

NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting ("21st AGM" or "Meeting") of WAJA KONSORTIUM BERHAD ("WAJA" or "the Company") will be held at the Halia 2 (Level 2) of Grand Alora Hotel, No. 888, Persiaran Bandar Baru Mergong, Lebuhraya Sultanah Bahiyah, 05150 Alor Setar, Kedah on Thursday, 12 December 2024 at 10:00 a.m. or at any adjournment thereof, to transact the following businesses:-

A G E N D A

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
2. To approve the payment of Directors' fees and benefits of up to RM161,500.00 for the period commencing from the date immediately after the 21st AGM until the next Annual General Meeting ("AGM") of the Company. *Ordinary Resolution 1*
3. To re-elect Major General Dato' Mamat Ariffin Bin Abdullah (R) who retires by rotation pursuant to Clause 124 of the Company's Constitution. *Ordinary Resolution 2*
4. To re-elect Mr. Peh Lian Hwa who retires by rotation pursuant to Clause 124 of the Company's Constitution. *Ordinary Resolution 3*
5. To re-appoint Messrs. Jamal Amin & Partners as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. *Ordinary Resolution 4*

AS SPECIAL BUSINESS:

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

6. **GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")** *Ordinary Resolution 5*

"THAT subject always to the Constitution of the Company, the Act, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company ("Shares") to such persons, at any time, 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time ("Mandate") AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

THAT pursuant to Section 85 of the Act read together with the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board of Directors is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares pursuant to the Mandate.

AND FURTHER THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

7. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")** *Ordinary Resolution 6*

"THAT, authority be and is hereby given in line with Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, for the Company and/or its subsidiaries ("Group") to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.4 of the Circular to Shareholders in relation to the Proposed Renewal of Shareholders' Mandate dated 30 October 2024 which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Companies Act 2016 ("ACT") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Shareholders' Mandate in the best interest of the Company."

8. To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACSA 01324) (SSM PC NO. 201908001202)
LIM KEE SAN (MAICSA 7067348) (SSM PC NO. 202308000295)

Company Secretaries

Petaling Jaya, Selangor Darul Ehsan

30 October 2024

Notes:

- a) A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- b) A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy. There shall be no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- c) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said securities account.
- e) Where a member of the Company is an exempt authorised nominee which holds deposited securities 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- f) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 75 of the Company's Constitution to issue the General Meeting Record of Depositors as at 5 December 2024. Only members whose names appear in the General Meeting Record of Depositors as at 5 December 2024 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- g) To be valid, the instrument appointing a proxy may be made in a hard copy form or by an electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting: -
 - (i) In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Poll Administrator's office situated at No 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur.
 - (ii) By electronic form
The proxy form can be electronically lodged via email to ir@shareworks.com.my
- h) All the resolutions as set out in the Notice of the Meeting will be put to vote by poll.
- i) The members are advised to refer to the Administrative Guide on the registration process for the Meeting.
- j) Kindly check Bursa Malaysia Berhad website at www.bursamalaysia.com and the Company's website at www.waja.my for the latest updates on the status of the Meeting.

EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS

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

The Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

2. **Item 2 of the Agenda - Directors' Fees and Benefits**

The estimated Directors' fees and benefits are calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and benefits for the period commencing from the date immediately after this 21st AGM until the date of the next AGM of the Company to be held in the year 2025. In the event the proposed amount is insufficient due to more meetings or an enlarged board size, approval will be sought at the next AGM for such shortfall.

3. **Items 3 and 4 of the Agenda - Re-election of Directors**

Clause 124 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not a multiple of three, then the number nearest to one-third (1/3) shall retire by rotation at an AGM of the Company and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Following thereto, Major General Dato' Mamat Ariffin Bin Abdullah (R) and Mr. Peh Lian Hwa will retire by rotation pursuant to Clause 124 of the Company's Constitution (collectively referred to as "the Retiring Directors"). The Retiring Directors being eligible, have offered themselves for re-election at the 21st AGM.

The Board has endorsed the Nomination Committee's recommendation to seek for shareholders' approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the Retiring Directors are provided in the Directors' Profile on Pages 7 and 8 of the Company's Annual Report 2024.

4. **Item 6 of the Agenda - General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act**

The Ordinary Resolution 5 proposed under item 6 of the Agenda, is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will empower the Directors to issue and allot new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such shares. This authority, unless revoked or varied by the Company at a general meeting, will 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 general mandate will provide flexibility to the Company for issuance and allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the mandate granted to the Directors at the last AGM held on 15 December 2023 which will lapse at the conclusion of this 21st AGM.

Pursuant to Section 85 of the Act, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 5, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

5. **Item 7 of the Agenda - Proposed Renewal of Shareholders' Mandate**

The Ordinary Resolution 6 proposed under item 7 of the Agenda, if passed, will renew the authority given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue and/or trading nature pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Securities. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Please refer to the Circular to Shareholders dated 30 October 2024 for further details.



KONSORTIUM BERHAD
200301016513 (618933-D)
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR THE TWENTY-FIRST ANNUAL GENERAL MEETING
OF WAJA KONSORTIUM BERHAD
("WAJA" OR "THE COMPANY")("21ST AGM" OR "MEETING")**

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|----------------------|---|--|
| Day and Date | : | Thursday, 12 December 2024 |
| Time | : | 10:00 a.m. or at any adjournment thereof |
| Meeting Venue | : | Halia 2 (Level 2) of Grand Alora Hotel, No. 888, Persiaran Bandar Baru Mergong, Lebuhraya Sultanah Bahiyah, 05150 Alor Setar, Kedah |

A. REGISTRATION ON THE DAY OF 21ST AGM

1. The registration will commence at 9:00 a.m., on Thursday, 12 December 2024 and will open until the conclusion of the 21st AGM or such time may be determined by the Chairman of the meeting.
2. Please read the signage as to where you should register yourself for the meeting and join the queue accordingly.
3. Please present your original National Registration Identity Card (NRIC) or Passport (for non-Malaysians) to the registration staff for verification.
4. Registration must be done in person. No person is allowed to register on behalf of another.
5. The registration counter will handle verification of identity, registration and revocation of proxy/proxies.
6. A voting gadget and an identification wristband will be given to you thereafter. No one will be allowed to enter the meeting room without an identification wristband.

B. APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate at the 21st AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to the Poll Administrator's office not later than forty-eight (48) hours before the time appointed for holding the 21st AGM.

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:-

(i) *In hard copy form*

In the case of an appointment made in hard copy form, the proxy form must be deposited at the Poll Administrator's office situated at No 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur.

(ii) *By electronic form*

The proxy form can be electronically lodged via email to ir@shareworks.com.my.

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Poll Administrator's office situated at No 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not later than Tuesday, 10 December 2024 at 10:00 a.m. to participate in the 21st AGM. 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.

For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment with the Poll Administrator's office situated at No 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur on/or before the 21st AGM. The certificate of appointment should be executed in the following manner:-

- (i) 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.
- (ii) 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:-
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

C. GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining who shall be entitled to attend the 21st AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as 5 December 2024 and only a depositor whose name appears on such Record of Depositors shall be eligible to attend the 21st AGM.

D. NO RECORDING OR PHOTOGRAPHY

Unauthorised recording or photography of the proceedings of the 21st AGM is **strictly not allowed**. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

E. ENQUIRY

If you have any enquiries on the above, please contact our Poll Administrator's during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):-

ShareWorks Sdn. Bhd.

Contact Person : Mr. Kou or Mr. Chan
Telephone No. : 03 – 6201 1120
Email : ir@shareworks.com.my