

**NOTICE OF SIXTH (6<sup>TH</sup>) ANNUAL GENERAL MEETING**

**NOTICE IS GIVEN THAT** the 6<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held at Seminar 1 & 2, Level 3, Courtyard by Marriott Kuala Lumpur South, 137, Jalan Puchong, 58200 Kuala Lumpur on Tuesday, 10 June 2025 at 10.00 a.m. to transact the following businesses:-

**AGENDA**

**Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Directors' and the Auditors' Reports thereon. (Please refer to Note 1 of the Explanatory Notes on Ordinary Business)
- To re-elect the following Directors who retire pursuant to Clause 76(3) of the Company's Constitution and who being eligible, as Directors of the Company:-
  - Dato' Seri Dr. Chen Chaw Min (Resolution 1)
  - Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim (Resolution 2)
  - Mohd Sahir Bin Rahmat (Resolution 3)
- To approve the payment of Non-Executive Directors' fees and benefits of up to RM662,000.00 for the period from 11 June 2025 until the conclusion of the next Annual General Meeting of the Company to be held in the year 2026. (Resolution 4)
- To re-appoint KPMG PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. (Resolution 5)

**Special Business**

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

- ORDINARY RESOLUTION PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** (Resolution 6)

"THAT approval and authority be and are hereby given for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with the related parties ("Proposed Shareholders' Mandate") as set out in Section 2.4 of the Circular to Shareholders of the Company dated 29 April 2025 in relation to the Proposed Shareholders' Mandate, provided that such transactions are undertaken in the ordinary course of business, at arm's length and based on commercial terms and on terms not more favourable to the related party than those generally available to/from the public and are not detrimental to the minority shareholders and that the breakdown of the aggregate value of the recurrent related party transactions conducted/to be conducted during the financial year, including the types of recurrent related party transactions made and the names of the related parties, will be disclosed in the annual report of the Company pursuant to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

AND THAT such approval, shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- 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 Companies Act 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution."

- To consider any other business of which due notice shall be given in accordance with the Companies Act 2016.

By Order of the Board

**REBECCA KONG SAY TSUI (SSM PC NO. 202008001003) (MAICSA 7039304)**  
**YENG SHI MEI (SSM PC NO. 202008001282) (MAICSA 7059759)**  
Company Secretaries

Selangor Darul Ehsan  
29 April 2025

**NOTES:**

- For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 30 May 2025**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote (collectively, "participate") on his/her/its behalf.
- A member who is entitled to participate in this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities").
- Where a member of the Company is an 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.
- Where a member of the Company 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. 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.
- 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.
- 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 general meeting at which the person named in the appointment proposes to vote:
  - In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Registered Office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
  - By electronic means  
The proxy form can be electronically lodged with the Share Registrar of the Company via **Dvote Online** website at <https://www.dvote.my>.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Sunday, 8 June 2025 at 10.00 a.m.**
- Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the Poll Administrator(s) and/or Scrutineer(s) for verification upon request:
  - Identity card (NRIC) (Malaysian); or
  - Police report (for loss of NRIC) / Temporary NRIC (Malaysian); or
  - Passport (Foreigner).
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting 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.
- For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative at the Registered Office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia. Alternatively, please bring the **ORIGINAL** certificate of appointment of authorised representative if it has not been deposited at the Company's Registered Office earlier. The certificate of appointment of authorised representative should be executed in the following manner:
  - 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.
  - 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:
    - 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 the corporate member is incorporated.

**EXPLANATORY NOTES ON ORDINARY BUSINESS**

**1. Audited Financial Statements for the Financial Year Ended 31 December 2024**

This agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1) of the Companies Act 2016 ("the Act") do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item on the agenda is not put forward for voting by shareholders.

**2. Resolutions 1 to 3 – Re-election of Directors**

Dato' Seri Dr. Chen Chaw Min, Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim and Mohd Sahir Bin Rahmat (collectively, the "Retiring Directors") are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 6th AGM.

The Retiring Directors have no conflict of interest or potential conflict of interest with the Company or its subsidiaries and have no family relationship with any Director and/or major shareholder of the Company.

The Board had through the Remuneration and Nominating Committee ("RNC") carried out the assessment on the Retiring Directors and are satisfied that they have met the criteria as prescribed by Paragraph 2.20A of the MMLR of Bursa Securities and Directors' Fit and Proper Policy on character, experience, integrity, competence and time to effectively discharge their role as Directors.

The Board had also through the RNC assessed the independence of Dato' Seri Dr. Chen Chaw Min and Mohd Sahir Bin Rahmat and is satisfied that they have met the criteria of independence as prescribed in the MMLR of Bursa Securities.

The Board (save for the Retiring Directors who have abstained from deliberation on discussions relating to their own re-election) believes that the contribution, commitment, and performance of the Retiring Directors continue to be invaluable and relevant to the long-term sustainable goals and success of the Company and supports their re-election as Directors.

**3. Resolution 4 – Directors' Fees and Benefits**

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

The Shareholders' approval is being sought under Ordinary Resolution 4 for the payment of the remuneration to Non-Executive Directors for the period from 11 June 2025 up to the next AGM of the Company.

The proposed Directors' fees and benefits are calculated based on the current Board size and the number of scheduled Board and Committee meetings for 2024 up to the next AGM. In the event the proposed amount is insufficient (i.e. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

The abovementioned resolution, if passed, will allow the Company to make the payment to the Non-Executive Directors ("NEDs") on a monthly basis. The Board is of the view that it is just and equitable for the NEDs to be paid such payment on a monthly basis after they have discharged their responsibilities and rendered their services to the Company.

**4. Resolution 5 – Re-appointment of Auditors**

The Board had on 27 February 2025 through the Audit and Risk Management Committee ("ARMC") assessed the suitability, objectivity and independence of the External Auditors, KPMG PLT and considered the re-appointment of KPMG PLT as Auditors of the Company. The ARMC and the Board collectively agreed and are satisfied that Messrs KPMG PLT has the relevant criteria prescribed by Paragraph 15.21 of the MMLR of Bursa Securities.

**EXPLANATORY NOTES ON SPECIAL BUSINESS**

**1. Resolution 6 – Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

The proposed Resolution 6, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the Company, subject to the transactions being in the ordinary course of business and are made on an arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to and/or from the public and are in the Company's opinion, not detrimental to the interest of the minority shareholders of the Company. Please refer to the Circular to Shareholders dated 29 April 2025 for further information.