

Notice of Second Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting (“**2nd AGM**”) of Evergreen Max Cash Capital Berhad (“**EMCC**” or the “**Company**”) which will be conducted on a fully virtual manner through live streaming and online meeting platform of TIIH Online provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) on Wednesday, 26 June 2024 at 10.00 a.m. or at any adjournment thereof, to transact the following businesses:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 3)**
2. To approve the payment of Directors’ fees up to an amount of RM360,000.00 for the period from the conclusion of 2nd AGM until the next AGM of the Company. **(Resolution 1)**
3. To re-elect the following Directors who are retiring by rotation in accordance with Clause 111 of the Company’s Constitution and, who being eligible, offer themselves for re-election:
 - (i) Dato’ Low Kok Chuan **(Resolution 2)**
 - (ii) Datin Tea Guat Ngo **(Resolution 3)**
 - (iii) Mr. Low Kai Loon **(Resolution 4)**
4. To re-appoint Messrs. Chengco PLT as External Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration. **(Resolution 5)**

As Special Business

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

5. **Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016 and waiver of pre-emptive rights pursuant to Section 85 of the Companies Act, 2016** **(Resolution 6)**

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (“**the Act**”), the Constitution of the Company and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company be and are hereby authorised to allot and issue new shares in the Company, grant rights to subscribe for new shares in the Company, convert any securities into new shares in the Company, or allot new shares in the Company under an agreement or option or offer (collectively, the “**New Shares**”) from time to time, at such issue price, to such persons and for such purposes and upon such terms and conditions as the Directors of the Company may in their absolute discretion deem fit, provided that the aggregate number of such New shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such New Shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being (“**Proposed General Mandate**”)

THAT such approval of the Proposed General Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company held after the approval was given;
- (b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT pursuant to Section 85 of the Act, read together with Clause 65 of the Constitution of the Company, approval be and is given to waive the Company’s shareholders’ statutory pre-emptive rights of the shareholders of the Company to be offered with the New Shares ranking equally to the existing issued shares of the Company arising from issuance of the New Shares in the Company to the allottees.

THAT the Directors be and are hereby authorised to issue any New Shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors of the Company may determine.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares to be issued on the ACE Market of Bursa Securities

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

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

(Resolution 7)

“THAT subject to Rule 10.09 of the ACE Market Listing Requirements of Bursa Securities, the Company and/or its subsidiaries be and are hereby authorised to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 26 April 2024 with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries’ day-to-day operations and which are carried out in the ordinary course of business on terms which are not more favorable to the related parties than those generally available to the public and are not to the detriment of its minority shareholders.

THAT the authority conferred by such mandate shall commence upon the pasting of this resolution and continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give full effect to the transactions contemplated and/or authorized by this resolution.”

7. To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD

TAN KOK SIONG (SSM PC NO. 202008001592) (LS0009932)

YEE SEK LING (SSM PC NO. 202008004358) (LS0010508)

Company Secretaries

Kuala Lumpur

Date: 26 April 2024

Notes:-

1. IMPORTANT NOTICE

An online meeting platform can be recognised as the meeting venue under Section 327(2) of the Companies Act, 2016 if the online meeting platform in Malaysia and all meeting participants including the Chairman of the meeting, board member and shareholders are to participate in the meeting online.

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 2nd AGM via the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIH Online website at <https://tiah.online>.

Please read these Notes carefully and follow the procedures in the Administrative Guide for the 2nd AGM in order to participate remotely via RPV facilities.

2. APPOINTMENT OF PROXY

- (a) For the purpose of determining who shall be entitled to participate at this 2nd AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 19 June 2024. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
- (b) A member entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate and vote in his place. A proxy may but need not be a member of the Company.
- (c) A member of the Company who is entitled to participate and vote at this AGM of the Company may appoint not more than two (2) proxies to participate and vote instead of the member at the AGM.
- (d) Where a member of the Company is an exempt authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- (e) 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- (f) Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (g) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited with 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, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) In electronic form
In the case of an appointment made via online lodgement facility, please lodge the Proxy Form electronically via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for the 2nd AGM on the procedures for electronic lodgement of Proxy Form.
- (h) Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
- (i) Last date and time for lodging the Proxy Form is on **Monday, 24 June 2024 at 10.00 a.m.**
- (j) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at 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 or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 2nd AGM or adjourned 2nd AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

- (k) A corporate member who has appointed a representative, please deposit the **ORIGINAL** or **DULY CERTIFIED** certificate of appointment with the Share Registrar of the Company, 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, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
- (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES ON ORDINARY BUSINESS

3. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2023

The Audited Financial Statements is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 (“**the Act**”) does not require a formal approval from the shareholders. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.

4. Resolution 1 - Directors’ Fees

Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors of the Company shall be approved at a general meeting.

The Nomination and Remuneration Committee had reviewed the Directors’ fees for the Non-Executive Directors for the following period, taking into consideration the market trends for similar positions, time commitment and responsibilities of the respective Directors.

The proposed Ordinary Resolution 1, if passed, will give authority to the Company to pay the Directors’ fees from 26 June 2024 until the next AGM of the Company to be held in 2025.

5. Resolutions 2 to 4 - Re-election of Directors

Dato’ Low Kok Chuan, Datin Tea Guat Ngo and Low Kai Loon who retire by rotation in accordance with the Company’s Constitution and being eligible, have offered themselves for re-election at the 2nd AGM.

The Board had through the Nomination and Remuneration Committee (“**NRC**”) carried out the assessment on the Directors and agreed that all Directors meet the criteria as prescribed by Rule 2.20A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their role as Directors.

6. Resolution 5 - Re-appointment of Auditors

The Board has through the Audit and Risk Management Committee (“**ARMC**”) assessed the suitability and independence of the External Auditors, Messrs. Chengco PLT (“**Chengco**”) and considered the re-appointment of Chengco as Auditors of the Company for the financial year ending 31 December 2024. The Board and ARMC collectively agreed and satisfied that Chengco has the relevant criteria prescribed by Rule 15.21 of the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad. .

7. Explanatory Notes on Special Business

(i) Resolution 6 – Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Resolution 6 is prepared for the purpose of granting a renewed general mandate (“**General Mandate**”) and empowering the Directors to allot shares in the Company to be utilised for such purposes as the Directors consider would be in the interest of the Company, up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being (“**Proposed General Mandate**”).

This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or at the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The General Mandate will provide flexibility to the Company to issue and allot new shares in the Company 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 Proposed General Mandate is to facilitate possible future fund-raising exercises including but not limited to placement of shares for purposes of funding acquisition and/or investment exercises, working capital, repayment of bank borrowings, operational expenditure and settlement of trade creditors

Pursuant to Section 85 of the Act read together with Clause 65 of the Company’s Constitution, 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. This Resolution 6, if passed, will exclude the shareholders’ pre-emptive right to be offered new shares to be issued by the Company.

(ii) Resolution 7 – Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Resolution 7, if passed, will take immediate effect upon conclusion of the 2nd AGM and will continue to be in force until the conclusion of the next AGM of the Company’s or until the expiration of the period within which the next AGM is required by law to be held (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act), unless revoked or varied by the Company in a general meeting, whichever is earlier.

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 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.