

NOTICE OF THE THIRD ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Third Annual General Meeting (“**3rd AGM**”) of the Company will be held at Ames Hotel Melaka, Jalan PKAK 2, Pusat Komersial Ayer Keroh, 75450 Ayer Keroh, Melaka on Monday, 26 May 2025 at 10:00 a.m. to transact the following business:

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.

Please refer to Note B
2. To approve a final single tier dividend of 0.25 sen per ordinary share in respect of the financial year ended 31 December 2024.

Ordinary Resolution 1
3. To approve the payment of Directors' Fees and Benefits Payable to the Non-Executive Directors of up to RM425,000 for the period from 27 May 2025 until the date of the next Annual General Meeting of the Company to be held in 2026.

Ordinary Resolution 2
4. To re-elect the following Directors, who are retiring under Clause 95.1 of the Constitution of the Company and being eligible, offer themselves for re-election: -  
(a) Mr. Chan Kam Chiew  
(b) Dato' Leanne Koh Li Ann

Ordinary Resolution 3  
Ordinary Resolution 4  
Ordinary Resolution 5
5. To re-appoint Messrs. Crowe Malaysia PLT as the Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration.

Special Business

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

6. **Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 (“The Act”)**

Ordinary Resolution 6
- “THAT** pursuant to Sections 75 and 76 of the Act, and the Directors of the Company be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.
- AND FURTHER THAT** the Board whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate.”
7. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Renewal of Shareholders' Mandate”)**

Ordinary Resolution 7

**“THAT** pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiary(ies) (“**Group**”) to enter into and give effect to the existing recurrent related party transactions of a revenue or trading nature particulars from time to time with the related parties as specified in Section 2.7 of the Circular to Shareholders dated 25 April 2025, provided that:

- (a) such arrangements and/or transactions are necessary for the Group's day-to-day operations;
- (b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
- (c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and

**THAT** such authority shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“**AGM**”), unless the authority is renewed by a resolution passed at the next AGM; or
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier.

**AND THAT** the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate.”

8. **Proposed Amendments to the Constitution of the Company (“Proposed Amendments”)**
- Special Resolution

**“THAT** the Proposed Amendments as set out in “Appendix A” be and is hereby approved and adopted.

**AND THAT** the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Amendments.”

9. To transact any other business for which due notice has been given in accordance with the Constitution of the Company.
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NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the 3rd AGM, a final single tier dividend of 0.25 sen per ordinary share in respect of the financial year ended 31 December 2024 will be payable on 26 June 2025 to holders of ordinary shares registered in the Record of Depositors at the close of business on 11 June 2025. A depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account on or before 4.30 p.m. on 11 June 2025 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

**LIM LI HEONG (MAICSA 7054716) (SSM Practising Certificate No. 202008001981)**  
**WONG MEE KIAT (MAICSA 7058813) (SSM Practising Certificate No. 202008001958)**

Company Secretaries

Kuala Lumpur  
25 April 2025

Notes:-

A. Proxy

1. A proxy may but need not be a member of the Company.
2. To be valid, this form, duly completed must be deposited at the office of the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South. No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than 24 hours before the time for holding the meeting Provided That in the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy/proxies have been duly completed by the member(s).
3. A member may appoint up to two (2) proxies to attend and vote at the meeting. Where a member appoints 2 proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
4. Where a member of the Company is an Authorised Nominee as defined under the Security Industry Central Depositories Act 1991 (“Authorised Nominee”), it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an Exempt Authorised Nominee 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.
6. If the appointor is a corporation, the Proxy Form must be signed by the appointor and executed under its common seal or under the hand of an attorney duly authorised.
7. Only depositors whose names appear in the Record of Depositors as at 19 May 2025 shall be entitled to attend the 3rd AGM.

B. Audited Financial Statements

Item 1 of the Agenda is meant for discussion only in accordance with Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

Explanatory Notes on Special Business

C. Item 2 – Approval of a final single tier dividend of 0.25 sen

Pursuant to Sections 131 and 132 of the Act, the Company may only make a distribution to the shareholders out of the profits available if the Company is solvent. Having performed the solvency test on the Company, the Board is satisfied that the Company will remain solvent for a period of 12 months immediately after the distribution.

D. Item 3 - Payment of Directors' Fees and Benefits Payable

Shareholders' approval is sought at this AGM for the payment of Directors' Fees and Benefits Payable to the Non-Executive Directors of the Company of up to an amount of RM425,000 for the period commencing from 27 May 2025 until the next AGM of the Company to be held in 2026. The Directors' Fees and Benefits Payable consist of Directors' Fee paid monthly for duties performed as Directors and attendance allowance for Board, Board Committee and general meetings attended.

The total amount of RM425,000 is estimated based on the current Board size and the estimated number of scheduled and additional unscheduled Board, Board Committees and general meetings to be held.

E. Item 4 - Re-election of Directors

Mr. Chan Kam Chiew and Dato' Leanne Koh Li Ann are retiring by rotation pursuant to Clause 95.1 of the Constitution of the Company and are standing for re-election at this AGM. Their profiles are provided in the Directors' Profile as disclosed on pages 14 to 15 of the Annual Report 2024.

In recommending their re-election, the Nomination Committee (“**NC**”) of the Company had assessed the contribution and the fit and proper criteria of the respective Directors. The Board had endorsed the NC's recommendation that Mr. Chan Kam Chiew and Dato' Leanne Koh Li Ann be re-elected as Directors of the Company.

F. Item 6 – Authority to allot and issue shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 6 proposed under Item 6 above, if passed, will give the Board flexibility to allot and issue new 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 Board 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 Board is of the opinion that the issue and allot shares up to an amount not exceeding ten per centum (10%) is in the best interest of the Company.

The general mandate sought for issue of shares is a new mandate. This authority will expire at the conclusion of the next AGM of the Company or at the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

As at the date of this Notice, no new shares were issued pursuant to the general mandate granted to the Directors of the Company at the last AGM held on 19 June 2024, which will lapse at the conclusion of the 3rd AGM to be held on 26 May 2025.

G. Item 7 – Proposed Renewal of Shareholders' Mandate

The proposed Resolution 7, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties which are necessary for the Group's day-to-day operations and are in the ordinary course of business which carried out on an arm's length basis based on normal commercial terms and on terms 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. The details of the proposal are set out in the Circular to Shareholders dated 25 April 2025.

H. Item 8 – Proposed Amendments to the Constitution of the Company

The Proposed Amendments to the Constitution of the Company is primarily to provide further clarify on certain terms of the Constitution and provide more flexibility for the Company and to ensure the compliance with the Act. The Proposed Amendments to be made to the Constitution are listed as per Appendix A, which is circulated together with the Notice of 3rd AGM dated 25 April 2025.

STATEMENT ACCOMPANYING THE NOTICE OF AGM

1. The Directors who are standing for re-election at the 3rd AGM of the Company pursuant to Clause 95.1 of the Company's Constitution are:

(i) Mr. Chan Kam Chiew

(ii) Dato' Leanne Koh Li Ann

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”);

(ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

(iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.