

AME ELITE CONSORTIUM BERHAD

(Registration No. 201801030789 (12 (Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of AME Elite Consortium Berhad ("AME" or the "Company") will be conducted on a fully virtual basis via live streaming and online remote voting using Remote Participation and Electronic Voting ("RPEV") facilities via online meeting platform at https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC-D6A357657) on Friday, 14 February 2025 at 10.00 a.m. or at any adjournment thereof (as the case may be), whichever is later, for the purpose of considering and, if thought fit, passing the following ordinary resolutions with or without modifications:

ORDINARY RESOLUTION 1

ORDINARY RESOLUTION 1
PROPOSED JOINT VENTURE BETWEEN CENTRAL GATEWAY DEVELOPMENT SDN BHD (FORMERLY KNOWN AS OASIS INNOVATION SDN BHD) ("CGDSB"), A 60%-OWNED SUBSIDIARY OF AME INDUSTRIAL PARK SDN BHD ("AMEIP"), WHICH IN TURN IS A WHOLLY-OWNED SUBSIDIARY OF AME, TOGETHER WITH AMEIP AND KLK LAND SDN BHD ("KLKL"), A WHOLLY-OWNED SUBSIDIARY OF KUALA LUMPUR KEPONG BERHAD ("KLKB") TO JOINTLY ACQUIRE AND DEVELOP PART OF 2 PARCELS OF FREEHOLD AGRICULTURAL LAND WITH INDUSTRIAL POTENTIAL KNOWN AS LOT 48510 AND LOT 48511 CURRENTLY HELD UNDER GERAN NO. HAKMILIK 318597, LOT 33683 IN MUKIM IJOK, DAERAH KUALA SELANGOR, NEGERI SELANGOR, MEASURING APPROXIMATELY ("PROPOSED IOINT VENTIRE") "PROPOSED JOINT VENTURE")

("PROPOSED JOINT VENTURE")
"THAT subject to the passing of Ordinary Resolution 2 in respect of the Proposed Acquisition (as defined herein) and Ordinary Resolution 3 in respect of the Proposed Provision of Financial Assistance (as defined herein), and conditional upon the approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to undertake the Proposed Joint Venture in accordance with the terms and conditions of the shareholders' agreement dated 30 October 2024 ("Shareholders' Agreement") entered into between CGDSB, AMEIP and KLKL in respect of the Proposed Joint Venture (as amended and varied by a supplemental agreement dated 23 January 2025 entered into between CGDSB, AMEIP and KLKL);

23 January 2025 entered into between CGDSB, AMEIP and KLKL);

AND THAT the Board of Directors of AME ("Board") be and is hereby empowered and authorised to take all such steps, to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents, agreements, arrangements, undertakings, declarations and/or guarantees to or with any party or parties (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise and give effect to the Proposed Joint Venture with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY CGDSB OF THE LAND FROM KLKB FOR A TOTAL PURCHASE CONSIDERATION OF RM230,536,390 TO BE SATISFIED FULLY IN CASH ("PROPOSED ACQUISITION")

RM230,536,390 TO BE SATISFIED FULLY IN CASH ("PROPOSED ACQUISITION")
"THAT, subject to the passing of Ordinary Resolution 1 in respect of the Proposed Joint Venture and the Ordinary Resolution 3 in respect of the Proposed Provision of Financial Assistance (as defined herein) and the approvals from all relevant authorities and/or parties being obtained in respect of the Proposed Acquisition and the conditions precedent in the conditional sale and purchase agreement dated 30 October 2024 entered into between CGDSB and KLKB in respect of the Proposed Acquisition (as amended and varied by a supplemental letter dated 26 December 2024 entered into between KLKB and CGDSB) ("SPA") are being fulfilled and/or waived (as the case may be), approval be and is hereby given for the Company and CGDSB to acquire the Land from KLKB at the purchase consideration of RM230,536,390, to be satisfied fully in cash.

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary to give effect and complete the Proposed Acquisition with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and/or parties and/or as the Board may deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 3

PROPOSED PROVISION OF FINANCIAL ASSISTANCE BY AME AND ITS SUBSIDIARIES ("AME GROUP"), THROUGH AMEIP TO CGDSB ("PROPOSED PROVISION OF FINANCIAL ASSISTANCE")

THAT, subject to the passing of Ordinary Resolution 1 in respect of the Proposed Joint Venture and the Ordinary Resolution 2 in respect of the Proposed Acquisition and conditional upon the approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given to AME Group to provide financial assistance to CGDSB, through AMEIP in the form of shareholders' loan in the agreed proportions as stipulated in the Shareholders' Agreement to fund the Proposed Acquisition and future development cost over the duration of the development of the Land into a proposed industrial development together with any other ancillary facilities and buildings and may include workers' dormitory development and/or commercial development or component.

AND THAT the Board be and is hereby empowered and authorised to take all such steps, to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary to give effect to the Proposed Provision of Financial Assistance with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities and/or parties and/or as the Board may deem necessary or expedient in the best interest of the Company."

BY ORDER OF THE BOARD

SANTHI A/P SAMINATHAN (MAICSA NO. 7069709) (SSM PC NO. 201908002933) TAI YIT CHAN (MAICSA NO. 7009143) (SSM PC NO. 202008001023)

Company Secretaries

Johor Bahru 24 January 2025

Notes:

- The EGM will be conducted on a fully virtual basis where shareholders are only allowed to attend, participate, speak (in the form of real-time submission of typed texts) and vote remotely through live streaming and online remote voting using RPEV facilities via online meeting platform available at https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC-D6A357657). Please follow the procedures provided in the Administrative Guide for the EGM in order to register, attend, participate, speak (in the form of real-time submission of typed texts) and vote remotely via RPEV facilities.
- Every shareholder including authorised nominees as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), and exempt authorised nominees which hold ordinary shares in AME ("AME Shares") for multiple owners in one securities account ("omnibus account"), is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak (in the form of real-time submission of typed texts) and vote instead of him/her at the EGM, and that such proxy need not be a shareholder.
- Where a shareholder appoints more than 1 proxy (subject always to a maximum of 2 proxies at each meetin the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to represented by each proxy.
- Where a shareholder is an exempt authorised nominee as defined under the SICDA which holds AME Shares for multiple beneficial owners in 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 it holds. Where a shareholder is an authorised nominee as defined under SICDA, it may appoint 1 proxy in respect of each securities account which holds AME Shares standing to the credit of the said securities account.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its officer or attorney.
- The instrument appointing a proxy must be deposited with the Share Registrar of AME situated at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, or deposit the Form(s) of Proxy by electronic means through the Boardroom Smart Investor Portal at https://investor.boardroomlimited.com not less than 48 hours before the
- time set for holding the EGM. Last day, date and time for lodging the Form of Proxy is Wednesday, 12 February 2025 at 10.00 a.m If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to attend, participate, speak (in the form of real-time submission of typed texts) and vote in the EGM by yourself, please write to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy(ies) at least 48 hours before the time set for holding the EGM.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the resolutions set out in the Notice of EGM will be put to vote on a poll.
- Only a depositor whose name appears in the Record of Depositors as at 6 February 2025 shall be entitled to attend, participate, speak (in the form of real-time submission of typed texts) and vote at this EGM or appoints a proxy or proxies to attend, participate, speak (in the form of real-time submission of typed texts) and vote at this EGM or appoints a proxy or proxies to attend, participate, speak (in the form of real-time submission of typed texts) and vote on his/her behalf.
- Kindly check Bursa Securities' website and the website of AME at https://www.ame-elite.com for the latest updates on the status of the EGM.

PERSONAL DATA PRIVACY

By registering for the RPEV meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the shareholder has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The shareholder agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the shareholder's breach of warranty.



Registration No.: 201801030789 (1292815-W) (Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE SHAREHOLDERS

FULLY VIRTUAL EXTRAORDINARY GENERAL MEETING ("EGM")

Day and Date : Friday, 14 February 2025

Time : 10:00 a.m.

Meeting platform : https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC-D6A357657)

Mode of Communication

Pose questions to the Board of Directors of AME ("Board") via real time submission
of typed texts at meeting platform during live streaming of the EGM. The messaging
window facility will open concurrently with the meeting platform one (1) hour before
the scheduled commencement of the EGM i.e. from 9:00 a.m. on Friday, 14 February
2025.

2) Submit questions by logging into the Boardroom Smart Investor Portal ("BSIP") at https://investor.boardroomlimited.com prior to the EGM. You may submit questions relating to the agenda items of the EGM in advance via BSIP at https://investor.boardroomlimited.com commencing from 24 January 2025 and in any event no later than Wednesday, 12 February 2025 at 10:00 a.m. using the same user ID and password provided in Step 2 (under Section F) below, and select "SUBMIT QUESTION" to pose your questions.

Dear Valued Shareholders,

The Company's EGM will be conducted on a fully virtual basis via live streaming and online remote voting using Remote Participation and Electronic Voting ("RPEV") facilities via online meeting platform. To facilitate the conduct of the fully virtual meeting, only the Chairperson of the EGM, will be present and all shareholders are required to participate in the meeting online.

We strongly encourage you to participate in the fully virtual EGM via the RPEV facilities provided to exercise your right as a member of the Company to participate (including to pose questions to the Board and/or management of the Company) and vote at the EGM. Alternatively, you may also appoint the Chairperson of the EGM as your proxy to attend, participate, speak (in the form of real-time submission of typed texts) and vote on your behalf at the EGM.

Kindly ensure that you are connected to the internet at all times in order to attend participate, speak (in the form of real-time submission of typed texts) and vote when our virtual EGM has commenced. It is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

A. <u>Digital Copies of EGM Documents</u>

In an effort to reduce paper consumption, the following documents are available for download on our website at https://www.ame-elite.com or Bursa Malaysia Securities Berhad's ("Bursa Securities") website at https://www.bursamalaysia.com:

- 1. Circular to shareholders dated 24 January 2025 ("Circular");
- 2. Notice of EGM;
- Form of Proxy;
- 4. Administrative Guide for the EGM; and
- Request Form for Circular.

Should you require a printed copy of the Circular, you may submit your request through BSIP at https://investor.boardroomlimited.com via the following steps:

Step 1: Register an account.

Step 2: Select Investor Services from the main venue and click "Request for Annual Report and Circular". Step 3: Select "AME Elite Consortium Berhad" and insert your details prior to submitting your request.

Alternatively, you may email the duly completed Request Form for Circular, as enclosed herewith, to our Share Registrar, Boardroom Share Registrars Sdn Bhd ("Boardroom") at bsr.helpdesk@boardroomlimited.com.

B. Entitlement to Participate in the EGM

In respect of deposited securities, only members whose names appear in the Record of Depositors on 6 February 2025 (General Meeting Record of Depositors) shall be eligible to participate in the EGM or appoint proxy(ies) to attend, participate, speak (in the form of real-time submission of typed texts) and vote on his/her behalf.

C. Form of Proxy

If you are unable to attend the EGM, you are encouraged to appoint a proxy or the Chairperson of the EGM as your proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Please ensure that the original Form of Proxy is deposited at the office of the Company's share registrar, Boardroom Share Registrars Sdn Bhd at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. latest by **Wednesday, 12 February 2025** at **10:00 a.m**.

Alternatively, you may deposit your Form of Proxy by electronic means through the BSIP at https://investor.boardroomlimited.com (kindly refer to Section F below).

D. Revocation of Proxy

If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to attend, participate, speak (in the form of real-time submission of typed texts) and vote in our electronic EGM yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

E. Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, voting at the EGM will be conducted by-poll. Poll administrators and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

F. RPEV Facilities

Pro	ocedure	Action							
Before the day of the EGM									
1.	1. Register Online with BSIP [Note: If you have already signed up with BSIP, you are not required You may proceed to Step 2.]								
	(For first time registration only)	 a. Open an internet browser. Latest version of Chrome, Firefox, Safari, Edge or Opera is recommended. b. Go to BSIP website at https://investor.boardroomlimited.com. c. Click Register to sign up for a BSIP account as "Shareholder" or "Corporate Holders". d. Complete registration with all required information. Upload your MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format. For Corporate Holders, kindly upload the authorisation letter as well as click "Sign Up". e. You will receive an e-mail from BSIP Online for e-mail address verification. Click on Verify E-mail Address from the e-mail received to proceed with the registration. f. Once your email address is verified, you will be re-directed to BSIP Online for verification of mobile number. Click on Request OTP Code and an one-time password ("OTP") code will be sent to the registered mobile number. You will need to enter the OTP code and click Enter to complete the process. g. Once your mobile number is verified, registration of your new BSIP account will be pending for final verification. h. An e-mail will be sent to you to inform the approval of your BSIP account within one (1) business day. Subsequently, you can login at https://investor.boardroomlimited.com with the e-mail address and password filled up by you during registration to proceed. 							

2. Submit request for remote participation

Registration for remote access will be opened on **Friday**, **24 January 2025** from the date of notice of EGM. Please note that the closing time to submit your request is at 10:00 a.m. on 12 February 2025 (48 hours before the commencement of the EGM).

Individual Members

- a. Open an internet browser. Latest version of Chrome, Firefox, Safari, Edge or Opera is recommended.
- b. Go to BSIP website at https://investor.boardroomlimited.com.
- c. Login with your registered email address and password. [Note: If you do not have an account with BSIP, please sign-up/register with BSIP for freerefer to Item "Step 1" for guide.]
- d. Select and click on Meeting Event(s).
- e. Go to "AME ELITE CONSORTIUM BERHAD EXTRAORDINARY GENERAL MEETING" and click "Enter" Go to VIRTUAL and click on Register for RPFV
- f. Read and agree to the Terms & Conditions.
- g. Enter your Central Depositor System ("CDS") Account Number and click submit your request.
- h. You will receive a notification that your RPEV registration has been received and is being verified.
- Upon system verification against the EGM's Record of Depositors as at 6
 February 2025 will receive an email from Boardroom either approving or
 rejecting your registration for the remote participation.
- j. If approved, RPEV credential will be provided in your email.
- k. Please note that one (1) user ID and password can only log on to one (1) device at a time.
- I. If rejected, a rejection note will be provided in your email.

Appointment of Proxy - Individual Members

- a. Open an internet browser. Latest version of Chrome, Firefox, Safari, Edge or Opera is recommended.
 - Go to BSIP to https://investor.boardroomlimited.com.
- b. Login with your registered email address and password. [Note: If you do not have an account with BSIP, please sign-up/register with BSIP for freerefer to Item *Step 1* for guide.]
- c. Go to "AME ELITÉ CONSORTIUM BERHAD EXTRAORDINARY GENERAL MEETING" and click "Enter".
- d. Go to PROXY and click on "Submit eProxy Form".
- e. Read and agree to the General Terms and Conditions.
- f. Enter your CDS Account Number and insert the number of securities.
- g. Appoint the Chairperson of the EGM or your proxy(ies) and enter the required particulars for your proxy(ies).
- h. Indicate your voting instructions FOR or AGAINST, otherwise your proxy(ies) will decide your votes during the EGM.
- i. Review and confirm your proxy(ies) appointment.
- j. Click submit; and
- k. Download or print the e-Proxy Form acknowledgement.

<u>Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees</u>

- a. Write to <u>bsr.helpdesk@boardroomlimited.com</u> by providing the name of Member and CDS Account Number, accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case may be), to submit the request.
- Please provide a copy of the Corporate Representative's or Proxy Holder's MyKad/Identification Card (front and back) or passport in JPEG, PNG or PDF format as well as his/her email address.

Note: Closing for submission of request is at 10:00 a.m. of 12 February 2025 (48 hours before the EGM)

3	Register by Proxies/ Corporate Representatives	The closing time to submit your hardcopy Form of Proxy is at 10:00 a.m. on Wednesday, 12 February 2025.					
	representatives	 a. To submit the request. Corporate Holders need to deposit the original hardcopy to Boardroom and write in to bsr.helpdesk@boardroomlimited.com by providing the name of holder, CDS account number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy (as case maybe) to submit the request. b. Please provide a copy of corporate representative's MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her *email address. 					
4	Nominee Company	a. Via BSIP:					
	to submit Form of Proxy	(i) Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. (ii) Select "AME ELITE CONSORTIUM BERHAD EXTRAORDINARY GENERAL MEETING" from the list of Meeting Events and click "Enter". (iii) Click on "Submit eProxy Form". (iv) Select the company you would like to represent (if more than one). (v) Proceed to download the file format for "Submission of Proxy Form" from BSIP. (vi) Prepare the file for the appointment of proxies by inserting the required data. (vii) Proceed to upload the duly completed proxy appointment file. (viii) Review and confirm your proxy appointment and click "Submit". (ix) Download or print the eProxy form as acknowledgement. Note: If you wish to appoint more than one (1) company, kindly click the home button and select "Edit Profile" in order to add company name. b. Via Email: (i) To submit the request, Authorised Nominee and Exempt Authorised Nominee need to deposit the original hardcopy Form of Proxy to Boardroom and write in to bsr.helpdesk@boardroomlimited.com by providing softcopy of the Form(s) of Proxy, the name of holders and CDS account number. (ii) Please provide a copy of the proxy holder's MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her *email address.					
		*Check the email address of Proxy or Corporate Representative is written down correctly.					
On	the day of the EGM						
5.	Login to Meeting Platform	 a. The Meeting Platform will be open for login one (1) hour before the commencement of the EGM. b. The Meeting Platform can be accessed via one of the following: Scan the QR Code provided in the email notification; or Navigate to the website at https://meeting.boardroomlimited.my. c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 2. 					
6.	Participate	[Note: Please follow the User Guide provided in the confirmation email above to view the live webcast, submit questions and vote.] a. If you would like to view the live webcast, select the broadcast icon. b. If you would like to ask a question during the EGM, select the					
		messaging icon. c. Type your message within the chat box and click the send button once completed.					
7.	Voting	 a. Once the meeting is open for voting, the polling icon will appear with the resolutions and your voting choices. b. To vote, select your voting direction from the options provided. A confirmation message will appear to indicate that your vote has been received. c. To change your vote, re-select your voting direction. d. If you wish to cancel your vote, please press "Cancel". 					

8.	End of Participation	a.	Upon the announcement by the Chairperson on the closure of the EGM, the
		L	live webcast will end.
		D.	You can now logout from the Meeting Platform.

G. No Distribution of Door Gifts

There will be no distribution of door gifts for shareholders/proxies who join or participate in the virtual EGM.

H. No Recording or Photography

No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

I. **Enquiry**

If you have any enquiries prior to the EGM, please contact the following during office hours from Monday to Friday (8.30 a.m. to 5.30. p.m.):

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor, Menara Symphony

No. 5 Jalan Prof. Khoo Kay Kim Seksyen 13

46200 Petaling Jaya, Selangor Darul Ehsan

Malaysia

General Line : 603-7890 4700 Fax Number : 603-7890 4670

Email : bsr.helpdesk@boardroomlimited.com

Personal Data Policy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.



Registration No.: 201801030789 (1292815-W) (Incorporated in Malaysia)

REQUEST FORM FOR CIRCULAR TO SHAREHOLDERS

To : Boardroom Share Registrars Sdn Bhd

11th Floor, Menara Symphony No. 5 Jalan Prof. Khoo Kay Kim

Seksyen 13

46200 Petaling Jaya Selangor Darul Ehsan

Malaysia

REQUEST FOR HARD COPY OF CIRCULAR TO SHAREHOLDERS

I/We wish to request for a hard copy of the Circular to Shareholders dated 24 January 2025 of **AME ELITE CONSORTIUM BERHAD** to be sent to me/us at the following address:

Name of Shareholder	:	
NRIC No./Passport No./Company No.	:	
CDS Account No.	:	
Mailing Address	:	
Contact No.	:	
Email	:	

Signature of Shareholder	
Date:	