

# Notice of ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 36th Annual General Meeting (“AGM”) of the Company will be held at the Concorde Ballroom, Lobby Level, Concorde Hotel Kuala Lumpur, No. 2, Jalan Sultan Ismail, 50250 Kuala Lumpur on 28 April 2025, Monday at 10.30 a.m. to transact the following businesses:

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2024 and the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors’ fees amounting to RM1,727,500 for the financial year ended 31 December 2024, an increase of RM157,167 from RM1,570,333 for the financial year ended 31 December 2023. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to Regulation 115 of the Constitution of the Company:-
  - (i) Mr Xiao Zhiyi **Ordinary Resolution 2**
  - (ii) Mr Cui Weibing **Ordinary Resolution 3**
  - (iii) Puan Nelleita binti Omar **Ordinary Resolution 4**
4. To re-elect the following Directors who retire pursuant to Regulation 118 of the Constitution of the Company:-
  - (i) Puan Noor Alina binti Mohamad Faiz **Ordinary Resolution 5**
  - (ii) Mr Patrick Ng Gan Hooi **Ordinary Resolution 6**
  - (iii) Mr Chang Wenying **Ordinary Resolution 7**
  - (iv) Mdm Chen Yan **Ordinary Resolution 8**
5. To reappoint KPMG PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 9**

**As Special Business:**

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

6. **Authority To Allot Shares** **Ordinary Resolution 10**

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of the relevant authorities (if any shall be required), the Directors be and are hereby empowered to issue and allot shares in the Company from time to time to such persons and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury 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 from Bursa Malaysia Securities Berhad AND THAT such approval shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”
7. To transact any other business for which due notice has been given.

By Order of the Board

**CHIN HOCK YEE**  
SSM PC No. 201908003237  
(LS 8922)

**WONG SIEW YEEN**  
SSM PC No. 202008001471  
(MAICSA 7018749)

**Company Secretaries**

28 March 2025  
Kuala Lumpur

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## Notes:

1. A member entitled to attend this AGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Only members whose names appear in the Record of Depositors as at 21 April 2025 are entitled to attend, speak and vote at this AGM of the Company to be held on 28 April 2025.
3. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds, with ordinary shares of the Company standing to the credit of the said securities account to attend, participate and vote at this AGM.
4. Where a member is an exempt authorised nominee (as defined under the SICDA) which holds ordinary share 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.
5. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney or, if such appointor is a corporation, under its common seal or the hands of its attorney.
7. The instrument appointing a proxy either in writing or in electronic form shall be deposited at the Company’s 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 alternatively, to be deposited in the Drop Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or via TIIH Online at <https://tiih.online> not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof. Kindly refer to the Administrative Guide for further information on electronic submission of proxy form.
8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, to be deposited in the Drop Box located 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 set for the meeting or adjourned general meeting at which the person named in the appointment proposes to vote.
9. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of a poll.
10. Explanatory Note on Special Business

### Ordinary Resolution 10

The proposed Ordinary Resolution 10 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016 (“Act”)

The proposed Ordinary Resolution 10, if passed, will grant a renewed general mandate and provide flexibility for the Company to empower the Directors of the Company, from the date of the above Annual General Meeting, to issue new ordinary shares of not more than 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being. In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of ordinary shares, this renewal of general mandate will provide flexibility to the Company for any possible fund raising activities for purpose of financing future investments, major capital expenditure, acquisitions, and/or working capital purposes. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Company had, at the 35th Annual General Meeting held on 3 May 2024, obtained its shareholders’ approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act. As at the date of this Notice, no new shares of the Company were issued or allotted pursuant to this mandate.

The proposed Ordinary Resolution 10 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. At this juncture, there is no decision to issue new shares.

# Statement Accompanying Notice OF ANNUAL GENERAL MEETING

## **DIRECTORS WHO ARE SEEKING RE-ELECTION AT THE 36TH ANNUAL GENERAL MEETING OF THE COMPANY**

The Directors who retire in accordance with Regulations 115 and 118 of the Constitution and being eligible offer themselves for re-election at the upcoming Annual General Meeting (“AGM”) are Mr Xiao Zhiyi, Mr Cui Weibing, Puan Nelleita binti Omar, Puan Noor Alina binti Mohamad Faiz, Mr Patrick Ng Gan Hooi, Mr Chang Wenying and Mdm Chen Yan (“Retiring Directors”).

The details of the Retiring Directors are set out in their respective profiles on pages 14 to 19 of this Integrated Annual Report. The details of their interest in the securities of the Company are set out in the Statement of Directors’ Interest on page 238 of this Integrated Annual Report.

Before presenting its recommendation to the shareholders, the Board, in collaboration with the Nomination Committee, methodically evaluated the Retiring Directors taking into account the following key factors:

- (a) performance and contribution of the Director;
- (b) fit & proper assessment of the Director;
- (c) current composition of the Board; and
- (d) tenure of each Director.

For the financial year under review, the Board conducted a formal and comprehensive performance and effectiveness assessment of the Board, Board Committees, and individual Directors, including Independent Directors. The Board Effectiveness Evaluation (“BEE”) exercise included performance criteria such as Fiduciary Role & Responsibilities, Board Structure & Composition, Meeting Effectiveness, Board Culture & Conduct, Directors’ Skill Sets, Board Contribution, Calibre & Personality, Independent Directors’ assessment and declaration.

The assessment of Director performance, derived from the 2024 BEE exercise, unequivocally indicates that the Retiring Directors have consistently met the criteria essential for an effective and high-performing Board. In addition, the Retiring Directors also met the stringent fit and proper criteria outlined in the Company’s Fit & Proper Policy.

The current composition of the Board is overall balanced and adequately embodies the necessary mix of skills, experience, and diversity. The duration of the respective tenures of the Directors enhances the overall board dynamic. This strategic mix gives a good balance, combining the experience and continuity offered by longer-tenured Directors with the fresh perspectives and insights brought by those with more recent appointments. Such diversity in tenure strengthens the Board’s effectiveness and governance, aligning with best practices in corporate governance.

Based on the aforementioned evaluation and careful consideration, the Board unequivocally endorses and advocates for the re-election of Mr Xiao Zhiyi, Mr Cui Weibing, Puan Nelleita binti Omar, Puan Noor Alina binti Mohamad Faiz, Mr Patrick Ng Gan Hooi, Mr Chang Wenying and Mdm Chen Yan to continue serving in their roles as Directors of the Company.

## **GENERAL MANDATE TO ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 (“THE ACT”)**

The details on the proposed general mandate to issue new ordinary shares pursuant to Sections 75 and 76 of the Act are set out in the Explanatory Note on Special Business in the Notice of 36th Annual General Meeting and page 242 of the Integrated Annual Report.