



NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting (“AGM”) of Aneka Jaringan Holdings Berhad (“the Company”) will be conducted on a fully virtual basis and entirely via remote participation and voting via the online meeting platform <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC: D6A357657) provided by Boardroom Share Registrars Sdn. Bhd. in Malaysia on Thursday, 16 February 2023 at 10.00 a.m. or at any adjournment thereof, to transact the following business:-

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 August 2022 and the Reports of Directors and Auditors thereon. | <i>Please refer to Explanatory Note</i> |
| 2. To approve the payment of Directors’ Fees and benefits of up to RM220,000.00 from 17 February 2023 until the conclusion of the next AGM of the Company. | <i>Resolution 1</i> |
| 3. To re-elect Dato’ Noraini binti Abdul Rahman as Director who is retiring by rotation pursuant to the Company’s Constitution. | <i>Resolution 2</i> |
| 4. To re-elect Wee Kee Hong as Director who is retiring by rotation pursuant to the Company’s Constitution. | <i>Resolution 3</i> |
| 5. To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | <i>Resolution 4</i> |

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modification(s), the following resolutions:-

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| 6. ORDINARY RESOLUTION
AUTHORITY FOR DIRECTORS TO ISSUE SHARES | <i>Resolution 5</i> |
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“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby empowered to issue and allot new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, without first offer to holders of existing issued shares of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing and quotation of the additional shares so issued AND THAT such authority shall continue to be 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 Clause 63 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares to be issued pursuant to Sections 75 and 76 of the Companies Act 2016.”

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7. ORDINARY RESOLUTION

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

Resolution 6

"THAT subject always to the provisions of the Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature as stated in Section 2.6 of the Circular to Shareholders dated 28 December 2022 ("Circular") with the specified classes of related parties mentioned therein which are necessary for the Group's day-to-day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

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

- (i) the conclusion of the next AGM of the Company following the AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Shareholders' Mandate described in the Circular."

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

By Order of the Board

ANEKA JARINGAN HOLDINGS BERHAD

TAN FONG SHIAN (SSM PC No. 201908004045) (MAICSA 7023187)

LIEW CHAK HOOI (SSM PC No. 201908004042) (MAICSA 7055965)

Secretaries

Kuala Lumpur

28 December 2022

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Notes:-

(1) *The Fourth AGM will be conducted on a fully virtual basis. Shareholders are to participate and vote remotely at the Fourth AGM via the remote participation and voting platform.*

Please read these Notes carefully and follow the procedures in the Administrative Guide for the Fourth AGM in order to participate remotely.

- (2) *A member of the Company entitled to participate and vote at this meeting is entitled to appoint a proxy to participate and vote instead of him. A proxy need not be a member of the Company. Where a member appoints more than one (1) proxy, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.*
- (3) *Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.*
- (4) *Only a depositor whose name appears in the Company’s Record of Depositors as at 9 February 2023 shall be regarded as a member and entitled to participate and vote at this meeting or appoint proxy(ies) to participate and vote on his/her behalf.*
- (5) *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, either under seal or under the hand of an officer or attorney duly authorised.*
- (6) *The original instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited with 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 not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting, or by electronic means through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting. Kindly refer to the Administrative Guide for the Fourth AGM on the procedures for electronic lodgement.*
- (7) *Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all resolutions set out in this notice of Fourth AGM will be put to vote by poll.*
- (8) *The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.*

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EXPLANATORY NOTES

Audited Financial Statements

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. They do not require shareholders' approval and hence, shall not be put forward for voting.

Re-election of Directors

The profiles of the Directors seeking for re-election are set out in the Board of Directors' Profiles section of the Company's Annual Report 2022. In accordance with Clause 109 of the Company's Constitution, an election of Directors shall take place every year. 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 the Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Both Dato' Noraini binti Abdul Rahman ("Dato' Noraini") and Mr. Wee Kee Hong ("Mr. Wee"), being eligible, have offered themselves for re-election.

The Nomination Committee and the Board had reviewed the declaration of independence by Dato' Noraini and Mr. Wee who do not have any conflict of interest with the Company, and were satisfied with the contribution of both Dato' Noraini and Mr. Wee who had provided independent views, advices and judgements being independent Directors.

The Board recommends the re-election of Dato' Noraini and Mr. Wee.

Resolution 5 – Authority for Directors to Issue Shares

This proposed resolution, if passed, will renew the authority given to the Directors of the Company to issue and allot new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the number of shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital, repayment of banking facilities and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

The Company had on 16 December 2021 announced to Bursa Securities to undertake a private placement of up to 53,810,000 new ordinary shares in the Company ("Placement Shares") ("Private Placement"). A total of 53,810,000 Placement Shares had been issued and allotted, with total proceeds raised amounting to RM9,685,800.00. The proceeds raised were utilised as follows:-

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Details of utilisation	Proposed utilisation (based on the indicative issue price of RM0.19 per Placement Share announced on 16 December 2021) RM'000	Actual utilisation (based on proceeds received on the issue price of RM0.18 per Placement Share fixed on 12 May 2022) RM'000	Balance to be utilised RM'000
1. Working capital	3,924	3,523	-
2. Repayment of borrowings for trade purposes	6,000	6,000	-
3. Estimated expenses in relation to the Proposals*	300	163	-
Total	10,224	9,686	-

*The Private Placement which had been completed on 25 May 2022 and the bonus issue of 295,955,000 warrants which had been completed on 24 June 2022.

Resolution 6 – Proposed Shareholders' Mandate

This proposed resolution, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are as set out in the Circular to Shareholders dated 28 December 2022. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM of the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(PURSUANT TO RULE 8.29(2) OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA SECURITIES)

No individual is standing for election as Director at the forthcoming Fourth AGM of the Company.