

NOTICE OF 25TH ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT the 25th Annual General Meeting (“25th AGM”) of the Company will be conducted on virtual basis through live streaming and online remote voting from the Broadcast Venue at Boardroom, 7th Floor, Menara AZRB, No. 71 Persiaran Gurney, 54000 Kuala Lumpur on Monday, 12 December 2022 at 10:00 a.m. for the following purposes:

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon. Please refer to Note 3

2. To approve the payment of Directors’ fees and benefits of up to RM1,500,000 for the period from the conclusion of the 25th Annual General Meeting to the next Annual General Meeting of the Company. Resolution 1

3. To re-elect the following Directors who shall retire by rotation in accordance with Clause 95 of the Constitution of the Company:
 - (i) Raja Tan Sri Dato’ Seri Aman bin Raja Haji Ahmad Resolution 2
 - (ii) Dato’ Ir. W Zulkifli bin Hj W Muda Resolution 3
 - (iii) Dato’ Roslan bin Tan Sri Jaffar Resolution 4

4. To appoint Auditors and authorise the Directors to determine their remuneration. Resolution 5

Notice of Nomination pursuant to Clause 66 and Clause 148 of the Company’s Constitution (a copy of which is annexed and marked “Annexure A” to the Annual Report 2022) has been received by the Company for the nomination of Grant Thornton Malaysia PLT, subject to their consent to act, for appointment as Auditors of the Company.

Special Business

5. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** Resolution 6

“THAT pursuant to Sections 75 and 76 of the Companies Act, 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 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 Annual General Meeting of the Company.”

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

"THAT, subject always to the provisions of the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad, 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 2022 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:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company (being the 26th 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;
- (ii) the expiration of the period within which the next AGM of the Company (being the 26th AGM of the Company) is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) 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."

7. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY ("PROPOSED SHARE BUY-BACK")** Resolution 8

"THAT subject always to the provisions of the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("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:

- (i) 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;
- (ii) 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;

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(iii) the Shares purchased shall be treated in following manner:

- (a) the purchased Shares shall be cancelled; or
- (b) 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
- (c) part of the purchased Shares shall be retained as treasury shares and the remainder shall be cancelled; or
- (d) in such other manner as Bursa Securities and other relevant authorities may allow from time to time; or
- (e) 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:

- (i) the conclusion of the next Annual General Meeting ("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
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) 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 Act, the Constitution of the Company, the Listing Requirements of Bursa Securities and all other relevant statutory and/or regulatory requirements."

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8. AUTHORITY TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

- (i) "THAT subject to the passing of Resolution 2, Raja Tan Sri Dato' Seri Aman bin Raja Haji Ahmad who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company." Resolution 9
- (ii) "THAT Tan Sri Dato' Lau Yin Pin @ Lau Yen Beng who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years, to continue to act as Independent Non-Executive Director of the Company." Resolution 10

BY ORDER OF THE BOARD

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

SUZANA BINTI SANUDIN (LS 0008028/SSM PC No. 201908002589)

WONG MAW CHUAN (MIA 7413/SSM PC No. 202008003554)

Company Secretaries

Kuala Lumpur
31 October 2022

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NOTES:

1. Mode of Meeting

- (i) The 25th 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.
- (ii) The Broadcast Venue of the 25th AGM 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 at the main venue.

NO MEMBERS will be allowed to be physically present at the Broadcast Venue on the day of the 25th AGM.

- (iii) 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 25th AGM.

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

2. Proxy and Entitlement of Participation

- (i) Only a Member whose name appear on the Records of Depositors as at **5 December 2022** shall be entitled to participate at the 25th AGM or appoint proxy(ies) on his /her behalf.
- (ii) A Member entitled to participate at the 25th 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.
- (iii) 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.

- (iv) The instrument in appointing a proxy shall be in writing under the hand of the appointer 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.
- (v) The instrument in appointing a proxy must be deposited at the office of the Share Registrar, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to : AGM-support.AZRB@megacorp.com.my not less than 48 hours before the time set for holding 25th AGM or no later than **10 December 2022** at 10.00 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.

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EXPLANATORY NOTES TO THE ORDINARY AND SPECIAL BUSINESS:

3. Agenda 1 – Audited Financial Statements of the Company for the financial year ended 30 June 2022

Agenda 1 is meant for discussion only as the provision of Sections 248(2) and 340(1) of the Companies Act, 2016 does not require a formal approval of the members and hence, is not put forward for voting.

4. Resolution 1 – Directors’ Remuneration

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits payable to the Directors of the Company shall be approved at a general meeting. The proposed Resolution 1 is to seek members’ approval for the payment of Directors’ fees and benefits for the period from the conclusion of the 25th AGM to the next Annual General Meeting of the Company (“Period”) up to an aggregate amount of RM1,500,000.

In determining the estimated total Directors’ benefits for the Period, the size of the Board/Board Committees and the number of meetings estimated to be held during the Period were taken into consideration. The payment of Directors’ fees will be made on a monthly basis or as and when incurred, after the Directors have discharged their responsibilities and rendered their services to the Company.

At the last Annual General Meeting (“AGM”) held on 15 December 2021, the members had approved the payment of fees and benefits payable to the Non-Executive Directors (“NEDs”) up to an amount of RM1.5 million (“Approved Amount”) from 16 December 2021 until the conclusion of the next AGM. The total payment of remuneration to the NEDs for the said period did not exceed the Approved Amount. The details of the remuneration of Directors for financial year ended 30 June 2022 are disclosed in the 2022 Annual Report.

5. Resolution 6 – Authority to Allot and Issue Shares pursuant to Sections 75 And 76 of the Companies Act, 2016

The proposed resolution is to seek a renewal of general mandate for authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016. If the resolution is passed, it will empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total 10% of the issued share capital of the Company, for such purposes as the Directors would consider in the best interest of the Company. The approval is sought to avoid any delay and cost involved in convening a general meeting for such issuance of shares. This authority will, unless revoked or varied by the Company in a general meeting, expire at the next AGM of the Company.

No shares have been issued and allotted by the Company since obtaining the said authority from its members at the last AGM held on 15 December 2021 pursuant to this authority.

The general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares for the purpose of repayment of bank borrowings, funding future investment and working capital.

6. Resolution 7 – Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature

The proposed resolution, if passed will enable the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Securities.

Members are advised to refer to the Circular to Shareholders dated 31 October 2022 for more information.

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7. Resolution 8 – Proposed Renewal of Share Buy-Back Authority

The proposed resolution, if passed, will empower the Company to purchase up to ten per centum (10%) of the total issued and paid-up share of the Company. This authority unless revoked or varied by the Company at a General Meeting will expire at the next AGM.

Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Circular to Shareholders dated on 31 October 2022 of the Company which can be downloaded from our website.

8. Resolutions 9 and 10 – Authority to Continue in Office as Independent Non-Executive Directors

The Nomination Committee has assessed the independence of Raja Tan Sri Dato' Seri Aman bin Raja Haji Ahmad and Tan Sri Dato' Lau Yin Pin @ Lau Yen Beng who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years and the Board has recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:

- (i) They had fulfilled the criteria under the definition of Independent Directors as stated in the Main Market Listing Requirements of Bursa Securities, and hence, they would be able to provide an element of objectivity, independent judgement and balance to the Board;
- (ii) Their length of services on the Board of more than nine (9) years does not in any way interfere with their exercise of objective judgement or their ability to act in the best interests of the Company and Group. In fact, all of them, having been with the Company for more than nine (9) years, are familiar with the Group's business operations and have devoted sufficient time and commitment to their role and responsibilities as Independent Directors for informed and balance decision making; and
- (iii) They have exercised due care during their tenures as Independent Directors of the Company and have discharged their duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision making in the interest of the Company and its shareholders.

9. Statement Accompanying the Notice of AGM

Pursuant to paragraph 8.27(2) of the Listing Requirements of Bursa Securities, the Notice convening an AGM is to be accompanied by a statement furnishing details of individuals who are standing for election as directors. This requirement excludes directors who are standing for re-election.

No individual is standing for election as a Director at the 25th AGM of the Company

IMPORTANT NOTICE:

In view of the outbreak of COVID-19 which is now a global pandemic, the Company has in place rules and control for the 25th AGM in order to safeguard the health of attendees. You are requested to read and adhere to the Administrative Guide issued which is sent together with this Notice of AGM. Members are also reminded to monitor the Company's website.