

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting ("20th AGM") of the Company will be conducted entirely through live streaming virtually from the Broadcast Venue at Boardroom, Lot 11.3, 11th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor via online meeting platform at <https://rebrand.ly/mToucheAGM> on Wednesday, 26 February 2025 at 2.00 p.m. for the purpose of considering the following businesses:-

A G E N D A

Ordinary Business

- 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.
- To re-elect Encik Khairul Azwan bin Harun, a Director who is retiring in accordance with Regulation 97 of the Company's Constitution.
- To re-elect Mr. Tang Boon Koon, a Director who is retiring in accordance with Regulation 97 of the Company's Constitution.
- To approve the payment of Directors' fees of up to RM730,000 for the financial year ending 30 September 2025.
- To approve the payment of Directors' remuneration (excluding Directors' fees) payable to the Board of the Company and its subsidiaries amounting to RM401,214 for the financial period from 26 February 2025 until the next Annual General Meeting of the Company.
- To re-appoint Messrs. ChengCo PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Please refer to
Explanatory Note 1
Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3
Ordinary Resolution 4

Ordinary Resolution 5

Special Business

To consider and if thought fit, to pass the following Resolution, with or without modifications:-

7. Proposed Waiver of Statutory Pre-Emptive Rights of the Shareholders and Authority to Issue Shares

"THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the issued capital (excluding treasury shares) of the Company at any time upon any 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.
 THAT pursuant to Section 85 of the Companies Act, 2016 to be read together with Regulation 54 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 with new shares 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 other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

Ordinary Resolution 6

- To transact any other business of which due notice shall have been given.

By order of the Board

Ng Sally (MAICSA 7060343 & PC No. 202008002702)

Goh Xin Yee (MAICSA 7077870 & PC No. 202008000375)

Company Secretaries

28 January 2025

Kuala Lumpur

Notes :

- A member shall be entitled to appoint up to three (3) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy must 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 hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee who 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.
- The instrument of appointing a proxy shall be deposited at the Company's Share Registrar's Office at ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via e-mail at ir@shareworks.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjourned meeting as the case may be.
- Form of Proxy sent through facsimile transmission shall not be accepted.
- The 20th AGM will be conducted virtually at the Broadcast Venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.
- GENERAL MEETING RECORD OF DEPOSITORS**
 For the purposes of determining a member who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Regulation 62 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 19 February 2025. Only the Company's members whose names appear on such Record of Depositors shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on their behalf.

EXPLANATORY NOTES ON THE ORDINARY AND/OR SPECIAL BUSINESS

- Item 1 of the Agenda
 This Agenda item is meant for discussion only, as the provision of Section 248(1) and Section 340(1)(a) of the Companies Act 2016 ("Act") does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Items 2 & 3 of the Agenda
 Regulation 97 of the Constitution provides that an election of directors shall take place each year at the annual general meeting of the Company where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office and be eligible for re-election provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.
 With the current Board size of five (5) directors, two (2) Directors namely Encik Khairul Azwan bin Harun and Mr. Tang Boon Koon, being the longest in office since their last election are to retire in accordance with Regulation 97 of the Constitution.
 The Nomination Committee has taken into account the Board Evaluation Assessment including the results of Self and Peer Assessment of Encik Khairul Azwan bin Harun and Mr. Tang Boon Koon and concurred that they have met the Board's expectation in terms of experience, expertise, integrity, competency, commitment and individual contribution by continuously performing their duties diligently as Directors of the Company.
 The profile of Encik Khairul Azwan bin Harun and Mr. Tang Boon Koon is set out in the Annual Report 2024.
- Items 4 & 5 of the Agenda
 Section 230(1) 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 agreed that the shareholders' approval shall be sought at the 20th AGM on the Directors' remuneration in two (2) separate resolutions as below:-
 - Resolution 3 on payment of Directors' fees for the financial year ending 30 September 2025; and
 - Resolution 4 on payment of Directors' remuneration (excluding Directors' fees) for the financial period from 26 February 2025 until the next AGM of the Company ("Relevant Period").
 The payment of the Directors' Fees for the financial year ending 30 September 2025 and the Directors' remuneration (excluding Directors' fees) will only be made if the proposed Resolutions 3 and 4 have been passed at the 20th AGM pursuant to Regulation 105 of the Company's Constitution and Section 230(1) of the Act.
 The Directors' remuneration (excluding Directors' Fees) comprises the allowances and other emoluments payable to the Board of the Company and its subsidiaries as follows:-

	Executive Directors (RM)	Independent Non-Executive Directors (RM)	Total (RM)
Meeting allowance	0	25,000	25,000
Other Benefits & Emoluments	367,214	9,000	376,214
Total	367,214	34,000	401,214

The estimated total amount of Directors' remuneration (excluding Directors' Fees) for the Relevant Period of RM401,214 were determined based on various factors including number of scheduled meetings for the Board and Board Committees as well as the extent of involvement of the respective Directors.
 Payment of Directors' Fees for the financial year ending 30 September 2025 and Directors' remuneration (excluding Directors' Fees) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Resolutions 3 and 4 have been passed at the 20th AGM. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' Fees for the financial year ending 30 September 2025 and Directors' remuneration (excluding Directors' Fees) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the Relevant Period. In the event where the payment of Directors' Fees for the financial year ending 30 September 2025 and Directors' remuneration (excluding Directors' Fees) payable during the above period exceeded the estimated amount sought at the 20th AGM, a shareholders' approval will be sought at the next AGM.

- Item 6 of the Agenda
 The Audit and Risk Management Committee ("ARMC") has carried out an assessment of the suitability, objectivity and independence of the external auditors, Messrs. ChengCo PLT ("ChengCo") and was satisfied with the suitability of ChengCo based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group.
 The Board therefore approved the ARMC's recommendation on the re-appointment of ChengCo as the external auditors of the Company be put forward for the shareholders' approval at the forthcoming 20th AGM.
- Item 7 of the Agenda
 The proposed Ordinary Resolution 6, if passed, will allow the Company to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares in the Company pursuant to this mandate.
 This mandate, if passed, will also give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the issued share capital of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.
 The purpose of this general mandate is for possible fund raising exercises including but not limited to placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.
 This is the renewal of the mandate obtained from the shareholders at the last AGM held on 1 March 2024 ("the Previous Mandate"). The Previous Mandate was not utilised and no proceeds were raised.