



NOTICE IS HEREBY GIVEN that the **Twenty-Sixth ("26<sup>th</sup>") Annual General Meeting ("AGM")** of the Company will be held at **Ballroom I, Main Wing, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor** on **Monday, 2 December 2024** at **3.00 pm** for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements of the Company for the financial period ended 30 June 2024 together with the Reports of the Directors and Auditors thereon. (Ordinary Resolution 1)
2. To approve the payment of additional Non-Executive Directors' fees and benefits up to RM250,000 for the period from July 2024 until the 26<sup>th</sup> AGM. (Ordinary Resolution 2)
3. To approve the payment of Non-Executive Directors' fees and benefits up to RM400,000 from the 26<sup>th</sup> AGM until the next AGM of the Company. (Ordinary Resolution 3)
4. To re-elect the following Directors retiring pursuant to the Clause 85 of the Company's Constitution and being eligible, offer themselves for re-election. (Ordinary Resolution 4)
  - 4.1 Mr. Cheong Chia Chou (Ordinary Resolution 5)
  - 4.2 Raja Zafura Binti Raja Zain (Ordinary Resolution 5)
  - 4.3 Mr. Fong Yew Meng (Ordinary Resolution 6)
5. To re-appoint Messrs UHY as the auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

**AS SPECIAL BUSINESS**

To consider, and, if thought fit, to pass the following Resolutions:

6. **Retention of Independent Director**  
"THAT Mr Liew Peng Chuen @ Liew Ah Choy, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 10 years be and is hereby retained as Independent Non-Executive Director of the Company." (Ordinary Resolution 7)
7. **Authority for Directors to Issue Shares in the Company pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights**  
"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 ("**Act**") as it may be amended, modified or re-enacted from time to time, and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons 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 at the time of submission to the authority;  
  
THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company;  
  
AND THAT pursuant to Section 85 of the Act to be read together with Clause 47 of the Company's Constitution, approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the shareholders and empowered the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act without offering them to the existing shareholders to maintain their relative voting and distribution right and such new ordinary shares shall rank pari passu in all respects with the existing ordinary shares." (Ordinary Resolution 8)

By Order of the Board

**LIM SECK WAH (MAICSA 0799845) (SSM PC NO. 202008000054)**  
**TANG CHI HOE (KEVIN) (MAICSA 7045754) (SSM PC NO. 202008002054)**

Secretaries

Dated : 30 October 2024  
Kuala Lumpur

**Notes:-**

**General Meeting Record of Depositors**

For the purpose of determining a member who shall be entitled to attend, speak and vote at the 26<sup>th</sup> AGM, the Company shall be requesting the Record of Depositors as at 25 November 2024. Only a depositor whose name appears on the Record of Depositors as at 25 November 2024 shall be entitled to attend, speak and vote at the AGM or appoint proxy(ies) to attend, speak and vote in his/her stead.

**Appointment of Proxy(ies)**

1. A member of the Company may appoint up to two (2) proxies who need not be a member of the Company to participate and vote at the same meeting. Where the member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy.
2. Where a member 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 with ordinary shares of the Company standing to credit of the said Securities Account which is credited with ordinary shares of the Company.
3. 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.
4. The completed Form of Proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy(ies) shall be in writing, deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia or email to AGM-support.PUC@megacorp.com.my not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. The member has to revoke the appointment of proxy should the member subsequently wishes to participate instead. The revocation of proxy has to reach AGM-support.PUC@megacorp.com.my not later than 30 November 2024 at 3.00 pm
6. By submitting the duly executed proxy form, a member and his/her proxy consent to the Company (and/or its agents/ service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for this meeting and any adjournment thereof.

**EXPLANATORY NOTES TO SPECIAL BUSINESS**

**1. Ordinary Resolution 7 - Retention of Independent Director**

The Board of Directors has vide the Nomination Committee conducted an assessment of independence of Mr Liew Peng Chuen @ Liew Ah Choy who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 10 years and recommended that Mr Liew Peng Chuen @ Liew Ah Choy be retained as Independent Non-Executive Director of the Company through a two-tier voting based on the following justifications:

- i) He has fulfilled the criteria under the definition of Independent Director pursuant to the ACE Market Listing Requirements of Bursa Securities.
- ii) He remains independent and actively participate in the Board's deliberations and provide independent opinion to the Board.
- iii) He has in depth knowledge of the Company's business operations and he is committed to devote sufficient time and attention to the Company.
- iv) He has extensive experience in his profession to provide constructive opinions and ideas to the Board and Company

**2. Ordinary Resolution 8 – Authority to issue shares in the Company pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights**

The Company wishes to renew the mandate on the authority to issue shares pursuant to Sections 75 and 76 of the Act at the forthcoming 26<sup>th</sup> AGM of the Company. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for purpose of possible fund-raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares.

This mandate, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

The waiver of pre-emptive rights pursuant to Section 85 of the Act will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the mandate.

Up to the date of this notice, 180,900,333 ordinary shares were issued by way of private placement ("**Private Placement**"). Total proceeds of RM10,000,072.99 raised from the Private Placement has been fully utilised in accordance with the mandate of this exercise. The details of the Private Placement as follows:-

Number of Ordinary Shares	Issue Price Per Share (RM)	Amount (RM)
111,112,000	0.054	6,000,048.00
45,455,000	0.055	2,500,025.00
22,222,222	0.045	999,999.99
11,111,111	0.045	500,000.00
<b>189,900,333</b>		<b>10,000,072.99</b>

On 16 October 2023, 546,412,000 ordinary shares were issued by way of private placement pursuant to shareholders' approval via an Extraordinary General Meeting held on 26 June 2023. Total proceeds of RM16,392,360.00 raised from the Private Placement has been fully utilised in accordance with the mandate of the exercise. The details are as follows:-

Number of Ordinary Shares	Issue Price Per Share (RM)	Amount (RM)
546,412,000	0.030	16,392,360.00