

**NOTICE IS HEREBY GIVEN** that the Fourteenth (“14<sup>th</sup>”) Annual General Meeting (“AGM”) of TURBO-MECH BERHAD (the “Company”) will be held at Tiara Rini Ballroom, The Royale Chulan The Curve Hotel, 6 Jalan PJU 7/3, Mutiara Damansara, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 22 May 2023 at 3:00 p.m. for the following purposes:-

**AGENDA**

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.  
(Explanatory Note 1)
- To approve a final single-tier dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2022.  
(Ordinary Resolution 1)
- To re-elect Encik Omar Bin Mohamed Said who retires by rotation pursuant to Clause 101 of the Constitution of the Company.  
(Ordinary Resolution 2)
- To re-elect Encik Nasaruddin Bin Mohamed Ali who retires by rotation pursuant to Clause 101 of the Constitution of the Company.  
(Ordinary Resolution 3)
- To re-elect Puan Nurul Ain Binti Khirul Ashar who retires pursuant to Clause 104 of the Constitution of the Company.  
(Ordinary Resolution 4)
- To approve the Directors’ fees up to an aggregate amount of RM119,000 and benefits payable of up to RM41,000 for the period from 23 May 2023 until the next AGM of the Company and the payment thereof.  
(Ordinary Resolution 5)
- To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.  
(Ordinary Resolution 6)

**As Special Business**

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

- Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”); And Waiver of Pre-Emptive Rights Over New Ordinary Shares (“Shares”) in the Company under Section 85(1) of the Act read together with Clause 56 of the Constitution of the Company**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the share capital of the Company at any time until the conclusion of the next AGM 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issuance.

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 56 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company

AND THAT the new shares to be issued shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”  
(Ordinary Resolution 7)

- Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Renewal of Shareholders’ Mandate”)**

“THAT, pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries, to enter and give effect to the recurrent related party transactions of a revenue or trading nature (hereinafter referred to as “Recurrent Transactions”) with the related parties as stated in Section 2.3 of the Circular to Shareholders dated 21 April 2023 which are necessary for the day-to-day operations of the Company and its subsidiaries subject further to the following:-

- the Recurrent Transactions contemplated are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public, and are not to the detriment of the minority shareholders of the Company; and
- disclosure will be made in the Annual Report of the breakdown of the aggregate value of the Recurrent Transactions conducted pursuant to the Proposed Renewal of Shareholders’ Mandate during the financial year on the type of Recurrent Transactions made, the names of the related parties involved in each type of Recurrent Transactions and their relationships with the Company.

AND THAT the approval is subject to annual renewal and shall only continue to be in force until:-

- the conclusion of the next Annual General Meeting (“AGM”) of the Company following the Fourteenth AGM of the Company at which the Proposed Renewal of Shareholders’ Mandate will be tabled;
- the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earliest.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts and things to give full effect to the Recurrent Transactions contemplated and/or authorised by this Proposed Renewal of Shareholders’ Mandate, as the Directors of the Company, in their absolute discretion, shall deem fit.”  
(Ordinary Resolution 8)

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS HEREBY GIVEN THAT** a final single-tier dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2022, if approved, will be paid on 22 June 2023. The entitlement date for the payment is 9 June 2023.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor’s Securities Accounts before 4.30 p.m. on 9 June 2023 in respect of transfer; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

**Tai Yit Chan** (SSM PC No. 202008001023 & MAICSA 7009143)  
**Chan Yoke Peng** (SSM PC No. 202008001791 & MAICSA 7053966)

Company Secretaries  
Selangor Darul Ehsan  
Date: 21 April 2023

**NOTES:-**

- A member entitled to attend and vote is entitled to appoint not more than two (2) proxies. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, 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 (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at the Company’s Share Registrar’s office at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Any termination of a person’s authority to act as a proxy shall be notified in writing and received by the Company at the registered office before the commencement of this Meeting.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 May 2023 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the meeting or appoint proxy(ies) to attend, participate, speak and vote on his behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), all the resolutions set out in the Notice of the 14<sup>th</sup> AGM will be put to vote by way of poll.
- Mr Tam Juat Hong (“Mr Tam”) was appointed as an Independent Director of the Company on 25 May 2012 and has served for a cumulative term of more than nine (9) years prescribed by the Malaysian Code on Corporate Governance 2021 (“MCCG”). Pursuant to the mandate given by the shareholders of the Company at the Thirteenth AGM held on 23 May 2022, his office as Independent Director of the Company be retained until the conclusion of the forthcoming 14<sup>th</sup> AGM of the Company. Mr Tam has expressed that he does not wish to be retained as Independent Director of the Company at the 14<sup>th</sup> AGM and wishes to retire from the board at the conclusion of the 14<sup>th</sup> AGM. Therefore, he shall retire at the conclusion of the 14<sup>th</sup> AGM pursuant to the MCCG.

**EXPLANATORY NOTES ON ORDINARY BUSINESS AND SPECIAL BUSINESS**

- Agenda Item 1 - Audited Financial Statements**  
The Audited Financial Statements 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 shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- Ordinary Resolutions 2, 3 and 4 - Re-election of Directors**  
For the purpose of determining the eligibility of the Directors to stand for re-election at the 14<sup>th</sup> AGM of the Company, the Board of Directors (“Board”) through its Nomination Committee (“NC”) undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the MCCG and MMLR of Bursa Securities, which includes the following:-
  - Performance and effectiveness of the Board as a whole, Board Committees and individual Directors;
  - Independence of the Independent Director; and
  - Fit and proper assessment.The NC and the Board are satisfied that the Directors, namely Encik Omar Bin Mohamed Said, Encik Nasaruddin Bin Mohamed Ali and Puan Nurul Ain Binti Khirul Ashar (collectively, “the retiring Directors”) standing for re-election have performed their duties as per the Board Charter and they will continue to bring to bear their knowledge, experience and skills and contribute effectively to the Board’s discussions, deliberations and decisions. In view thereof, the Board recommends that they be re-elected as Directors of the Company.  
The retiring Directors being eligible, have offered themselves for re-election at the 14<sup>th</sup> AGM.  
The three (3) retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election at the relevant NC and Board meetings.  
The profiles of the Directors who are standing for re-election under Ordinary Resolutions 2, 3 and 4 are set out in the Profiles of the Board of Directors on pages 8 to 10 of the Annual Report 2022.
- Ordinary Resolution 5 – Directors’ Fees and Benefits Payable**  
Section 230(1) of the Companies Act 2016 provides amongst others, that the Directors’ fees and benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the members’ approval shall be sought at this 14<sup>th</sup> AGM on the Directors’ fees and benefits payable. The amount of Directors’ fees only consists of the fees payable to Directors as members of the Board.  
The amount of Directors’ benefits payable comprises meeting allowances from this AGM until the conclusion of the next AGM of the Company to be held in 2024.  
The current annual fee for Directors, which was last approved by the Board in 2022 had remained unchanged since financial year 2018. During a review in 2023, the Remuneration Committee recommended and the Board has approved that the fees payable to Directors as members of the Board shall remain unchanged, subject to shareholders’ approval at this 14<sup>th</sup> AGM.

The amount of Directors’ benefits payable comprises meeting allowances from this AGM until the conclusion of the next AGM of the Company to be held in 2024.

The current annual fee for Directors, which was last approved by the Board in 2022 had remained unchanged since financial year 2018. During a review in 2023, the Remuneration Committee recommended and the Board has approved that the fees payable to Directors as members of the Board shall remain unchanged, subject to shareholders’ approval at this 14<sup>th</sup> AGM.

- Ordinary Resolution 7 - Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016; and Waiver of pre-emptive rights**

The Company had, during its Thirteenth AGM held on 23 May 2022, obtained its shareholders’ approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”).

Ordinary Resolution 7 proposed under item 8 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the total number of issued shares (excluding treasury shares, if any) of the Company for such purposes as the Directors consider would be in the best interest of the Company (“General Mandate”). This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders’ approval when such opportunities or needs arise.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 56 of the Constitution of the Company will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the Thirteenth AGM held on 23 May 2022 and which will lapse at the conclusion of the 14<sup>th</sup> AGM. If there should be a decision to issue new shares after the General Mandate is obtained, the Company will make an announcement in respect thereof.

- Ordinary Resolution 8 - Proposed Renewal of Shareholders’ Mandate**

For further information on Ordinary Resolution 8, please refer to the Circular to Shareholders dated 21 April 2023.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, 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.

## PROXY FORM



(Registration No. 200901020166 (863263-D))  
(Incorporated in Malaysia)

No. of Shares Held	CDS Account No.

\*I/We, \_\_\_\_\_ (NRIC No. /Passport No. /Registration No. \_\_\_\_\_)  
of \_\_\_\_\_ (full address)  
being a member of **TURBO-MECH BERHAD**, hereby appoint \_\_\_\_\_  
(NRIC No. /Passport No. \_\_\_\_\_) of \_\_\_\_\_ (full address)  
or failing him/her, \_\_\_\_\_ (NRIC No. /Passport No. \_\_\_\_\_)  
of \_\_\_\_\_ (full address)  
or # the Chairman of the Meeting as \*my/our proxy to vote for \*me/us on \*my/our behalf at the Fourteenth Annual General Meeting of Turbo-Mech Berhad (the "Company") to be held at Tiara Rini Ballroom, The Royale Chulan The Curve Hotel, 6 Jalan PJU 7/3, Mutiara Damansara, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 22 May 2023 at 3:00 p.m. or at any adjournment thereof, on the following resolutions referred to in the notice of the Fourteenth Annual General Meeting.

My/Our proxy is to vote as indicated below:-

	RESOLUTION	FOR	AGAINST
Ordinary Resolution 1	To approve a final single-tier dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2022.		
Ordinary Resolution 2	To re-elect Encik Omar Bin Mohamed Said who retires by rotation pursuant to Clause 101 of the Constitution of the Company.		
Ordinary Resolution 3	To re-elect Encik Nasaruddin Bin Mohamed Ali who retires by rotation pursuant to Clause 101 of the Constitution of the Company.		
Ordinary Resolution 4	To re-elect Puan Nurul Ain Binti Khirul Ashar who retires pursuant to Clause 104 of the Constitution of the Company.		
Ordinary Resolution 5	To approve the Directors' fees up to an aggregate amount of RM119,000 and benefits payable of up to RM41,000 for the period from 23 May 2023 until the next Annual General Meeting.		
Ordinary Resolution 6	To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 7	Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016 and Waiver of Pre-Emptive Rights.		
Ordinary Resolution 8	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions.		

(Mark either box if you wish to direct the proxy how to vote. If you do not do so, the proxy may vote on the resolution or abstain from voting as the proxy thinks fit. If you appoint two proxies and wish them to vote differently, this should be specified.)

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

	No. of Shares	Percentage
Proxy 1		%
Proxy 2		%
Total		100%

# If you wish to appoint other person(s) to be your proxy/proxies, kindly delete the words "the Chairman of the Meeting" and insert the name(s) of the person(s) desired.

\* Delete if not applicable

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_  
Signature of Shareholder or Common Seal  
Contact No.:

^ Manner of execution:-

- If you are an individual member, please sign where indicated.
- If you are a corporate member which has a common seal, this Form of Proxy should be executed under seal in accordance with the Constitution of your corporation.
- If you are a corporate member which does not have a common seal, this Form of Proxy should be affixed with the rubber stamp of your corporation (if any) and executed by:-
  - at least two (2) authorised officers, of whom one shall be a director; or
  - any Director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

NOTES:-

- (1)

A member entitled to attend and vote is entitled to appoint not more than two (2) proxies. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- (2)

Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (3)

The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (4)

The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at the Company’s Share Registrar’s office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200
- Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Any termination of a person’s authority to act as a proxy shall be notified in writing and received by the Company at the registered office before the commencement of this Meeting.
- (5)

In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 May 2023 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the meeting or appoint proxy(ies) to attend, participate, speak and vote on his behalf.
- (6)

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

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and /or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to Personal Data Protection Act, 2010.

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**Turbo-Mech Berhad**  
c/o Boardroom Share Registrars Sdn. Bhd.  
11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

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