

# NOTICE OF THIRTIETH ANNUAL GENERAL MEETING (30<sup>TH</sup> AGM)

**NOTICE IS HEREBY GIVEN THAT** the Thirtieth (30<sup>th</sup>) Annual General Meeting (“AGM”) of the Company will be held at Auditorium, 1<sup>st</sup> Floor, Lot 8 & 9, IRIS Smart Technology Complex, Technology Park Malaysia, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 25 September 2024 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification to transact the following businesses:

## AGENDA

### Ordinary Business

- |    |                                                                                                                                                             |                                               |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and the Auditors thereon. | <b>Please refer to<br/>Explanatory Note 1</b> |
| 2. | To re-elect the following Directors who retire pursuant to Clause 97 of the Company’s Constitution:                                                         |                                               |
|    | (a) Dr. Poh Soon Sim                                                                                                                                        | Ordinary Resolution 1                         |
|    | (b) Dato’ Ng Wan Peng                                                                                                                                       | Ordinary Resolution 2                         |
| 3. | To approve the Directors’ fees and allowances of up to RM950,000.00 from 30 <sup>th</sup> AGM until the next Annual General Meeting.                        | Ordinary Resolution 3                         |
| 4. | 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 4                         |

### Special Business

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

- |    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                      |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|
| 5. | <b>AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND SECTION 76 OF THE COMPANIES ACT, 2016</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Ordinary Resolution 5                                |
|    | <p>“<b>THAT</b> subject always to the Companies Act, 2016 (“Act”), Company’s Constitution, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory bodies, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.</p> | <p><b>Please refer to<br/>Explanatory Note 2</b></p> |

## NOTICE OF THIRTIETH ANNUAL GENERAL MEETING (30<sup>TH</sup> AGM) *(Continued)*

**AND FURTHER THAT** pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company and to be offered with new shares ranking equally to the existing issued shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

### Any Other Business

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

### BY ORDER OF THE BOARD,

**MS LIM LI HEONG (MAICSA 7054716)**  
**SSM Practising Certificate No. 202008001981**

**MS WONG MEE KIAT (MAICSA 7058813)**  
**SSM Practising Certificate No. 202008001958**

Company Secretaries

Kuala Lumpur  
30 July 2024

### NOTES:

1. A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.

## NOTICE OF THIRTIETH

### ANNUAL GENERAL MEETING (30<sup>TH</sup> AGM) *(Continued)*

5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
7. The duly completed Form of Proxy must be deposited at the registered office of the Company at Acclime Corporate Services Sdn Bhd, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof. Provided that in the event the Member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy.

#### 8. **General Meeting Record of Depositors**

For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Clause 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 September 2024. Only a depositor whose name appears on the Record of Depositors as at 19 September 2024 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.

#### EXPLANATORY NOTES

##### 1. **Item 1 of the Agenda - Audited Financial Statement for the Financial Year Ended 31 March 2024**

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

##### 2. **Ordinary Resolution 3 – Directors' Fees and Allowances**

Pursuant to Section 230(1) of the Act, the fees and any allowances 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 AGM on the payment of Directors' fees and allowances for the period commencing from 26 September 2024 until the next Annual General Meeting in year 2025.

The Directors' fees and allowances consist of:-

- Monthly fixed fee for duties as Director; and
- Meeting allowance for each each Board and Board Committee meeting attended.

The Directors' fees and allowances are estimated not to exceed RM950,000.00. This calculation is based on the estimated number of Directors and the number of schedule Board and Board Committee meetings until the next AGM in year 2025.

## NOTICE OF THIRTIETH ANNUAL GENERAL MEETING (30<sup>TH</sup> AGM) *(Continued)*

### 3. **Ordinary Resolution 5 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The Proposed Ordinary Resolution 5, if passed, is to give the Directors of the Company flexibility to issue and allot shares up to an amount not exceeding ten per centum (10%) of the Company's total number of issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions.

The general mandate sought for issue of shares is a renewal of the mandate approved by the shareholders at the last AGM held on 20 September 2023 which will lapse at the conclusion of this AGM.

Up to the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the last AGM as the need does not arise for any fundraising activity for the purpose of investment, acquisition or working capital.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive and deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company and 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 General Mandate which this will result in a dilution to their shareholding percentage in the Company.