



# ONLY WORLD GROUP HOLDINGS BERHAD

Registration No. 201201041977 (1033338-K)  
(Incorporated in Malaysia)

## NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of the Company will be held at The FOOD Tree, No. 10, Jalan Pelukis U1/46, Temasya Industrial Park, Section U1, Glenmarie, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 10 December 2024 at 10.00 a.m. to transact the following businesses:

AGENDA	Ordinary Resolution No.
1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2024 together with the Directors' and Auditors' Reports thereon.	
2. To approve the payment of Directors' fees of up to RM280,000.00 for the period from the day after the Annual General Meeting to the next Annual General Meeting.	<b>Resolution 1</b>
3. To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM16,200.00 for the period from the day after the Annual General Meeting to the next Annual General Meeting.	<b>Resolution 2</b>
4. To re-elect the following Directors who retiring in accordance with Article 107 of the Company's Constitution: 4.1. Tan Sri Foong Cheng Yuen 4.2. Tan Sri Dato' Seri Dato' Koh Cheng Keong	<b>Resolution 3</b> <b>Resolution 4</b>
5. To appoint Auditors and to authorise the Directors to fix their remuneration.	<b>Resolution 5</b>
6. To consider and if thought fit, to pass the following resolutions, with or without modifications: <b>ORDINARY RESOLUTION - AUTHORITY TO ALLOT SHARES</b> "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."	<b>Resolution 6</b>
<b>ORDINARY RESOLUTION - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE</b> "THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company and Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ("Related Parties") as specified in Sections 2.2.3 and 2.2.4 of Proposed Shareholders' Mandate in the Circular to Shareholders dated 30 October 2024 provided that such transactions are: (i) recurrent transactions of a revenue or trading nature; (ii) necessary for the day-to-day operations; (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and (iv) are not to the detriment of the minority shareholders, ("RRPTs Mandate"). AND THAT such approval shall continue to be in force until: (a) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or (b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or (c) revoked or varied by a resolution passed by shareholders in a general meeting, whichever is earlier. AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPTs Mandate."	<b>Resolution 7</b>
7. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.	

### BY ORDER OF THE BOARD

SEOW FEI SAN (SSM PC No. 201908002299)  
Secretary

Petaling Jaya  
30 October 2024

#### Notes:-

- Only members whose name appear on the Record of Depositors as at 2 December 2024 shall be entitled to attend, speak and vote at the Annual General Meeting ("AGM").
- A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies (or in the case of a corporation, a duly authorised representative) to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- 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 known as an omnibus account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account its holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or at the hand of an officer or attorney duly authorised.
- Shareholders who appoint proxy(ies) to participate in AGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd., not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof, i.e. no later than Sunday, 8 December 2024 at 10.00 a.m. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:
  - In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - By electronic form  
The proxy form can be electronically submitted with the Share Registrar of the Company via TIH Online at <https://tih.online> (applicable to individual shareholders only). Kindly refer to the Administrative Guide on Procedure for Electronic Submission of Proxy Form.

#### Explanatory Note

##### > ORDINARY RESOLUTIONS 1 & 2

Pursuant to Section 230(1) of the Companies Act 2016 ("Act"), the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 12<sup>th</sup> AGM on the Directors' fees and benefits in two (2) separate resolutions as below:

- Ordinary Resolution 1 on payment of Directors' fees for the period from the day after the AGM to the next AGM**  
- The total amount of Directors' fees payable to the Non-Executive Directors for the period from the day after the AGM to the next AGM tabled for the members' approval is RM280,000.00. The figure is calculated with the assumption that there is no adjustment to the Directors' fees and no change in the Board size during the aforesaid period.
- Ordinary Resolution 2 on payment of Directors' benefits (excluding Directors' fees) for the period from the day after the AGM to the next AGM**  
- The Directors' benefits are essentially meeting allowance to Non-Executive Directors for attendance of meetings of the Board, Board Committees and general meetings. The Directors' benefits for the period from the day after the AGM to the next AGM is estimated not to exceed RM16,200.00.

The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' fee and benefits are insufficient due to an increase in Board/Board Committee meetings and/or increase in Board size.

For information, the shareholders at the 11<sup>th</sup> AGM had approved the payment of Directors' fee of up to RM256,000.00 and Directors' benefits of up to RM12,600.00 to Non-Executive Directors for the period from 19 December 2023 until the conclusion of the 12<sup>th</sup> AGM.

##### > ORDINARY RESOLUTIONS 3 & 4

Tan Sri Foong Cheng Yuen and Tan Sri Dato' Seri Dato' Koh Cheng Keong will retire at the 12<sup>th</sup> AGM pursuant to Article 107 of the Company's Constitution.

Tan Sri Foong Cheng Yuen and Tan Sri Dato' Seri Dato' Koh Cheng Keong are standing for re-election as Director of the Company and being eligible have offered themselves for re-election.

##### > ORDINARY RESOLUTION 6

The proposed Ordinary Resolution 6 if passed, will empower the Directors of the Company 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 authority, if granted, will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, repayment of bank borrowings and/or acquisitions. As at the date of printing of the Annual Report, no new share was issued by the Company pursuant to the authority granted to the Directors at the 11<sup>th</sup> AGM held on 18 December 2023 and the said authority will lapse at the conclusion of the 12<sup>th</sup> AGM.

##### > ORDINARY RESOLUTION 7

The proposed Ordinary Resolution 7, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interests of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Further information on the Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is set out in the Circular to Shareholders dated 30 October 2024, which is despatched together with the Company's Annual Report 2024.