

SNOWFIT GROUP BERHAD
Registration No. 202101026487 (1426787-K)
(Incorporate in Malaysia)

NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of SNOWFIT GROUP BERHAD (“**Snowfit**” or the “**Company**”) will be held at No. 4, 1st Floor, Jalan Damai Perdana 1/8A, Bandar Damai Perdana, 43200 Cheras, Selangor Darul Ehsan on Monday, 23 December 2024 at 10.30 a.m. or at any adjournment thereof for the transaction of the following business:

A G E N D A

As Ordinary Business

- | | | |
|----|--|---|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 May 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 amounting to RM228,000.00 for the period from the conclusion of the Third Annual General Meeting (“ AGM ”) until the next AGM of the Company. | Ordinary
Resolution 1 |
| 3. | To re-elect Mr. Woo Zhi Xiang who retires in accordance with Clause 105 of the Company’s Constitution and being eligible, has offered himself for re-election. | Ordinary
Resolution 2 |
| 4. | To re-appoint Messrs. ChengCo PLT as Auditors of the Company and to hold office until the conclusion of the next AGM and to authorise the Directors to determine their remuneration. | Ordinary
Resolution 3 |

As Special Business

- | | | |
|----|---|----------------------------------|
| 5. | To consider and, if thought fit, to pass the following ordinary resolution:

Authority to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act, 2016 (the “Act”) and waiver of pre-emptive rights pursuant to Section 85 of the Act | Ordinary
Resolution 4 |
|----|---|----------------------------------|

“THAT pursuant to Section 75 and Section 76 of the Companies Act, 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot new ordinary shares (“**Shares**”) in the Company, at any time to such persons 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 issued must be not more than 100% of the total number of issued Shares, of which the aggregate number of Shares issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued Shares for the time being AND THAT the Directors be and are also authorised and empowered to obtain the approval for the listing of and quotation for the additional Shares so allotted and issued on Bursa Malaysia Securities Berhad (“**Mandate**”) AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act, 2016, the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issue.

**Please refer to
Explanatory Note 2**

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THAT pursuant to Section 85 of the Companies Act, 2016, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Directors are exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the allotment and issuance of new Shares pursuant to the Mandate.

AND THAT the new Shares to be issued pursuant to the Mandate, shall, upon allotment and issuance, rank pari passu in all respects with the existing Shares, 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.”

6. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and Constitution of the Company.

By Order of the Board

TIEW SZE HANN
(SSM PC No. 201908000034) (MAICSA 7058007)
TAN KOK SIONG
(SSM PC No. 202008001592) (LS0009932)
YEE SEK LING
(SSM PC No. 202008004358) (LS0010508)
Company Secretaries

Kuala Lumpur
Dated this 29th day of November, 2024

Notes:

1. *A Member of the Company entitled to attend and vote at this meeting may appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy. Only Depositors whose names appear in the Record of Depositors as at 17 December 2024 be regarded as Members and shall be entitled to attend and vote at the Third Annual General Meeting (“3rd AGM”).*
2. *Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.*
3. *Where a Member is an authorised nominee as defined under the Central Depositories Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
4. *Where a Member is an Exempt Authorised Nominee which holds ordinary 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.*
5. *The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, made in a hard copy form or by electronic means in the following manner must be received by the Company, not less than forty-eight (48) hours before the time for holding the 3rd AGM or any adjournment thereof, at which the person named in the instrument proposes to vote:-*

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a. *In hard copy form*

In the case of an appointment made in hard copy form, the proxy form must be deposited at the Company's registered office at Lot 306, 3rd Floor, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, Malaysia.

b. *By electronic means*

In the case of an appointment made by electronic means. The proxy form can be electronically lodged at snowfitglobal@gmail.com

Explanatory Notes:

**1. Item 1 of the Agenda:
Audited Financial Statements for the financial year ended 31 May 2024**

The Audited Financial Statements is for discussion only as it does not require shareholders' approval pursuant to Section 340(1)(a) of the Companies Act, 2016. Hence, this Agenda will not be put forward for voting.

**2. Item 5 of the Agenda (Ordinary Resolution 4):
Authority to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act, 2016 (the "Act") and waiver of pre-emptive rights pursuant to Section 85 of the Act**

The Proposed Ordinary Resolution 4, if passed, will give authority to the Directors of the Company, from the date of the Third Annual General Meeting ("AGM"), to issue and allot new ordinary shares ("Shares") to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of Shares issued must be not more than 100% of the total number of issued Shares, of which the aggregate number of Shares issued other than on a pro rata basis to existing shareholders must be not more than 50% the total number of issued Shares for the time being ("Mandate"). This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company 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.

The Mandate sought will enable the Directors of the Company to issue and allot Shares for purposes of funding current and/or future investments, repayment of borrowings, working capital and/or acquisitions.

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 4, if passed, will exclude the shareholders' pre-emptive right to be offered new Shares to be issued by the Company.

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CDS Account No.	
No. of Shares	
Contact No.	

PROXY FORM

I/We _____ NRIC/ Passport/ Registration No. _____
[FULL NAME IN BLOCK AS PER NRIC/PASSPORT]

of _____
[FULL ADDRESS]

being *a member/members of SNOWFIT GROUP BERHAD (the “**Company**”) hereby appoint the following person(s) or failing him, the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf, at the Third Annual General Meeting of the Company held at No. 4, 1st Floor, Jalan Damai Perdana 1/8A, Bandar Damai Perdana, 43200 Cheras, Selangor Darul Ehsan on Monday, 23 December 2024 at 10.30 a.m. or at any adjournment thereof:

Full Name (In Block)	NRIC/Passport No.	Proportion of Shareholdings		Contact	
		No. of Shares	%	Mobile No.	Email
Full Address					

and/or*

Full Name (In Block)	NRIC/Passport No.	Proportion of Shareholdings		Contact	
		No. of Shares	%	Mobile No.	Email
Full Address					

(Please indicate with an “X” in the appropriate spaces on how you wish to cast your votes)

My/Our proxy/proxies are to vote as indicated below:

NO.	ORDINARY BUSINESS	RESOLUTION NO.	FOR	AGAINST
1.	To approve the payment of Directors’ fees amounting to RM228,000.00 for the period from the conclusion of the Third Annual General Meeting until the next Annual General Meeting of the Company.	Ordinary Resolution 1		
2.	To re-elect Mr. Woo Zhi Xiang who retires in accordance with Clause 105 of the Company’s Constitution and being eligible, has offered himself for re-election.	Ordinary Resolution 2		
3.	To re-appoint Messrs. ChengCo PLT as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.	Ordinary Resolution 3		
	SPECIAL BUSINESS			
4.	Authority to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act, 2016 and waiver of pre-emptive rights pursuant to Section 85 of the Companies Act, 2016.	Ordinary Resolution 4		

* Strike out whichever not applicable

.....
Date

.....
Signature of Shareholder(s)

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5. *The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, made in a hard copy form or by electronic means in the following manner must be received by the Company, not less than forty-eight (48) hours before the time for holding the 3rd AGM or any adjournment thereof, at which the person named in the instrument proposes to vote:-*
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 - b. *By electronic means*

In the case of an appointment made by electronic means. The proxy form can be electronically lodged at snowfitglobal@gmail.com

Fold here

Affix
Postage
Stamp

The Registered Office
SNOWFIT GROUP BERHAD
[Registration No. 202101026487 (1426787-K)]
Lot 306, 3rd Floor, Tower 2, Faber Towers,
Jalan Desa Bahagia,
Taman Desa,
58100 Kuala Lumpur,
Wilayah Persekutuan,
Malaysia

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