

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Apex Equity Holdings Berhad (“**Apex**” or the “**Company**”) will be held at Conference Room, 10th Floor, Menara Apex, Off Jalan Semenyih, Bukit Mewah, 43000 Kajang, Selangor Darul Ehsan on Thursday, 29th September 2022 at 12.00 noon, for the purpose of considering and if thought fit, passing with or without modifications, the following Resolutions:

ORDINARY RESOLUTION 1**NULLIFICATION OF PAYMENT OF DIRECTOR’S FEES PAYABLE TO MR. CHOONG CHEE MENG APPROVED AT THE 32ND AGM**

“**THAT** approval be and is hereby given to the Company to nullify the Ordinary Resolution 2 passed at the 32nd Annual General Meeting held on 20 June 2022 in relation to the payment of Director’s fee of RM108,750-00 to Dato Choong Chee Meng Non-Executive Director of the Company payable on a quarterly basis with effect from the conclusion of the 32nd Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in 2023.”

ORDINARY RESOLUTION 2**NULLIFICATION OF PAYMENT OF DIRECTOR’S FEES PAYABLE TO MR. LEE SIOW HONG APPROVED AT THE 32ND AGM**

“**THAT** approval be and is hereby given to the Company to nullify the Ordinary Resolution 5 passed at the 32nd Annual General Meeting held on 20 June 2022 in relation to the payment of Director’s fee of RM112,125-00 to Mr. Lee Siow Hong Non-Executive Director of the Company payable on a quarterly basis with effect from the conclusion of the 32nd Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in 2023.”

ORDINARY RESOLUTION 3**PAYMENT OF DIRECTORS’ FEES AND BENEFITS TO NON-EXECUTIVE DIRECTORS**

“**THAT** approval be and is hereby given for the payment of Directors’ fees and benefits of up to RM544,775-00 to the Non-Executive Directors of the Company for the period from 20 June 2022 until the conclusion of the next Annual General Meeting of the Company to be held in 2023.”

ORDINARY RESOLUTION 4**GENERAL MANDATE TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“**THAT** subject always to the Companies Act 2016 (“the Act”), Articles of Association/ Constitution of the Company and approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other governmental/ regulatory bodies, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

SPECIAL RESOLUTION**PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION IN ITS ENTIRETY AND SUBSTITUTING WITH A NEW CONSTITUTION OF THE COMPANY (“PROPOSED ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION”)**

“**THAT** approval be and is hereby given to Apex to approve the proposed alteration of the existing Memorandum and Articles of Association in its entirety and substituting with a new Constitution of the Company, as set out in the Circular to Shareholders dated 7 September 2022.

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised and empowered to sign, execute, deliver and cause to be delivered on behalf of the Company all documents as the Board may consider necessary, with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Alteration of Memorandum and Articles of Association.”

By Order of the Board

LOW KIM HEOW (MAICSA 7007682)
SSM Practicing Certificate No. 201908002950

WONG YOUN KIM (MAICSA 7018778)
SSM Practicing Certificate No. 201908000410

Company Secretaries

Kajang

7 September 2022

Notes:

- For purpose of determining who shall be entitled to attend this meeting in accordance with Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 23 September 2022 and only Depositors whose name appear on such Record of Depositors shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. A proxy need not be a member of the Company but must attend the meeting in person to vote. The instrument appointing the proxy shall be in writing. If the appointor is a corporation the proxy appointed must be in accordance with the constitution of the corporation, and the instrument appointing a proxy shall be given under the corporation’s common seal or under the hand of an officer or attorney of the corporation duly authorised in that behalf.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with 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.
- All forms of proxy must be deposited at the Company’s Registered Office at Level 13A, ACE Tower, BQ2-B, Menara 3, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for the meeting or any adjournment thereof.
- Any alteration in this form must be properly signed by the member.

Explanatory Notes**Ordinary Resolutions 1 and 2****NULLIFICATION OF PAYMENT OF DIRECTOR’S FEES PAYABLE TO MR. CHOONG CHEE MENG AND MR. LEE SIOW HONG**

The shareholders had at the Company’s 32nd AGM held on 20th June 2022, approved amongst others the following fees and benefits to the Directors who are re-elected at the 32nd AGM:

payment of Director’s fee of RM108,750 to Dato Choong Chee Meng Non-Executive Director of the Company payable on a quarterly basis with effect from the conclusion of the 32nd Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in 2023.

payment of Director’s fee of RM112,125 to Mr. Lee Siow Hong Non-Executive Director of the Company payable on a quarterly basis with effect from the conclusion of the 32nd Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in 2023.

The above-mentioned Ordinary Resolutions passed had overtaken by events as a result of the re-designations of the Directors concerned.

Ordinary Resolution 3**PAYMENT OF DIRECTORS’ FEES AND BENEFITS**

The payment of Directors’ fees and benefits up to RM544,775-00 to the Non-Executive Directors of the Company for the period from 20 June 2022 until the conclusion of the next Annual General Meeting of the Company to be held in 2023 on a monthly basis.

The calculation of the Directors’ fees and benefits is based on the estimated number of scheduled Board/ Board Committees’ meetings.

Ordinary Resolution 4**GENERAL MANDATE TO ALLOT AND ISSUE SHARES**

The shareholders had approved a general mandate to allot and issue shares pursuant to Sections 75 and 76 of the Act at the Adjourned 31st Annual General Meeting (“**Adjourned AGM**”) held on 11 November 2021.

The Company did not issue any shares pursuant to mandate granted to the Directors at the Adjourned AGM as the need does not arise for any fund-raising activity for the purpose of investment, acquisition or working capital for the period from 11 November 2021 up to the expiry of the mandate at the last AGM.

The Board would like to seek shareholders’ approval for General Mandate to allot and issue shares at the coming EGM to be held on 29th September 2022.

The General Mandate to allot and issue shares, if passed, will give authority to the Directors of the Company, from the date of the EGM, to allot and issue shares or to make or grant offers, agreements or options in respect of shares to such persons, in their absolute discretion including to make or grant offers, agreements or options which would or might require shares in the Company to be issued after the expiration of the approval, without having to convene a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being.

The General Mandate to allot and issue shares, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company in accordance with Sections 75 and 76 of the Act. The General Mandate to allot and issue shares sought will enable the Directors of the Company to allot and issue shares, including but not limited to making a placement of shares for the purposes of raising funding for investment(s), working capital and general corporate purposes as deemed necessary, without having to convene a separate general meeting as to avoid incurring additional cost and time.

Special Resolution**PROPOSED ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to alter the existing Memorandum and Articles of Association in its entirety and to substitute the same with a new Constitution of the Company, taking into account the changes to the Act and to be in line with the amendments to the Listing Requirements since year 2017. The details of the new Constitution of the Company are as set out in **Appendix I** of this Circular.

The Proposed Alteration of Memorandum and Articles of Association is primarily for the purpose of streamlining the Constitution to be in line with the Act, the Listing Requirements, and the prevailing statutory and regulatory requirements to render consistency throughout in order to facilitate and further enhance administrative efficiency.