

## NOTICE OF 26<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 26<sup>th</sup> Annual General Meeting ("26<sup>th</sup> AGM") of the Company will be conducted on virtual basis through live streaming and online remote voting from the Broadcast Venue at Boardroom, 7<sup>th</sup> Floor, Menara AZRB, No. 71 Persiaran Gurney, 54000 Kuala Lumpur on Tuesday, 12 December 2023 at 10:30 a.m. for the following purposes:

### AGENDA

#### ORDINARY BUSINESS:

- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2023 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
- To approve the payment of Directors' fees and benefits of up to RM1,500,000 (Ringgit Malaysia One Million Five Hundred Thousand only) for the period from the conclusion of the 26<sup>th</sup> AGM to the next Annual General Meeting ("AGM") of the Company. **Resolution 1**
- To re-elect the following Directors who shall retire by rotation in accordance with Clause 95 of the Constitution of the Company:
  - Tan Sri Dato' Lau Yin Pin @ Lau Yen Beng **Resolution 2**
  - Tan Sri Dr Madinah binti Mohamad **Resolution 3**
- To re-elect Mr. Lee Chee Khoon who retire in accordance with Clause 102 of the Constitution of the Company. **Resolution 4**
- To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company for the financial year ending 30 June 2024 and to authorise the Directors to fix their remuneration. **Resolution 5**

#### SPECIAL BUSINESS:

##### 6. AUTHORITY TO ALLOT AND ISSUE SHARES

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 ("CA 2016") and subject to the approvals of the relevant authorities, the Directors be and are hereby empowered to allot and issue new shares in the Company from time to time upon such terms and conditions 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 resolution does not exceed 10% of the total issued share capital of the Company for the time being AND THAT the Directors be and are hereby also authorised to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the additional shares so allotted AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.

THAT pursuant to Section 85 of the CA 2016, to be read together with Clause 61 and Clause 62 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares pursuant to Sections 75 & 76 of the CA 2016." **Resolution 6**

##### 7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE

"THAT, subject always to the provisions of the CA 2016, the Constitution of the Company and the Main Market Listing Requirements ("Listing Requirements") of Bursa Securities, approval be and is hereby given to the Company, its subsidiaries or any of them to enter into any of the transactions falling within the types of the Recurrent Related Party Transactions, particularly of which are set out in the Circular to Shareholders dated 31 October 2023 with the Related Parties as described in the said Circular, provided that such transactions are of revenue or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders and that such transactions are made on the arm's length basis and on normal commercial terms.

THAT such approval shall continue to be in force until:

- the conclusion of the next AGM of the Company (being the 27<sup>th</sup> AGM of the Company), at which time the said authority will lapse, unless by a resolution passed at a general meeting whereby the authority is renewed;
- the expiration of the period within which the next AGM of the Company (being the 27<sup>th</sup> AGM of the Company) is required to be held pursuant to Section 340(2) of the CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or
- revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earliest,

AND THAT the Directors of the Company be authorised to complete and do all such acts and things as they may consider expedient or necessary to give fully effect to the transactions contemplated and/or authorised by this Ordinary Resolution." **Resolution 7**

##### 8. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY ("PROPOSED SHARE BUY-BACK")

"THAT subject always to the provisions of the CA 2016, the Constitution of the Company, the Listing Requirements of Bursa Securities and other relevant statutory and/or regulatory requirements, the Company be authorised, to the fullest extent permitted by law, to buy-back such amount of ordinary shares ("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 interests of the Company, provided that:

- the aggregate number of Shares bought-back does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at any time;
- the maximum amount of funds to be allocated for the Proposed Shares Buy-Back shall not exceed the Company's audited retained earnings at any point in time;
- the Shares purchased shall be treated in following manner:
  - the purchased Shares shall be cancelled; or
  - the purchased Shares shall be retained as treasury shares for distribution as dividend to the shareholders and/or resale on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancellation subsequently; or
  - part of the purchased Shares shall be retained as treasury shares and the remainder shall be cancelled; or
  - in such other manner as Bursa Securities and other relevant authorities may allow from time to time; or
  - any combination of (a), (b), (c) and (d) above.

AND THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:

- the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed, at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or
  - the expiration of the period within which the next AGM after that date is required by law to be held; or
  - revoked or varied by resolution passed by the Company in general meeting;
- whichever occurs first.

AND FURTHER THAT authority be and is hereby given to the Directors of the Company to take all such steps as may be necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities (Central Depository) Industry Act 1991, and the entering into and execution of all agreements, arrangements and guarantees 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, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the Shares bought-back) in accordance with the provisions of the CA 2016, the Constitution of the Company, the Listing Requirements of Bursa Securities and all other relevant statutory and/or regulatory requirements." **Resolution 8**

BY ORDER OF THE BOARD

**DATO' HAJI BAHARI BIN JOHARI** (LS 0008773/SSM PC No. 201908002206)

**SUZANA BINTI SANUDIN** (LS 0008028/SSM PC No. 201908002689)

Company Secretaries

Kuala Lumpur  
31 October 2023

#### NOTES:

##### 1. Mode of Meeting

- The 26<sup>th</sup> AGM of the Company will be held on virtual basis via live streaming from the Broadcast Venue and through the Remote Participation and Voting ("RPV") facilities.
- The Broadcast Venue of the 26<sup>th</sup> AGM is strictly for the purpose of complying with Section 327(2) of the CA 2016 which requires the Chairman of the Meeting to be at the main venue. NO MEMBERS will be allowed to be physically present at the Broadcast Venue on the day of the 26<sup>th</sup> AGM.
- As such, we strongly encourage you to make use of the RPV facilities to attend, speak (in real time submission of typed texts) and vote (collectively, "participate") at the 26<sup>th</sup> AGM.

Please read the notes provided in the Administrative Guide for further details.

##### 2. Proxy and Entitlement of Participation

- Only a Member whose name appear on the Records of Depositors as at 5 December 2023 shall be entitled to participate at the 26<sup>th</sup> AGM or appoint proxy(ies) on his /her behalf.
- A Member entitled to participate at the 26<sup>th</sup> AGM may appoint not more than 2 proxies to participate on his/her behalf. A proxy may but need not be a member of the Company.
- Where a Member appoints 2 proxies, the appointment shall not be valid unless he/she specifies his/her shareholdings to be represented by each proxy.  
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.
- The instrument in appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised by the corporation.
- The instrument in appointing a proxy must be deposited at the office of the Share Registrar, Mega Corporate Services Sdn Bhd at Level 12-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50260 Kuala Lumpur of the Company or email: [AGM-support.AZRB@megacorp.com.my](mailto:AGM-support.AZRB@megacorp.com.my) not less than 48 hours before the time set for holding 26<sup>th</sup> AGM or no later than 10 December 2023 at 10.30 a.m. or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.