

NOTICE OF TWELFTH (12TH) ANNUAL GENERAL MEETING

NOTICE IS GIVEN THAT the 12th Annual General Meeting (“AGM”) of the Company will be conducted entirely through live streaming from the broadcast venue at BO3-C-13-1, Menara 3A, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur (“Broadcast Venue”) on Tuesday, 19 November 2024 at 10.30 a.m. to transact the following businesses:-

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 May 2024 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note I of the Explanatory Notes on Ordinary Business)**
2. To re-elect the following Directors who retire pursuant to Clause 76(3) of the Company’s Constitution, as Directors of the Company:-
 - (i) Mohd Hoshairy Bin Alias **(Resolution 1)**
 - (ii) Nor’Azamin Bin Salleh **(Resolution 2)**
 - (iii) Saleena Binti Mohd Ali **(Resolution 3)**
3. To re-elect Hajar Roslin Binti Mohamad who retires pursuant to Clause 78 of the Company’s Constitution, as Director of the Company. **(Resolution 4)**
4. To approve the payment for under provision of Director’s fees of RM8,000 payable to Hajar Roslin Binti Mohamad for the period from the Eleventh (11th) AGM until the 12th AGM of the Company. **(Resolution 5)**
5. To approve the payment of Directors’ fees to each of the following Independent Non-Executive Directors for the period from the 12th AGM until the next AGM of the Company:-

(i) Saleena Binti Mohd Ali	RM72,000	(Resolution 6)
(ii) Nor’Azamin Bin Salleh	RM72,000	(Resolution 7)
(iii) Tay Weng Hwee	RM60,000	(Resolution 8)
(iv) Muhriz Nor Iskandar Bin Mohamed Murad	RM60,000	(Resolution 9)
(v) Hajar Roslin Binti Mohamad	RM48,000	(Resolution 10)
6. To approve the payment of Directors’ benefits up to an amount of RM60,000 to the Independent Non-Executive Directors for the period from the 12th AGM until the next AGM of the Company. **(Resolution 11)**
7. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 12)**

SPECIAL BUSINESS

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

8. **SPECIAL RESOLUTION
WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016** **(Resolution 13)**

“THAT the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act 2016 (“the Act”), read together with Clause 12(3) of the Constitution of the Company.

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution on Authority to Allot Shares of the Company pursuant to Sections 75 and 76 of the Act.”

NOTICE OF TWELFTH (12TH) ANNUAL GENERAL MEETING

9. **ORDINARY RESOLUTION
AUTHORITY TO ALLOT SHARES OF THE COMPANY PURSUANT TO
SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

(Resolution 14)

“THAT contingent upon the passing of the Special Resolution on Waiver of Pre-emptive Rights under Section 85 of the Companies Act 2016 (“the Act”) and pursuant to Sections 75 and 76 of the Act, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to allot shares in the Company at any time and 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 allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting.”

10. To consider any other business of which due notice shall be given in accordance with the Companies Act 2016.

By Order of the Board

YENG SHI MEI (SSM PC NO. 202008001282) (MAICSA 7059759)
REBECCA KONG SAY TSUI (SSM PC NO. 202008001003) (MAICSA 7039304)
Company Secretaries

Selangor Darul Ehsan
27 September 2024

NOTES:-

- The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** (“the Act”) which requires the Chairperson of the meeting to be present at the main venue of the meeting.
Members will not be allowed to attend this AGM in person at the Broadcast Venue on the day of the meeting.
Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at this AGM via the Remote Participation and Voting facilities (“RPV”) provided by AscendServ Capital Markets Services Sdn. Bhd. via **Dvote Online** website at **www.dvote.my**.
Please read these Notes carefully and follow the procedures in the Administrative Details for the Twelfth AGM in order to participate remotely via RPV.
- For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 8 November 2024**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
- A member who is entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the ACE Market Listing Requirements (“ACE LR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

NOTICE OF TWELFTH (12TH) ANNUAL GENERAL MEETING

9. A member who has appointed a proxy or attorney or authorised representative to participate at AGM via RPV **must request his/her proxy or attorney or authorised representative to register himself/herself for RPV** via **Dvote Online** website at **www.dvote.my**. Procedures to participate via RPV can be found in the Administrative Details for the Twelfth AGM.
10. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Registered Office of the Company situated at Office Suite No. 603, Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - (ii) By electronic means
The proxy form can be electronically lodged with the Poll Administrator of the Company via **Dvote Online** website at **www.dvote.my**.
Kindly refer to the Administrative Details for the Twelfth AGM on the procedure for electronic lodgement of e-proxy form.
11. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
12. Last date and time for lodging the proxy form is **Sunday, 17 November 2024 at 10.30 a.m.**
13. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office of the Company situated at Office Suite No. 603, Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
14. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative at the Registered Office of the Company situated at Office Suite No. 603, Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES ON ORDINARY BUSINESS

1. Audited Financial Statements for the Financial Year Ended 31 May 2024

This agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1) of the Act do not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on this agenda item is not put forward for voting by shareholders.

2. Resolutions 1 to 4 - Re-election of Directors

Mohd Hoshairy Bin Alias, Nor'Azamin Bin Salleh, Saleena Binti Mohd Ali and Hajar Roslin Binti Mohamad ("Retiring Directors") are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 12th AGM.

The Retiring Directors have no conflict of interest or potential conflict of interest with the Company or its subsidiaries and have no family relationship with any Director and/or major shareholder of the Company.

The Board had through the Nominating and Remuneration Committee ("NRC") carried out the assessment on the Retiring Directors and are satisfied that they have met the criteria as prescribed by Rule 2.20A of the ACE LR of Bursa Securities and Directors' Fit and Proper Policy on character, experience, integrity, competence and time to effectively discharge their role as Directors.

The Board had also through the NRC evaluated the independence of Nor'Azamin Bin Salleh, Saleena Binti Mohd Ali and Hajar Roslin Binti Mohamad and are satisfied that they have met the criteria of independence as prescribed in the ACE LR of Bursa Securities.

The Board (save for the Retiring Directors who have abstained from deliberation on discussions relating to their own re-election) believes that the contribution, commitment, and performance of the Retiring Directors continue to be invaluable and relevant to the long-term sustainable goals and success of the Company and supports their re-election as Directors.

3. Resolutions 5 to 11 - Directors' Fees and Benefits

Pursuant to Section 230(1) of the Act, 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.

Resolution 5, if approved, will authorise the payment of the shortfall in Directors' fees amounting to RM8,000 due to under provision of the budgeted Directors' fees for the period from the 11th AGM until the 12th AGM for Hajar Roslin Binti Mohamad, for her services rendered for the period from her appointment date on 24 November 2023 up to the 12th AGM.

The proposed Directors' fees and benefits for the period from the 12th AGM until the date of next AGM under Resolutions 6 to 11 are calculated based on the current Board composition and the number of scheduled Board and Committee meetings from the 12th AGM until the date of next AGM. The said Resolutions are to facilitate the payment of the Directors' fees and benefits to the Non-Executive Directors from the 12th AGM up till the next AGM of the Company.

In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.

4. Resolution 12 - Re-appointment of Auditors

The Board had on 10 September 2024 through the Audit and Risk Management Committee ("ARMC") assessed the suitability, objectivity and independence of the External Auditors, Messrs Baker Tilly Monteiro Heng PLT and considered the re-appointment of Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company in accordance with the External Auditor Policy of the Company. The ARMC and the Board collectively agreed and are satisfied that Messrs Baker Tilly Monteiro Heng PLT has the relevant criteria prescribed by Rule 15.21 of the ACE LR of Bursa Securities.

NOTICE OF TWELFTH (12TH) ANNUAL GENERAL MEETING

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. **Resolution 13 - Waiver of Pre-Emptive Rights pursuant to Section 85 of the Companies Act 2016**

This Special Resolution is pertaining to the waiver of pre-emptive rights granted to the shareholders pursuant to Section 85 of the Act. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive right. This Special Resolution, if passed, would allow the Directors to issue new shares to any person without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

2. **Resolution 14 - Authority to Allot Shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016**

Subject to passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Act, this resolution, if passed, will empower the Directors to issue and allot up to a maximum of 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

This mandate is to provide flexibility for the Company to issue new securities without the need to convene separate general meetings to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The purpose of the proposed general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for any possible fund raising activities including, but not limited to, further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or issuance of shares as settlement of purchase consideration, or other circumstances which may arise which involves grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought or approved, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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

Authority for Directors to allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016.

Kindly refer to item (2) of Explanatory Notes on Special Business on page 150.