



VETECE HOLDINGS BERHAD
(Registration No.: 202301046359 (1540273-U)
(Incorporated in Malaysia)

NOTICE OF 1ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the First Annual General Meeting (“1st AGM”) of Vetece Holdings Berhad (“Vetece” or “Company”) will be held at the Zenith, Level M1, The Vertical Connexion Conference & Event Centre (CCEC), No. 8, Jalan Kerinchi, Bangsar South, 59200 Kuala Lumpur on Wednesday, 19 February 2025 at 10.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial period from 22 November 2023 (date of incorporation) to 31 August 2024 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 1**
- To approve the payment of Directors’ fees of RM200,000 only to the Independent Non-Executive Directors for the period from 1 September 2024 until the conclusion of the next Annual General Meeting (“AGM”) of the Company. **Ordinary Resolution 1**
- To approve the payment of the meeting allowance (benefits payable) of RM500 per meeting to the Independent Non-Executive Directors for the period from 1 September 2024 until the conclusion of the next AGM of the Company. **Ordinary Resolution 2**
- To re-elect the following Directors who retire in accordance with Clause 95 of the Constitution of the Company:
(a) Mr Thomas Chew Hock Hin **Ordinary Resolution 3**
(b) Mr Tee Chee Chiang **Ordinary Resolution 4**
(c) Mr Chan Wai Hoong **Ordinary Resolution 5**
(d) Mr Ng Kim Kiat **Ordinary Resolution 6**
(e) Ms Lee Siew Mee **Ordinary Resolution 7**
(f) Tengku Munazirah Binti Tengku Abdul Samad Shah **Ordinary Resolution 8**
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 9**

As Special Business

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

- Authority under Section 76 of the Companies Act 2016 (“the Act”) for the Directors to allot and issue shares**
“THAT subject always to the Act, the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other government/ regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Act to issue and allot not more than ten percent (10%) of the total number of issued shares of the Company at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Act (“Mandate”). **Ordinary Resolution 10**

THAT such approval on the Mandate shall continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by shareholders of the Company in a general meeting.

THAT the Directors of the Company be and are hereby also authorised and empowered to give effect to the proposed Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities and to obtain the approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for such New Shares on the Ace Market of Bursa Securities.

THAT pursuant to Section 85 of the Companies Act 2016, read together with Clause 13 of the Constitution of the Company, approval be and is hereby given to waive 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 of the Company arising from any issuance of new shares in the Company pursuant to this Mandate.

AND THAT the new shares to be issued shall upon allotment and issuance, rank equally 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 which may be declared, made or paid before the date of allotment of such new shares.”

Any Other Business

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

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143) (SSM PC NO.: 202008001023)
TAN AI NING (MAICSA 7015852) (SSM PC No.: 202008000067)
COMPANY SECRETARIES

SELANGOR DARUL EHSAN
24 December 2024

Explanatory Notes

(A) Audited Financial Statements

This Agenda item 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. Hence, this item is not put forward for voting.

(B) Ordinary Resolutions 1 & 2 Payment of Directors’ fees and benefits payable to the Independent Non-Executive Directors

Section 230 of the Act, provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders’ approval at the 1st AGM for the payment of Directors’ fees and benefits payable to the Independent Non-Executive Directors in two (2) separate resolutions as below:-

- Resolution 1 on the proposed Directors’ fees of RM200,000 only to the Independent Non-Executive Directors from 1 September 2024 until the conclusion of the next AGM.
- Resolution 2 on the payment of the meeting allowances (benefits payable) of RM500 per meeting for the Independent Non-Executive Directors for the period from 1 September 2024 until the conclusion of the next AGM of the Company. The meeting allowances will be accorded based on actual attendance of meetings by the Independent Non-Executive Directors.

Ordinary Resolution 3 to 8 – Re-election of Directors

Re-election of Directors who retire in accordance with Clause 95 of the Company’s Constitution

No individual is seeking election as a Director at the forthcoming 1st AGM of the Company.

Pursuant to Clause 95 of the Constitution of the Company, Mr Thomas Chew Hock Hin, Mr Tee Chee Chiang, Mr Chan Wai Hoong, Mr Ng Kim Kiat, Ms Lee Swee Mee and Tengku Munazirah Binti Tengku Abdul Samad Shah are standing for re-election as Directors of the Company and being eligible offered themselves for re-election at this 1st AGM of the Company. The profiles of the Directors who are standing for re-election are set out in the Board of Directors’ profile of the Annual Report 2024.

Based on the recommendation of the Nominating Committee, the Board is satisfied with the performance and contributions of the Directors and supports the re-election.

(C) Ordinary Resolution 10 – Authority pursuant to Section 76 of the Act for the Directors to Allot and Issue Shares

The Ordinary Resolution 10 of the Agenda is to obtain a general mandate for issuance of shares by the Company under Section 76 of the Act. The Ordinary Resolution 10, if passed, will provide flexibility for the Company and empower the Directors to allot and issue 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 purpose of working capital or provide funding for future investments or undertakings. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

Notes:

- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 12 February 2025 and only a Depositor whose name appears in such Record of Depositors shall be entitled to attend and vote at this meeting and entitled to appoint proxy or proxies.

- A member entitled to attend and vote at the 1st AGM of the Company is entitled to appoint not more than two (2) proxies to attend and vote at the general meeting. Where a member of the Company appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company. There shall be no restrictions as to the qualification of the 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 (“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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- 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 the corporation’s seal or under the hand of an officer or attorney duly authorised.

- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under Seal or under the hand of an officer or an attorney duly or under the hand of an officer or attorney duly authorized, shall be deposited at the office of the Company’s Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.

Alternatively, the instrument appointing proxy may be electronically submitted to Boardroom Share Registrars Sdn. Bhd. via Boardroom Smart Investor Online Portal (applicable to individual shareholder only) at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for further information on electronic submission of Proxy Forms.

- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in the notice of the general meeting will be put to vote by way of poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.