

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting (“19th AGM”) of the Company will be held at Emerald 2, Level 3, Grand Paragon Hotel, No. 18 Jalan Harimau, Taman Century, 80250 Johor Bahru, Johor Darul Takzim on Tuesday, 25 February 2025 at 10:00 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 September 2024 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Explanatory Note 1)*
- To approve the payment of Directors’ fees amounting to RM520,000/- for the financial year ended 30 September 2024 and RM660,000/- for the financial year ending 30 September 2025. *(Resolution 1)*
- To re-elect the following Directors who retire pursuant to Clause 113 of the Company’s Constitution and being eligible, have offered themselves for re-election:- *(Resolution 2)*
 - Dato’ Wong King Kheng; and
 - Ho Tat Heng. *(Resolution 3)*
- To re-elect Mr. Yeoh Sai Kong, who retires pursuant to Clause 112 of the Company’s Constitution and being eligible, has offered himself for re-election. *(Resolution 4)*
- To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. *(Resolution 5)*

As Special Business

To consider and if thought fit, to pass with or without any modification, the following resolutions as Ordinary Resolutions:-

- ORDINARY RESOLUTION 1 - AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016** *(Resolution 6)*

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby authorised and empowered pursuant to the Act, to issue and allot shares in the Company, at any time, at such price, 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 pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being;

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 68 of the Company’s Constitution, 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 arising from any issuance of new shares pursuant to this mandate;

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company;”

- ORDINARY RESOLUTION 2 - PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)** *(Resolution 7)*

“THAT, subject always to the Companies Act 2016 (“the Act”), the provisions of the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-

- the aggregate number of ordinary shares to be purchased and/or held by the Company does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
- the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s).

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-

- cancel all the shares so purchased; and/or
 - retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
 - retain part thereof as treasury shares and cancel the remainder of the shares; and/or
- in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

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

- the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting; whichever occurs first.

AND THAT the Directors of the Company be authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company.”

- ORDINARY RESOLUTION 3 – PROPOSED ALLOCATION OF EXECUTIVES’ SHARES OPTION SCHEME OPTIONS (“ESOS”) TO MR. HO TAT HENG** *(Resolution 8)*

“THAT pursuant to the ESOS of the Company approved by the shareholders of the Company at the Extraordinary General Meeting held on 27 February 2018, approval be and is hereby given to the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant ESOS Option to Mr. Ho Tat Heng, being the Independent Non-Executive Director of the Company, provided that not more than 10% of the ESOS Options shall be allocated to him if he is a Director of the Company and/or he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

- ORDINARY RESOLUTION 4 – PROPOSED ALLOCATION OF EXECUTIVES’ SHARES OPTION SCHEME OPTIONS (“ESOS”) TO MR. LAI KUAN LOONG, VICTOR** *(Resolution 9)*

“THAT pursuant to the ESOS of the Company approved by the shareholders of the Company at the Extraordinary General Meeting held on 27 February 2018, approval be and is hereby given to the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant ESOS Option to Mr. Lai Kuan Loong, Victor, being the Independent Non-Executive Director of the Company, provided that not more than 10% of the ESOS Options shall be allocated to him if he is a Director of the Company and/or he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

- ORDINARY RESOLUTION 5 – PROPOSED ALLOCATION OF EXECUTIVES’ SHARES OPTION SCHEME OPTIONS (“ESOS”) TO MS. WONG LING YAH** *(Resolution 10)*

“THAT pursuant to the ESOS of the Company approved by the shareholders of the Company at the Extraordinary General Meeting held on 27 February 2018, approval be and is hereby given to the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant ESOS Option to Ms. Wong Ling Yah, being the Independent Non-Executive Director of the Company, provided that not more than 10% of the ESOS Options shall be allocated to her if she is a Director of the Company and/or she, either singly or collectively through persons connected to her, holds 20% or more of the total number of issued shares (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

- ORDINARY RESOLUTION 6 – PROPOSED ALLOCATION OF EXECUTIVES’ SHARES OPTION SCHEME OPTIONS (“ESOS”) TO MR. YEOH SAI KONG** *(Resolution 11)*

“THAT pursuant to the ESOS of the Company approved by the shareholders of the Company at the Extraordinary General Meeting held on 27 February 2018, approval be and is hereby given to the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant ESOS Option to Mr. Yeoh Sai Kong, being the Executive Director of the Company, provided that not more than 10% of the ESOS Options shall be allocated to him if he is a Director of the Company and/or he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

- ORDINARY RESOLUTION 7 – PROPOSED ALLOCATION OF EXECUTIVES’ SHARES OPTION SCHEME OPTIONS (“ESOS”) TO MR. YONG YONG CHAI** *(Resolution 12)*

“THAT pursuant to the ESOS of the Company approved by the shareholders of the Company at the Extraordinary General Meeting held on 27 February 2018, approval be and is hereby given to the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant ESOS Option to Mr. Yong Yong Chai, being a person connected to a major shareholder of the Company and a director in major subsidiary, provided that not more than 10% of the ESOS Options shall be allocated to him if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

- ORDINARY RESOLUTION 8 – PROPOSED ALLOCATION OF EXECUTIVES’ SHARES OPTION SCHEME OPTIONS (“ESOS”) TO MR. YONG JONG SIAH** *(Resolution 13)*

“THAT pursuant to the ESOS of the Company approved by the shareholders of the Company at the Extraordinary General Meeting held on 27 February 2018, approval be and is hereby given to the ESOS Committee from time to time throughout the duration of the ESOS, to offer and grant ESOS Option to Mr. Yong Jong Siah, being a person connected to a major shareholder of the Company, provided that not more than 10% of the ESOS Options shall be allocated to him if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.”

- To transact any other ordinary business of which due notice has been given.

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648)(MAICSA 0777689)
 YEOW SZE MIN (SSM PC NO. 201908003120)(MAICSA 7065735)
 HUAN HUI SHIN (SSM PC NO. 202408000958)(MAICSA 7067490)

Company Secretaries

Johor Bahru
 24 January 2025

Explanatory Notes:-

- Item 1 of the Agenda – Audited Financial Statements**

This Agenda item is meant for discussion only, as Section 340(1)(a) of the Companies Act 2016 (“the Act”) does not require approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item will not be put forward for voting.

- Item 2 of the Agenda – Payment of Directors’ fees**

The proposed resolution, if passed, will authorise the payment of the Directors’ fees to the Directors of the Company for the financial year ended 30 September 2024 and for the financial year ending 30 September 2025 to be payable on a semi-annual basis in arrears after each 6-month of completed service of the Directors.

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

In determining the eligibility of the Directors to stand for re-election at the forthcoming 19th AGM, the Nomination Committee (“NC”) had reviewed and assessed the performance of each of the retiring Directors based on the following:-

- Directors’ declaration on his fitness and propriety to continue acting as Directors of the Company in accordance with the Directors’ Fit and Proper Policy of the Company;
 - Directors’ self-assessment and peer-to-peer performance evaluation; and
 - Evaluation on the effectiveness of the Board as a whole and the Committees of the Board.
- The NC had recommended that, the re-election of the retiring Directors to be based on the following:-
- satisfactory performance and have met Board’s expectation in discharging their duties and responsibilities;
 - met the fit and proper criteria in discharging their roles as Directors of the Company;
 - level of independence demonstrated by the INED; and
 - their ability to act in the best interest of the Company in decision-making.

The Board approved the NC’s recommendation for the retiring Directors. All the retiring Directors have consented to their re-election and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the relevant NC and Board meetings, where applicable.

The details of the retiring Directors are available in the Profile of Directors of the Annual Report 2024. The retiring Directors do not have any conflict of interest with the Company.

- Item 5 of the Agenda – Re-appointment of Auditors**

The performance and effectiveness of Messrs. Baker Tilly Monteiro Heng PLT had been evaluated by the Audit Committee (“AC”), which included an assessment of the independence and objectivity of Messrs. Baker Tilly Monteiro Heng PLT.

The AC, being satisfied with the performance, suitability and independence of Messrs. Baker Tilly Monteiro Heng PLT as external auditors, had recommended to the Board that Messrs. Baker Tilly Monteiro Heng PLT be re-appointed at the 19th AGM and its remuneration be determined by the Board. The Board in turn had endorsed the AC’s recommendation.

- Item 6 of the Agenda – Authority to issue and allot shares pursuant to the Companies Act 2016**

The Company wishes to renew the mandate on the authority to issue shares of not more than 10% of the total issued share capital for the time being pursuant to the Act at the 19th AGM of the Company (hereinafter referred to as the “General Mandate”).

The Company had been granted a general mandate by its shareholders at the 18th AGM held on 27 February 2024 (hereinafter referred to as the “Previous Mandate”). As at the date of this Notice of 19th AGM, the Company did not implement any proposal for new allotment of shares under the Previous Mandate. Therefore, no proceeds have been raised under the Previous Mandate.

The purpose for the Company to seek the General Mandate is to waive the statutory pre-emptive rights of shareholders of the Company (“Waiver of Pre-Emptive Rights”) and to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next AGM. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

The Waiver of Pre-Emptive Rights 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 the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

- Item 7 of the Agenda – Proposed renewal of authority for the Company to purchase its own shares**

The proposed resolution, if passed, will allow the Company to purchase its own shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not be exceed the retained profits of the Company.

Further information on the proposed renewal of share buy-back authority is set out in the 2024 Annual Report.

- Items 8 to 13 of the Agenda – Proposed Allocation of Executives’ Shares Options Scheme (“ESOS”) Option**

The proposed resolutions, if passed, will enable the Company to offer and grant ESOS options to the following persons, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws of the ESOS of the Company. The following persons and persons connected to them shall abstain from voting on the respective resolutions:-

- Mr. Ho Tat Heng, an Independent Non-Executive Director of the Company;
- Mr. Lai Kuan Loong, Victor, an Independent Non-Executive Director of the Company;
- Ms. Wong Ling Yah, an Independent Non-Executive Director of the Company;
- Mr. Yeoh Sai Kong, an Executive Director of the Company;
- Mr. Yong Yong Chai, a person connected to a major shareholder of the Company and a director in major subsidiary; and
- Mr. Yong Jong Siah, a person connected to a major shareholder of the Company.

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 February 2025 (“General Meeting Record of Depositors”) shall be eligible to attend, speak and vote at the Meeting or appoint proxy(ies) to attend, participate, speak and vote in his stead.
- A member entitled to attend and vote at the Meeting, may appoint more than one (1) proxy to attend and vote in his stead. When a member appoints more than one (1) proxy to attend, participate, speak and vote at the same Meeting, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting.
- 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 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 of the Company 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, shall either be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof.