

# NOTICE OF SECOND ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Second Annual General Meeting (“2nd AGM”) of 3REN BERHAD (“the Company”) will be held at Sri Perak Hall, Level 4, Bayview Hotel Georgetown, 25-A, Farquhar Street, 10200 George Town, Pulau Pinang, Malaysia on Friday, 30 May 2025 at 10.00am or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:

## AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of Directors and Auditors thereon.
2. To re-elect the following Directors, each of whom retires in accordance with Clause 188 of the Company’s Constitution and being eligible, offers themselves for re-election:

|                           |                       |
|---------------------------|-----------------------|
| (a) Mr. Koh Dim Kuan;     | Ordinary Resolution 1 |
| (b) Mr. Lee Chee Hoo; and | Ordinary Resolution 2 |
| (c) Dato’ Boonler Somchit | Ordinary Resolution 3 |
3. To approve the payment of Directors’ fees to the Directors of an amount up to RM350,000 for the period from the next day of the 2nd AGM until the conclusion of the next annual general meeting (“AGM”) of the Company in 2026. Ordinary Resolution 4
4. To approve the payment of benefits to the Directors of an amount up to RM50,000 for the period from the next day of the 2nd AGM until the conclusion of the next AGM of the Company in 2026. Ordinary Resolution 5
5. To re-appoint Grant Thornton Malaysia PLT as auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to determine their remuneration. Ordinary Resolution 6

## AS SPECIAL BUSINESS

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

6. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** Ordinary Resolution 7

“THAT subject to the Companies Act 2016 (“the Act”), the Company’s Constitution, the ACE Market Listing Requirements (“ACE LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant government or regulatory authorities, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued share capital (excluding treasury shares, if any) of the Company for the time being.

THAT the Directors are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

# NOTICE OF SECOND ANNUAL GENERAL MEETING (cont'd)

THAT pursuant to Section 85 of the Act to be read together with Clause 37 of the Constitution of the Company, all new shares or other convertible securities in the Company shall, before they are issued, be first offered to such persons who are entitled to receive notices from the Company of general meetings as at the date of the offer in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled ("**Pre-emptive Rights**").

THAT should this resolution be passed by the shareholders, this resolution shall have the effect of the shareholders having agreed to irrevocably waive their Pre-emptive Rights pursuant to Section 85 of the Act and Clause 37 of the Constitution of the Company in respect of the new shares to be issued and allotted by the Company and the issuance of such new shares of the Company will result in a dilution to their shareholding percentage in the Company. Subsequent to the passing of this resolution, if this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect.

AND THAT the new shares to be issued shall, upon issuance and allotment, 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 any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

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

By Order of the Board

**ONG TZE-EN** (MAICSA 7026537 | SSM PC No. 202008003397)

Company Secretary  
Penang

30 April 2025

# NOTICE OF SECOND ANNUAL GENERAL MEETING (cont'd)

## NOTES:

### APPOINTMENT OF PROXY

1. A proxy need not be a shareholder and a shareholder may appoint any person to be his/her proxy without limitation save that the proxy must be of full age.
2. The proxy form must be deposited/submitted via the following manner at least forty-eight (48) hours before the time set for holding the AGM or at any adjournment thereof PROVIDED that in the event the shareholder duly executes the proxy form but does not name any proxy, such shareholder shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the proxy form, other than the particulars of the proxy(ies) have been duly completed by the shareholder:
  - (a) By hardcopy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited at the office of the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia or in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia.
  - (b) By electronic form  
The proxy form can be electronically lodged via TIH Online website at <https://tiah.online>. Please refer to the Administrative Guide on the procedure for electronic lodgement of the proxy form via TIH Online.
3. A shareholder is entitled to appoint not more than two (2) proxies to exercise all or any of the shareholder's rights to attend, speak and vote at the meeting. The proxy(ies) appointed shall have the same rights as the shareholders to speak at the meeting.
4. If a shareholder appoints more than one (1) proxy, they must specify, in the proxy form, the proportion of the shareholder's shareholdings to be represented by each proxy.
5. Where a shareholder is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there shall be 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 form given by:
  - (a) an individual must be signed by the individual or an attorney who is authorised to act on behalf of the individual; and
  - (b) a corporation must be sealed with the corporation's seal or signed by an officer of the corporation or an attorney who is authorised to act on behalf of the corporation.
7. In respect of deposited securities, only shareholders whose names appear on the Record of Depositors on 26 May 2025 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

### EXPLANATORY NOTES

1. **Ordinary Resolutions 1, 2, and 3** deal with the re-election of Mr. Koh Dim Kuan, Mr. Lee Chee Hoo and Dato' Boonler Somchit. All of them are standing for re-election and being eligible, have offered themselves for re-election at this 2nd AGM. The Board of Directors ("**the Board**"), through the Nomination Committee ("**NC**"), had conducted assessments on Mr. Koh Dim Kuan, Mr. Lee Chee Hoo and Dato' Boonler Somchit and considered the results of the assessments which include commitment, contributions, knowledge, integrity and experience and their overall performance and was satisfied that all of them met the performance in the discharge of their duties and responsibilities.

# NOTICE OF SECOND ANNUAL GENERAL MEETING (cont'd)

**Mr. Koh Dim Kuan** and **Mr. Lee Chee Hoo** are the Executive Directors of the Company and its subsidiaries (“**the Group**”). They lead business development efforts to grow the Group and initiatives to expand market outreach that have contributed to building our businesses and value creation.

**Dato’ Boonler Somchit** is a Non-Independent Non-Executive Chairman of the Company. He has demonstrated his objectivity through his proactive engagements during meeting of the Board by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion. He has exercised due care and carried out his professional duties proficiently and effectively throughout his tenure as a Director of the Company.

The retiring Directors do not have any conflict of interest with the Company and had also abstained from deliberation and decision making on their re-election at Board meetings.

2. In respect of **Ordinary Resolution 4** and **Ordinary Resolution 5**, the Directors’ fees and benefits have been reviewed by the Remuneration Committee (“**RC**”) and the Board which considered the fees and benefits are in the best interest of the Company and in accordance with the remuneration framework. The fee also includes a contingency sum to cater to unforeseen circumstances such as the appointment of any additional Director and/or for the formation of additional **Board Committees** (collectively, the Audit and Risk Management Committee, NC and RC). The benefits payable comprises meeting day allowances and is calculated based on the number of days scheduled for meetings of the Board and Board Committees. It also included contingency to account for additional unscheduled meeting days. In the event the proposed amounts are insufficient, approval will be sought at the next AGM for the shortfall.
3. **Ordinary Resolution 7: Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act**  
This Ordinary Resolution, is for the purpose of granting authority to the Board to issue and allot ordinary shares up to a maximum of ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting, whichever is the earlier (“**General Mandate**”).

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 projects, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meeting to specifically approve such issuance of shares.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 37 of the Company’s Constitution 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.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the General Mandate is obtained, the Company will make announcement in respect thereof.

## Statement Accompanying Notice of Annual General Meeting

(Pursuant to Rule 8.29(2) of the ACE LR)

As at the date of this notice, no individual is standing for election as a Director at the forthcoming 2nd AGM of the Company.