

## NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held at Greens III, Sports Wing, Jalan Club Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Friday, 7 June 2024 at 9.30 a.m.** to transact the following businesses:-

### AGENDA

#### 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 Note (i) of the Explanatory Notes]
2. To re-elect the following Directors who are retiring by rotation in accordance with Clause 76(3) of the Company's Constitution:-
  - (i) Mr. Wong Kok Woh (Ordinary Resolution 1)
  - (ii) Mr. Gregory Charles Poarch (Ordinary Resolution 2)
  - (iii) Mr. Michihiko Suganuma (Ordinary Resolution 3)
3. To approve the payment of Directors' fees of RM300,000 for the financial year ending 31 December 2024. (Ordinary Resolution 4)
4. To approve the payment of Directors' benefits up to an aggregate amount of RM30,000 for the period from 8 June 2024 until Eighteenth Annual General Meeting of the Company to be held in 2025. (Ordinary Resolution 5)
5. To re-appoint BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

#### Special Business

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

6. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** (Ordinary Resolution 7)

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, upon such terms and conditions, to such persons and for such purposes as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this Ordinary Resolution does not exceed 10% of the total number of the 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 on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company in a general meeting."
7. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPts")** (Ordinary Resolution 8)

"THAT subject to the provisions of the ACE 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 2.5.1 of the Circular to Shareholders dated 26 April 2024 ("the Related Parties") provided that such transactions and/or arrangements are:-

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

THAT the authority conferred by such mandate, shall continue to be in force until:-

  - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or
  - (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - (c) revoked or varied by a resolution passed by the shareholders of the Company in a 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 all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate for RRPts."
8. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board

**FONG SEAH LIH (MAICSA 7062297) / (SSM PC No. 202008000973)**  
**THAM YIN TONG (MAICSA 7049718) / (SSM PC No. 202008001314)**  
Company Secretaries

Kuala Lumpur  
26 April 2024

#### NOTES:-

- (1) For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at Thursday, 30 May 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
- (2) A member entitled to attend and vote at this General Meeting 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 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 attend, participate, speak and vote 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 listing requirements of the stock exchange.
- (5) Where a member of the Company is an authorised nominee as defined in the 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 Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions 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) 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 General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
  - (i) In hard copy form

The proxy form must be deposited at the share registrar of the Company situated 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - (ii) By electronic means via Tricor's TIH Online website at <https://tih.online>

Please refer to the Administrative Guide for further information on electronic lodgement of proxy form.
- (9) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the share registrar of the Company situated 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, the 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 General Meeting 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.
- (10) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- (11) Last date and time for lodging the proxy form is Wednesday, 5 June 2024 at 9.30 a.m.
- (12) Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
  - a. Identity card (NRIC) (Malaysian), or
  - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
  - c. Passport (Foreigner).
- (13) For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's share registrar earlier.
- (14) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of general meeting will be put to vote by way of poll.

#### Explanatory Notes to the Agenda

##### Ordinary Business

- (i) Item 1 of the Agenda  
Audited Financial Statements for the financial year ended 31 December 2023

The Audited Financial Statements are meant for discussion only as the approval from shareholders is not required pursuant to Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda item will not be put forward for voting by shareholders of the Company.
- (ii) Ordinary Resolutions 1, 2 and 3  
Re-election of Directors

Mr. Wong Kok Woh, Mr. Gregory Charles Poarch and Mr. Michihiko Suganuma are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Seventeenth Annual General Meeting of the Company. Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance ("MCCG"), the profiles of the Directors are set out on pages 9 to 12 of the Annual Report 2023. For the purpose of determining the eligibility of the Directors to stand for re-election at the Seventeenth Annual General Meeting of the Company, the Board had through its Nominating Committee ("NC"), considered, assessed and deliberated on the suitability and fit and properness of the retiring Directors. Based on the recommendation of the NC, the Board is supportive of their re-election with the following justifications:-

Ordinary Resolution 1 – Re-election of Mr. Wong Kok Woh as Executive Director

Mr. Wong Kok Woh is mainly responsible for the implementation and streamlining of daily workflow processes in order to ensure timely and efficient communications with clients to deliver quality work of the account management for the clients. The Board is satisfied with his performance and contribution, and will continue to carry out his duty diligently and effectively and demonstrate his commitment to the roles.

Ordinary Resolution 2 – Re-election of Mr. Gregory Charles Poarch as Non Independent Non-Executive Director

Mr. Gregory Charles Poarch has vast experience in accounting and finance functions and contributed to the Group financial strategies to steer the Group forward. The Board is satisfied with his performance and contribution, and will continue to carry out his duty diligently and effectively and demonstrate his commitment to the roles.

Ordinary Resolution 3 – Re-election of Mr. Michihiko Suganuma as Non Independent Non-Executive Director

Mr. Michihiko Suganuma is responsible for overseeing all aspect of strategic partnerships with global companies and cross-border business to grow the Group business. The Board is satisfied with his performance and contribution, and will continue to carry out his duty diligently and effectively and demonstrate his commitment to the roles.
- (iii) Ordinary Resolution 4  
Directors' fees for the financial year ending 31 December 2024

The Directors' fees proposed for the financial year ending 31 December 2024 are calculated based on the enlarge board size to increase the number of Independent Non-Executive Director from three (3) to five (5) to make up of 50% Independent Director and the assessment on the performance of the Board by the NC and assuming that all Non-Executive Directors will hold office until the next AGM. This resolution is to facilitate payment of Directors' fees on current financial year basis. In the event the Directors' fees proposed are insufficient (e.g., due to more meetings), approval will be sought at the next AGM for additional fees to meet the shortfall.
- (iv) Ordinary Resolution 5  
Directors' benefits for the period from 8 June 2024 until Eighteenth Annual General Meeting

Pursuant to Section 230(1) of the Companies Act 2016, the 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. Directors' benefits include allowances payable to Directors and in determining the estimated amount, the Board has considered various factors including the current board size, number of scheduled meetings for the Board and Board Committee for the period from 8 June 2024 until Eighteenth Annual General Meeting. In the event the proposed amount is insufficient, approval will be sought at the next AGM for the shortfall.
- (v) Ordinary Resolution 6  
Re-appointment of Auditors

The Board has through the Audit and Risk Management Committee, considered the re-appointment of BDO PLT as the Auditors of the Company. The factors considered by the Audit and Risk Management Committee in making the recommendation to the Board to table their re-appointment at the Eighteenth Annual General Meeting are disclosed in the Audit and Risk Management Committee Report of the 2023 Annual Report.

##### Special Business

- (vi) Ordinary Resolution 7  
Authority to issue shares pursuant to Sections 75 and 76 of the Act

This Ordinary Resolution 7 is a new mandate. If passed, will provide flexibility to the Directors to undertake fundraising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.
- (vii) Ordinary Resolution 8  
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Ordinary Resolution 8, if passed, will allow the Company and its subsidiaries to renew its shareholders' mandate to enter into recurrent related party transactions pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. Further details relating to this proposal is set out in the Circular to Shareholders dated 26 April 2024.