

# Notice of 29<sup>th</sup> Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth (29<sup>th</sup>) Annual General Meeting (**AGM**) of Gadang Holdings Berhad (**the Company**) will be held as a fully virtual meeting conducted through live streaming and online remote voting using the Remote Participation and Voting ("**RPV**") facilities at the online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via its TIH Online website at <https://tiih.online> (Domain registration number with MYNIC: D1A282781) on Wednesday, 9 November 2022 at 10.00 a.m. for the following purposes:-

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 May 2022 together with the Reports of the Directors and Auditors thereon.  
**Please refer to Explanatory Note A**
2. To approve the payment of a first and final dividend of 0.7 sen per share in respect of the financial year ended 31 May 2022. (Ordinary Resolution 1)
3. To approve the payment of Directors' fees of up to RM350,000 for the financial year ending 31 May 2023, to be made payable quarterly. (Ordinary Resolution 2)  
**Please refer to Explanatory Note B**
4. To approve the payment of benefits payable to the Non-Executive Directors of the Company up to an amount of RM150,000 from 10 November 2022 until the next Annual General Meeting of the Company. (Ordinary Resolution 3)  
**Please refer to Explanatory Note B**
5. To re-elect the following Directors who retire by rotation pursuant to Clause 108 of the Company's Constitution and being eligible, have offered themselves for re-election:-  
(a) Tan Sri Dato' Seri Dr. Mohamed Ismail bin Merican (Ordinary Resolution 4)  
(b) Ms Kok Pei Ling (Ordinary Resolution 5)  
**Please refer to Explanatory Note C**
6. To re-elect Ms Wong Ping Eng who retires pursuant to Clause 115 of the Company's Constitution and being eligible, has offered herself for re-election. (Ordinary Resolution 6)  
**Please refer to Explanatory Note C**
7. To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 May 2023 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 7)  
**Please refer to Explanatory Note D**

### AS SPECIAL BUSINESS

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

#### 8. Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016

"**THAT**, pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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

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shares to be issued does not exceed 10% of the total issued 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 on Bursa Malaysia Securities Berhad, subject always to the approvals of the relevant regulatory authorities;

AND THAT pursuant to Section 85 of the Companies Act, 2016 to be read together with Clause 55 of the Company's Constitution, 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 Sections 75 and 76 of the Companies Act, 2016."

(Ordinary Resolution 8)

***Please refer to Explanatory Note E***

### 9. **Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature**

**"THAT**, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries ("Gadang Group") to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 29 September 2022 ("Circular") with the related party listed in Section 2.3 of the Circular which transactions are necessary for the day-to-day operations, in the ordinary course of business of Gadang Group on terms which are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders;

THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

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

whichever is the earlier;

AND THAT, the Directors and/or any of them 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 transactions contemplated and/or authorised by this resolution."

(Ordinary Resolution 9)

***Please refer to Explanatory Note F***

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

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### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT the first and final dividend of 0.7 sen per share, for the financial year ended 31 May 2022, if approved by the shareholders at the 29<sup>th</sup> AGM, will be paid on 9 December 2022 to Depositors whose names appear in the Record of Depositors at the close of business on 21 November 2022.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- a. shares transferred into the Depositor's Securities Account before 4.30 p.m. on 21 November 2022 in respect of transfers; and
- b. shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

### BY ORDER OF THE BOARD

TAN SEOK CHUNG, SALLY (MAICSA 0829689) (SSM PC No. 202008001386)  
Company Secretary

Kuala Lumpur  
29 September 2022

### NOTES ON APPOINTMENT OF PROXY AND ENTITLEMENT OF ATTENDANCE

1. *The 29<sup>th</sup> AGM will be held as a fully virtual meeting using live streaming and online remote voting through RPV facilities at the online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via TIIH Online website at <https://tiah.online> (Domain registration number with MYNIC: D1A282781). Please follow the procedures provided in the Administrative Guide for 29<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.*
2. *Only a depositor whose name appears in the Record of Depositors of the Company as at 2 November 2022 shall be regarded as a member entitled to attend, speak and vote, and to appoint not more than two (2) proxies to attend, speak and vote on his/her behalf, at the 29<sup>th</sup> AGM.*
3. *Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.*
4. *The instrument appointing a proxy ("**Form of Proxy**") shall be in writing under the hand of the appointor or of 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.*
5. *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 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. *The Form of Proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 29<sup>th</sup> AGM or at any adjournment thereof. Alternatively, you may submit the Form of Proxy electronically via TIIH Online website at <https://tiah.online> before the aforesaid lodgement cut-off time. Please refer to the Administrative Guide for the 29<sup>th</sup> AGM on the procedures for electronic lodgement of Proxy Form.*

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7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice will be put to vote by way of poll.

### EXPLANATORY NOTES:

**A. Audited Financial Statements for the financial year ended 31 May 2022**

This agenda item is meant for discussion only as under the provision of Section 340(1)(a) of the Companies Act, 2016, the audited financial statements do not require a formal approval of the members. Hence, this item will not be put forward for voting.

**B. Ordinary Resolutions 2 and 3 – Directors’ Fees and Benefits**

Pursuant to Section 230(1) of the Companies Act, 2016, fees and benefits payable to the directors of a listed company and its subsidiaries shall be approved by shareholders at a general meeting.

The proposed Ordinary Resolution 2, if passed, will authorise the payment of the following Directors’ fees to the Non-Executive Directors (“NEDs”) of the Company on a quarterly basis:

Category	Non-Executive Chairman	Non-Executive Directors
Directors’ Fees (per annum)	RM110,000	RM80,000 per Director

The proposed Ordinary Resolution 3, if passed, will authorise the payment of Directors’ benefits to the NEDs by the Company. The Directors’ benefits of RM150,000 for the period from 10 November 2022 until the next AGM in year 2023 are derived from the estimated meeting attendance allowance based on the number of scheduled meetings and unscheduled meetings (when necessary) for Board, Board Committees and general meetings as well as the number of NEDs involved in the meetings and leave passage or medical claims of the NEDs. The meeting attendance allowance for a NED is RM1,000 per meeting. The leave passage or medical claim for a NED is RM15,000 per annum.

**C. Ordinary Resolutions 4, 5 and 6 – Re-election of Directors**

Clause 108 of the Company’s Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at each AGM of the Company. All the Directors shall retire from office once at least in every three (3) years but shall be eligible for re-election. Tan Sri Dato’ Seri Dr. Mohamed Ismail bin Merican and Ms Kok Pei Ling are standing for re-election as Directors and being eligible, have offered themselves for re-election.

Based on the annual Board Evaluation, the Nomination & Remuneration Committee and the Board were satisfied with the said Directors’ performance and contributions to the Board and deliberations through their skills, experience, strengths and qualities and the ability to act in the best interest of the Company.

Clause 115 of the Company’s Constitution provides that any Director appointed by the Board shall hold office only until the next AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Ms Wong Ping Eng who was appointed as Independent Non-Executive Director of the Company on 25 May 2022, is standing for re-election and being eligible, has offered herself for re-election. Her expertise and experience that she brings to the Board, shall further strengthen the Board composition.

The Board has therefore recommended the re-election of each Director who is retiring at the 29<sup>th</sup> AGM. The profiles of the retiring Directors are set out in the Profile of Directors of the Annual Report 2022.

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### D. **Ordinary Resolution 7 – Re-appointment of Auditors**

The Board, through the Audit Committee, had reviewed and was satisfied with the performance and independence of Crowe Malaysia PLT during the financial year under review. The Board has therefore recommended the re-appointment of Crowe Malaysia PLT as external auditors of the Company for the financial year ending 31 May 2023.

### E. **Ordinary Resolution 8 – Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 8 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016, obtained from the shareholders at the last AGM. The resolution, if passed, will empower the Directors of the Company to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued does not exceed 10% of the issued shares of the Company for the time being. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares of the Company were issued pursuant to the mandate granted at the last AGM held on 3 November 2021 of which will lapse at the conclusion of this 29<sup>th</sup> AGM and hence, no proceeds were raised.

This 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 project(s), working capital and/or acquisition(s) and thereby reducing administrative time and costs associated with the convening of additional shareholders meeting(s).

### F. **Ordinary Resolution 9 – Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature**

The proposed Ordinary Resolution 9 is in relation to the approval of Shareholders' Mandate for Recurrent Related Party Transactions and if passed, will empower the Company and its subsidiaries ("Gadang Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for Gadang Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The details relating to Ordinary Resolution 9 are set out in the Circular to Shareholders dated 29 September 2022, which is available at the Company's website at <https://www.gadang.com.my>.

# Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

- There are no individuals who are standing for election as Directors at the 29<sup>th</sup> Annual General Meeting of the Company.
- Details of the general mandate to issue securities in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016 are set out in Explanatory Note E of the Notice of this meeting.