquisitions

As at the date of issuance of this notice, no new share was issued by the Company pursuant to the authority granted to the Directors at the 12<sup>th</sup> AGM held on 30 November 2023 and the said authority will lapse at the conclusion of the 13<sup>th</sup> AGM.