

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third (“3rd”) Annual General Meeting (“AGM”) of the Company will be held at Function Room 2 & 3, Level 1, Main Lobby, Kuala Lumpur Golf & Country Club (KLGCC), 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Tuesday, 24 June 2025 at 10:00 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' fees amounting to RM378,000.00 for the financial year ending 31 December 2025. (Ordinary Resolution 1)
- To approve the payment of benefits payable to the Non-Executive Directors up to an amount of RM20,000.00 for the period from 25 June 2025 until the date of the next Annual General Meeting of the Company. (Ordinary Resolution 2)
- To re-elect the following Directors, who are due to retire pursuant to Clause 21.7 of the Company's Constitution, and being eligible, have offered themselves for re-election:-
(a) Tan Sri Datuk Dr. Ir. Ahmad Tajuddin bin Ali; and (Ordinary Resolution 3)
(b) Mr. Yang Kian Lock. (Ordinary Resolution 4)
- To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

As Special Business

To consider and if thought fit, with or without any modification, to pass the following Ordinary and Special Resolutions:-

- ORDINARY RESOLUTION**
- **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS** (Ordinary Resolution 6)

“**THAT** pursuant to the Companies Act 2016 (“**the Act**”), ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), the Constitution of the Company, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

THAT in connection with the above, pursuant to Section 85 of the Act to be read together with Clause 16.6 of the Constitution of the Company, that approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Act;

AND THAT the Directors of the Company 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 FURTHER THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

- SPECIAL RESOLUTION**
- **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** (Special Resolution 1)

“**THAT** the proposed amendments to the Constitution of the Company, as annexed as Appendix I of the Annual Report for the financial year ended 31 December 2024, be and are hereby approved and come into effect upon transfer listing of the Company.

AND THAT the Directors be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the proposed amendments to the Constitution of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities.”

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

By Order of the Board

YEOW SZE MIN (MAICSA 7065735) (SSM PC NO. 201908003120)
YEE KIT YENG (MAICSA 7068292) (SSM PC NO. 202208000022)

Company Secretaries
Kuala Lumpur
Dated: 30 April 2025

Explanatory Notes:-

1. Audited Financial Statements for the financial year ended 31 December 2024

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolutions 3 to 4 - Re-election of Directors

For the purpose of determining the eligibility of the Director to stand for re-election at the 3rd AGM of the Company, the Board of Directors through its Nomination Committee had reviewed and assessed each of the retiring Directors from the annual assessment and evaluation of the Board of Directors for the financial year ended 31 December 2024.

Based on the results of the annual evaluations, the Board of Directors is satisfied with the performance and contributions of the retiring Directors namely, Tan Sri Datuk Dr. Ir. Ahmad Tajuddin bin Ali and Mr. Yang Kian Lock, and supports their re-election as Directors of the Company based on the following considerations:

- able to meet the Board of Directors' expectations in terms of character, experience, integrity, competency and time commitment in discharging their roles as Directors of the Company;
- exercised due care and carried out professional duties proficiently; and
- level of independence demonstrated by the Independent Non-Executive Director, where relevant.

The retiring Directors have consented to their re-election and abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board and Nomination Committee, where relevant.

The profiles of the retiring Directors are set out in the Annual Report in respect of the financial year ended 31 December 2024.

3. Ordinary Resolution 6 - Authority to Issue Shares pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights

The Company had been granted a general mandate on the authority to issue shares pursuant to the Act by its shareholders at the Second AGM of the Company held on 20 June 2024 (hereinafter referred to as the “**Previous Mandate**”). The Company wishes to renew the Previous Mandate at the 3rd AGM of the Company (hereinafter referred to as the “**New Mandate**”) and seek for waiver of pre-emptive rights under Section 85 of the Act read together with Clause 16.6 of the Constitution of the Company.

The Previous Mandate granted by the shareholders of the Company had not been utilised and hence no proceed was raised therefrom.

The purpose of seeking the New Mandate is to provide flexibility to the Directors of the Company for allotment of shares for any possible fund-raising activities for the purpose of funding future investment project(s), working capital, acquisition(s) and/or such other purposes as the Directors may deem fit without convening a general meeting as it would be both time and cost-consuming to organise a general meeting.

Pursuant to Section 85 of the Act read together with Clause 16.6 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other securities.

That proposed Ordinary Resolution 6, if passed, would allow the Directors to issue new shares to any person under authority to issue shares pursuant

to the Companies Act 2016 without having to offer new shares to be issued equally to all existing shareholders of the Company prior to issuance.

4. Special Resolution 1 – Proposed Amendments to the Constitution of the Company

The Proposed adoption of Special Resolution 1 is to streamline the Company's existing Constitution with the Main Market Listing Requirements of Bursa Securities and other prevailing statutory and regulatory requirements, while facilitate any future transfer of the listing of the Company from ACE Market to the Main Market of Bursa Securities, as well as to enhance administrative efficiency.

That Special Resolution 1, if passed, will take effect only on the date of listing of the Company on the Main Market of Bursa Securities.

Notes to the Notice of the 3rd AGM:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 June 2025 (*General Meeting Record of Depositors*) shall be eligible to attend, speak and vote at this Meeting.
- A member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead. A member may appoint more than one (1) proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the members to attend, participate, speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjournment thereof.

The lodging of the Form of Proxy does not preclude a member from attending and voting at the 3rd AGM should he subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan prior to the time stipulated for holding the 3rd AGM or any adjournment thereof.