

NOTICE OF TWENTY-EIGHTH (28TH) ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the Twenty-Eighth (28th) Annual General Meeting of the Company will be conducted entirely through live streaming from the broadcast venue at 23-01, Level 23, Menara MBMR, 1 Jalan Syed Putra, 58000 Kuala Lumpur ("Broadcast Venue") on Wednesday, 1 June 2022 at 2.00 p.m. to transact the following businesses:-

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Notes 1)**
2. To re-elect Ng Seng Kong who retires pursuant to Clause 76(3) of the Company's Constitution as Director of the Company. **(Resolution 1)**
3. To declare a single tier final dividend of 6.0 sen per ordinary share for the financial year ended 31 December 2021. **(Resolution 2)**
4. To approve the payment of Directors' fees up to an amount of RM700,000 and benefits payable to Directors up to an amount of RM500,000 for the period from this 28th Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 3)**
5. To approve the payment of meeting attendance allowance of RM1,500 per meeting for each Non-Executive Director for the period from this 28th Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 4)**
6. To re-appoint Messrs Deloitte PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**

Special Business

To consider and if thought fit, to pass the following resolutions, with or without modifications, as Ordinary Resolutions of the Company:-

7. **ORDINARY RESOLUTION** **(Resolution 6)**
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- i. the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and

- ii. the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

(“Proposed Share Buy-Back”).

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-

- a. the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which such resolution is passed, at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- b. the expiration of the period within which the next AGM of the Company is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:-

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;
- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the treasury shares for such other purposes as the Minister charged with responsibility for companies may by order prescribe; and/or
- viii. To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

8. **ORDINARY RESOLUTION**

(Resolution 7)

PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES

“THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies (“the Group”) be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 1.3 of Part B of the Statement/Circular to Shareholders dated 29 April 2022 (“the Related Parties”) provided that such transactions are:-

- (a) necessary for the day-to-day operations;
- (b) undertaken in the ordinary course of business and at arm’s length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and
- (c) are not to the detriment of the minority shareholders of the Company,

(“Proposed Renewal of RRPT Mandate”).

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

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which the Proposed Renewal of RRPT Mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed; or
- (b) 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
- (c) revoked or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be hereby authorised to complete and 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 Proposed Renewal of RRPT Mandate.”

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

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NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the 28th Annual General Meeting to be held on 1 June 2022, a single tier final dividend of 6.0 sen per ordinary share in respect of the financial year ended 31 December 2021 will be paid on 30 June 2022 to shareholders whose names appear in the Record of Depositors on 16 June 2022.

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

- a) shares transferred to the depositor's securities account before 4.30 p.m. on 16 June 2022 in respect of transfers; and
- b) 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

WONG PEIR CHYUN (MAICSA 7018710)

(SSM PC No. 202008001742)

WONG WAI FOONG (MAICSA 7001358)

(SSM PC No. 202008001472)

Company Secretaries

Kuala Lumpur

29 April 2022

Notes:-

I. IMPORTANT NOTICE

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairman of the meeting to be present at the main venue of the meeting.

Shareholders **WILL NOT BE ALLOWED** to attend this 28th Annual General Meeting ("AGM") in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at this 28th AGM via the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its **TIIH Online** website at <https://tiih.online>.

Please read these Notes carefully and follow the procedures in the Administrative Details for 28th AGM in order to participate remotely via RPV facilities.

II. Notes on Appointment of Proxy

- (1) For the purpose of determining who shall be entitled to participate in this 28th AGM via RPV facilities, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a **Record of Depositors as at 24 May 2022**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this 28th AGM via RPV facilities.
- (2) A member who is entitled to participate in this AGM via RPV facilities is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her place. A proxy may but need not be a member of the Company.
- (3) 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 general meeting.
- (4) 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 of Bursa Malaysia Securities Berhad ("MMLR").

- (5) 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.
- (6) 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 provision of Section 25A(1) of the Central Depositories Act.
- (7) 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.
- (8) A member who has appointed a proxy or attorney or authorised representative to participate at the AGM via RPV facilities **must request his/her proxy or attorney or authorised representative to register himself/herself for RPV** via TIIH Online website at <https://tiih.online>. Procedures for RPV can be found in the Administrative Details for 28th AGM.
- (9) The appointment of a proxy may be made in hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this 28th AGM or adjourned general meeting at which the persons 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 Share Registrar of the Company at 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
- (ii) By electronic means
 The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Please refer to the Administrative Details for 28th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.
- (10) Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- (11) Last date and time for lodging this proxy form is Monday, 30 May 2022 at 2.00 p.m.
- (12) 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. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre 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 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.
- (13) For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. The certificate of appointment of authorised representative 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**(1) Agenda item 1 – Audited Financial Statements for the financial year ended 31 December 2021**

Agenda item 1 is meant for discussion only as the provisions of Section 340(1)(a) of the Companies Act 2016 do not require a formal approval of shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

(2) Retirement of Muhammad Lukman Bin Musa @ Hussain

En Muhammad Lukman Bin Musa @ Hussain who will be retiring pursuant to Clause 76(3) of the Company's Constitution, has indicated to the Company that he would not seek re-election at this 28th Annual General Meeting ("AGM") of the Company. Therefore, En Muhammad Lukman Bin Musa @ Hussain shall retire as Director of the Company at the conclusion of this 28th AGM.

(3) Resolution 1- Re-election of Director

Mr Ng Seng Kong is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at the 28th AGM.

Please refer to Statement Accompanying Notice of the 28th AGM for further information.

(4) Resolution 2 – Declaration of a Single Tier Final Dividend

Pursuant to Paragraph 8.26(2) of the MMLR, the single tier final dividend, if approved, will be paid on 30 June 2022.

(5) Resolutions 3 and 4 – Proposed Payment of Directors' Fees and Benefits

Pursuant to Section 230(1) of the Companies Act, 2016, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting.

Resolution 3 is to seek shareholders' approval to allow the Company to pay Directors' fees and benefits (e.g. excluded meeting attendance allowance) from this 28th AGM until the next AGM of the Company. The said Directors' fees and benefits are calculated based on the current Board size. In the event the proposed amount is insufficient (e.g. due to enlarged Board size or increased responsibility), approval will be sought at the next AGM for the shortfall.

Resolution 4 is to seek shareholders' approval for the payment of meeting attendance allowance to Non-Executive Directors of the Company. If Resolution 4 is passed, the meeting attendance allowance will be payable for the period from this 28th AGM until the next AGM of the Company at the quantum specified.

(6) Resolution 5 – Re-appointment of Auditors

The Board had through the Audit Committee ("AC"), assessed the suitability and independence of the External Auditors, Messrs Deloitte PLT and considered the re-appointment of Messrs Deloitte PLT as Auditors of the Company. The Board and the AC collectively agreed and satisfied that Messrs Deloitte PLT has the relevant criteria prescribed by Paragraph 15.21 of the MMLR. The Board approved the AC's recommendation to seek the shareholders' approval for the re-appointment of Messrs Deloitte PLT as auditors of the Company.

Explanatory Notes on Special Business**(7) Resolution 6 – Proposed Renewal of Share Buy-Back**

This resolution, if passed, will empower the Directors to purchase up to ten per centum (10%) of the total number of issued shares of the Company through Bursa Malaysia Securities Berhad. Please refer to the Statement/Circular to Shareholders dated 29 April 2022 for further information.

(8) Resolution 7 – Proposed Renewal of Recurrent Related Party Transactions Mandate

This resolution, if passed, will authorise the Company and each of its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business. For further information on the recurrent related party transactions, please refer to the Statement/Circular to Shareholders dated 29 April 2022.

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STATEMENT ACCOMPANYING NOTICE OF THE 28TH ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.29(2) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad)

DIRECTORS STANDING FOR ELECTION/RE-ELECTION

As of the date of this notice, there are no individuals who are standing for election or appointment as Directors at this 28th Annual General Meeting (“28th AGM”).

The Director who is standing for re-election at the 28th AGM is Mr Ng Seng Kong. The profile of Mr Ng Seng Kong is set out in page 33 of the Annual Report 2021 and details of his interest in securities of the Company can be found on page 72.

The Board through its Nominating and Remuneration Committee (“NRC”) had considered the assessment of the performance and contribution of the retiring Director from the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2021.

Based on the outcome of the assessment, the Board and the NRC concluded that the Mr Ng Seng Kong meets the criteria as prescribed by Paragraph 2.20A of the MMLR on character, experience, integrity, competence and time to effectively discharge his role as Director, having also taken into consideration the fit and proper criteria as provided in the Company’s Directors’ Fit and Proper Policy.

The Board (save for Mr Ng Seng Kong, who has abstained from deliberation on discussions relating to his own re-election at the Board meeting) approves and supports the re-election of Mr Ng Seng Kong as Director as the Board believes that Mr Ng Seng Kong has discharged his duties and responsibilities effectively, demonstrated commitment to his role, and will continue to make a strong contribution to the work of the Board and to the long-term sustainable success of the Company.