

**NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Fourth ("24<sup>th</sup>") Annual General Meeting ("AGM") of Velocity Capital Partner Berhad (formerly known as CSH Alliance Berhad) ("Velocity" or "Company") will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 3 December 2024 at 10:00 a.m., or any adjournment thereof, for the following purposes:-

**AGENDA**

1. 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. [Please refer to Note (a)]
2. To approve the payment of Directors' fees of up to RM350,000.00 for the financial year ending 30 June 2025 and thereafter, which is payable quarterly in arrears. (Ordinary Resolution 1)
3. To approve the payment of Directors' benefits of up to RM40,000.00 from 4 December 2024 until the date of the next AGM of the Company. (Ordinary Resolution 2)
4. To re-elect the following Directors, who are due to retire in accordance with Clause 120 of the Company's Constitution and being eligible, have offered themselves for re-election:-
  - (a) En. Azman Bin Mat Ali; (Ordinary Resolution 3)
  - (b) Mr. See Toh Kean Yaw; (Ordinary Resolution 4)
  - (c) Mr. Krishnan A/L Dorairaju; and (Ordinary Resolution 5)
  - (d) Dato' Kang Chez Chiang. (Ordinary Resolution 6)
5. To re-elect the following Directors, who are due to retire in accordance with Clause 121 of the Company's Constitution and being eligible, have offered themselves for re-election:-
  - (a) Mr. Lim Peng Tong; and (Ordinary Resolution 7)
  - (b) Mr. Tan Yip Jiu. (Ordinary Resolution 8)
6. To appoint Crowe Malaysia PLT as auditors of the Company in place of the retiring auditors, Messrs. ChengCo PLT and to authorise the Directors to fix their remuneration. (Ordinary Resolution 9)

**As Special Business**

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

7. **ORDINARY RESOLUTION AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS** (Ordinary Resolution 10)

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental and/or regulatory authorities, where necessary, the Directors be and are hereby authorised and empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit always provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being (excluding treasury shares, if any) as stipulated under Paragraph 6.03(1) of the MMLR of Bursa Securities;

THAT pursuant to Section 85 of the Act to be read together with Clause 15 of the Constitution of the Company, approval be and is hereby given for the waiver of 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 the Act;

AND 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 Securities;

AND FURTHER 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."

8. **ORDINARY RESOLUTION PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")** (Ordinary Resolution 11)

"THAT subject to the provisions of MMLR of Bursa Securities, approval be and is hereby given for the Proposed Renewal of Existing Shareholders' Mandate for the Company to enter into and to give effect to the category of the recurrent transactions of a revenue or trading nature ("RRPTs") from time to time with the related party as described in Section 2.2 of the Circular to Shareholders dated 30 October 2024, PROVIDED THAT:-

- (i) the RRPTs are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public; and
- (ii) disclosure is made in the annual report with a breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year necessary for the Company's day-to-day operations;

AND THAT the authority conferred by such mandate shall commence immediately upon the passing of this Ordinary Resolution and continue to be in force until:-

- (i) the conclusion of the next AGM of the Company, at which time it will lapse unless, by a resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is to be held pursuant to Section 340(2) of the Act (but must not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting before the next AGM;

whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised under this resolution."

9. To transact any other ordinary business of which due notice has been given.

By Order of the Board

**CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)**  
**YEOW SZE MIN (SSM PC NO. 201908003120) (MAICSA 7065735)**  
Company Secretaries

Kuala Lumpur  
30 October 2024

**Explanatory Notes:-**

1. **Ordinary Resolution 1 – Directors' Fees for the Financial Year Ending 30 June 2025**  
The proposed Ordinary Resolution 1, if passed, will allow the Company to pay Directors' fees of RM5,000/- and RM3,000/- per month to the Chairman of the Board and the Directors of the Company respectively for the financial year ending 30 June 2025, and it shall be payable quarterly in arrears after each quarter of completed service of the Directors of the Company.
2. **Ordinary Resolution 2 – Directors' Benefits Payable from 4 December 2024 until the date of the next AGM of the Company**  
The proposed Ordinary Resolution 2, if passed, will authorise the payment of the Directors' benefits to all Directors up to an amount of RM40,000/- with effect from 4 December 2024 until the date of the next AGM of the Company.  
The Directors' benefits payable shall comprise solely meeting allowances.
3. **Ordinary Resolutions 3, 4, 5, 6, 7 and 8 – Re-election of Directors**  
En. Azman Bin Mat Ali, Mr. See Toh Kean Yaw, Mr. Krishnan A/L Dorairaju and Dato' Kang Chez Chiang who are retiring pursuant to Clause 120 of the Constitution of the Company, and Mr. Lim Peng Tong and Mr. Tan Yip Jiu who are retiring pursuant to Clause 121 of the Constitution of the Company ("Retiring Directors"), are eligible for re-election and hence, they have offered themselves for re-election at the 24<sup>th</sup> AGM of the Company.  
In determining the eligibility of the Directors to stand for re-election at the 24<sup>th</sup> AGM, and in line with Practice 5.1 of the Malaysian Code on Corporate Governance 2021, the Nominations Committee ("NC") had reviewed and assessed each of the Retiring Directors from the annual assessment and evaluation of the Board, Board Committees, Independent Directors and individual Directors for the financial year ended 30 June 2024.  
The Retiring Directors had undergone a performance evaluation and provided their declaration of fitness and propriety to continue acting as Directors of the Company in accordance with the Directors' Fit and Proper Policy of the Company. The Retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NC and Board meetings of the Company, where applicable.  
The Board, through the NC's recommendation, being satisfied with the performance/contribution of the Retiring Directors and the independence of the Independent Directors. Therefore, the Board would like to recommend the same be tabled to the shareholders for approval at the 24<sup>th</sup> AGM under Ordinary Resolutions 3, 4, 5, 6, 7 and 8 respectively.
4. **Ordinary Resolution 9 – Change of Auditors**  
ChengCo PLT has indicated that they do not wish to seek re-appointment as auditors at the forthcoming 24<sup>th</sup> AGM of the Company.  
The Company's retiring auditor, ChengCo PLT was re-appointed auditors of the Company at the Twenty-Third ("23<sup>rd</sup>") AGM of the Company held on 30 November 2023 to hold office until the conclusion of the forthcoming 24<sup>th</sup> AGM. ChengCo PLT has been the auditors of the Company since 2022.  
The Board has nominated Crowe Malaysia PLT as new auditors in place of the retiring auditors, ChengCo PLT. Crowe Malaysia PLT has accordingly given their consent to act as auditors of the Company pursuant to Section 264(5) of the Companies Act 2016.
5. **Ordinary Resolution 10 – Authority to Issue Shares pursuant to the Act and Waiver of Pre-emptive Rights**  
The Company had been granted a general mandate for the issuance of new shares at the 23<sup>rd</sup> AGM of the Company held on 30 November 2023 (hereinafter referred to as the "Previous Mandate"). As at the date of this Notice, the Company did not issue any shares pursuant to the Previous Mandate. The Company wishes to renew the Previous Mandate at the 24<sup>th</sup> AGM of the Company (hereinafter referred to as "Proposed General Mandate") and seek waiver of pre-emptive rights under Section 85 of the Act to be read together with Clause 15 of the Constitution of the Company.  
The purpose of the Proposed General Mandate is to provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of the issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.  
The proposed Ordinary Resolution 10, if passed, the shareholders of the Company shall agree to waive their statutory pre-emptive right and thus, will allow the Directors to issue new shares to any person under the Proposed General Mandate without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance of new shares.
6. **Ordinary Resolution 11 – Proposed Renewal of Existing Shareholders' Mandate**  
The proposed adoption of Ordinary Resolution 11 is to renew the shareholders' mandate for RRPTs granted by the Company's shareholders at the 23<sup>rd</sup> AGM of the Company held on 30 November 2023. The Proposed Renewal of Existing Shareholders' Mandate will enable the Company and its subsidiaries to enter into the RRPTs which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. Please refer to the Circular to Shareholders dated 30 October 2024 for further information.

**Notes to the Notice of the 24<sup>th</sup> AGM:-**

- (a) This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require the formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- (b) In respect of deposited securities, only shareholders whose names appear in the Record of Depositors on 26 November 2024 shall be eligible to attend the Meeting.
- (c) The shareholder of the Company shall be entitled to appoint up to two (2) persons as his proxies to exercise all or any of his rights to attend, participate, speak and vote in his stead. A proxy need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- (d) Where the shareholder appoints more than one (1) proxy, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy appointed to attend the Meeting of the Company shall have the same rights as the shareholder.
- (e) The instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the shareholder or of his attorney, and in the case of a corporation, shall be executed under its common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (f) Where the shareholder is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds 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.
- (g) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's Share Registrar at Mega Corporate Services Sdn. Bhd., Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan, or via electronic means through email to mega-share@megacorp.com.my or via facsimile at 03-2732 5388 at least forty-eight (48) hours before the time set for holding the meeting, i.e., on or before 10:00 a.m., on Sunday, 1 December 2024 or at any adjournment thereof at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default, the instrument of proxy shall not be treated as valid.
- (h) All the resolutions set out in this Notice are to be voted by poll.