



SOLID AUTOMOTIVE BERHAD

Registration No. 201201032237 (1016725-P)
(Incorporated in Malaysia)

NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting ("11th AGM") of Solid Automotive Berhad ("Solid" or "the Company") will be held at **FLO 436, Jalan Gangsa, Kawasan Perindustrian Pasir Gudang, 81700 Pasir Gudang, Johor, Malaysia on Wednesday, 27 September 2023 at 10.00 a.m.** for the following purposes:-

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 April 2023 together with the Directors' and Auditors' reports thereon.
- To sanction the payment of Directors' fees for the financial year ending 30 April 2024, to be payable on quarterly basis in arrears.
- To re-elect the following Directors who retire in accordance with Clause 110 and Clause 117 of the Company's Constitution:

- 3.1 Mr. Chai Yee Man
- 3.2 Ms. Tan Siew Peng
- 3.3 Mr. Ker Shilong
- 3.4 Mr. Ker Hong

- To re-appoint the retiring Auditors, Messrs Crowe Malaysia PLT as Auditors and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions:

5. Ordinary Resolution

Proposed Resolution to Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016 ("CA 2016") and waiver of pre-emptive rights pursuant to the CA 2016

"THAT, subject always to the CA 2016, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 75 and 76 of the CA 2016, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

THAT in connection with the above, pursuant to Section 85 of the CA 2016 to be read together with Clause 59 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion to their holdings at such price and on such terms to be offered arising from any issuance of the new shares above by the Company."

- 6. Retention of Independent Non-Executive Director, Ms. Tan Lay Beng**

"THAT Ms. Tan Lay Beng be retained as an Independent Non-Executive Director of the Company notwithstanding that she has served the Company for a cumulative term of more than nine (9) years in accordance with the Malaysian Code on Corporate Governance."

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

FURTHER NOTICE IS HEREBY GIVEN that for the purpose of determining who shall be entitled to attend the 11th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 20 September 2023 and only a Depositor whose name appears 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.

By Order of the Board

TAI YIT CHAN (SSM PC No. 202008001023) (MAICSA 7009143)

SANTHI A/P SAMINATHAN (SSM PC No. 201908002933) (MAICSA 7069700)
Company Secretaries

Johor Bahru
29 August 2023

NOTES:

1. Audited Financial Statements

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put forward for voting.

2. Vote by way of poll

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

3. Form of Proxies

- A member of the Company who is entitled to attend and vote at the meeting, shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting, and that a proxy may but need not be a Member. There shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
- A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- Appointment of proxies (2) where a member 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- The appointment of a proxy may be made in hard copy form or by electronic form. In the case of an appointment made in hard copy form, the Form of Proxy, duly completed must be deposited at 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, Malaysia. In the case of electronic appointment, the Form of Proxy must be deposited via TIH Online at <https://tih.online>. Please refer to the Administrative Guide for further information on electronic submission. All Form of Proxy submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.
- Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly. If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- Last date and time for lodging the Form of Proxy is Monday, 25 September 2023 at 10.00 a.m.
- For the purpose of determining who shall be entitled to participate in the meeting, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 75 of the Company's Constitution to issue a Record of Depositors as at 20 September 2023. Only members whose names appear in the said Record of Depositors shall be eligible to participate, speak and vote at the meeting or appoint proxy(ies) to participate, speak and vote on his/her behalf.
- A member is permitted to give the Company notice of revocation of a person's authority to act as proxy not less than forty eight (48) hours before the time appointed for holding the meeting. The notice of revocation must be in writing and be deposited at the registered office of the Company or by Electronic Communication, be sent to TIH Online at <https://tih.online>.
- Please bring along the ORIGINAL of the following documents (whichever applicable) for verification purposes at the registration counter:- (a) Identity Card (NRIC for Malaysian), or (b) Police Report (for loss of NRIC for Malaysian), or (c) Passport (for Foreigner).

4. Explanatory Notes :

- Ordinary Resolution 1 - To sanction the payment of Director's fees for the financial year ending 30 April 2024, to be payable on quarterly basis in arrears.
Section 230(1) of the CA 2016 provides that "fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval shall be sought at this Annual General Meeting ("AGM") for the payment of Directors' fees to the Directors of the Company under Resolution 1.
Under Ordinary Resolution 1, the quantum of the Directors' fees proposed for the financial year ending 30 April 2024 of RM412,000.00 payable on the quarterly basis in arrears and assuming that all the Directors will hold office until the conclusion of the aforesaid financial year and there is no appointment of additional Board member(s) during the said financial year ending 30 April 2024. The total Directors' fees paid for the financial year ended 30 April 2023 did not exceed the amount of RM267,000.00 approved by the shareholders at the Company's Tenth AGM held on 27 September 2022.
The proposed Resolution 1, if passed, is to facilitate the payment of Directors' fees on a quarterly basis and/or as and when incurred. The Board opined that it is just and equitable for the Directors to be paid such payment on such basis upon them discharging their responsibilities and rendering their services to the Company. In the event, where the payment of Directors' fees payable during the above period exceeded the estimated amount sought at this AGM, a shareholders' approval will be sought at the next AGM.
- Ordinary Resolution 2, 3, 4 and 5 – Re-election of retiring Directors
Clause 110 of the Company's Constitution expressly states that at the AGM in every subsequent year, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then, the number nearest to one-third shall retire from office and be eligible for re-election.

Whereas, Clause 117 of the Company's Constitution provides that any Director so appointed until to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following 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 such meeting.

Pursuant to Clause 110 of the Company's Constitution, Mr. Chai Yee Man is standing for re-election at this AGM. The profile of Mr. Chai Yee Man is page 6 of the Board of Directors' Profile in the Annual Report 2023.

Pursuant to Clause 117 of the Company's Constitution, Ms. Tan Siew Peng, Mr. Ker Shilong and Mr. Ker Hong are standing for re-election at this AGM. The profile of Ms. Tan Siew Peng, Mr. Ker Shilong and Mr. Ker Hong are provided on page 4, 5 and 6 of the Board of Directors' Profile in the Annual Report 2023.

iii. Ordinary Resolution 6 – Re-appointment of Auditors

The Audit Committee and the Board have considered the re-appointment of Crowe Malaysia PLT as Auditors of the Company and collectively agreed that Crowe Malaysia PLT has met the relevant criteria prescribed under Paragraph 15.21 of the MMLR of Bursa Malaysia Securities Berhad. Crowe Malaysia PLT have indicated their willingness to continue their service to the Company.

iv. Ordinary Resolution 7 - Proposed Authority to Issue Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016 ("CA 2016") and waiver of pre-emptive rights pursuant to the CA 2016

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company, from the date of the above AGM, authority to issue and allot shares from the unissued capital of the Company up to an amount not exceeding in total ten percent (10%) of the total issued and paid-up share capital of the Company for such purposes and to such person or persons as the Directors in their absolute discretion consider to be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The mandate sought under Ordinary Resolution 7 above is a renewal of an existing mandate and there was no proceed raised from the previous mandate up to the last practicable date, 15 August 2023.

The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercise including but not limited to further placement of shares for purposes funding current and/or future investment projects, working capital, repayment/paying down of borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration.

v. Ordinary Resolution 8 – Retention of Independent Non-Executive Director, Ms. Tan Lay Beng pursuant to the Malaysian Code on Corporate Governance

Ms. Tan Lay Beng was appointed as an Independent Non-Executive Director on 18 August 2014. As at the date of the notice of the 11th AGM, she has served the Company for more than nine (9) years. She has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("MMLR"). The Board, therefore, considers her to be independent and believes that she should be retained as Independent Non-Executive Director based on the justifications as set out below:

- She fulfilled the criteria under the definition on Independent Non-Executive Director as stated in the MMLR of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgement to the Board.
- She has been with the Company for more than nine years as Independent Non-Executive Director and therefore understand the Company's business operations which enable her to participate actively and contribute during deliberations or discussions at Board meetings without compromising her independence and objective judgement.
- She has contributed sufficient time and efforts and attended all Board meetings.
- She has exercised her due care during her tenure as Independent Non-Executive of the Company and carried out her professional duties in the interest of the Company and shareholders.

Ms. Tan Lay Beng shall be subjected to two tier voting in accordance with the Malaysian Code on Corporate Governance as she has served the Company for more than nine (9) years.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a 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 representatives 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.