



**AHMAD ZAKI RESOURCES BERHAD**  
(Registration No. 199701017271 (432768-X))  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of the Company ("AZRB" or "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 Wednesday, 2 August 2023 at 3:00 p.m. for the following purposes:

**ORDINARY RESOLUTION**

**PROPOSED WAIVER OF STATUTORY PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS ("PROPOSED WAIVER")**

"THAT further to the approval granted by the shareholders of the Company on the Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Companies Act, 2016 at the 25th Annual General Meeting of the Company held on 12 December 2022 ("Placement Shares"), approval be hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with new shares ranking equally to the existing issued shares of the Company arising from any issuance of Placement Shares pursuant to Section 85 of the Companies Act, 2016 to be read together with Clauses 62 of the Constitution of the Company.

THAT the Directors be hereby authorised to take all steps that are necessary and expedient in order to implement, finalise and give full effect to the Proposed Waiver for and on behalf of the Company."

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)  
Company Secretaries

Kuala Lumpur  
19 July 2023

**Notes:-**

1. 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 at the main venue. No shareholders/proxies from the public will be physically present at the meeting venue. Shareholders who wish to participate in the EGM will therefore have to register via the link <https://vps.megacorp.com.my/LbMg1U>. Kindly refer to the annexure of the Administrative Notes for further information.
2. For purpose of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting Record of Depositors as at 26 July 2023. Only a Depositor whose name appears on the Record of Depositors as at 26 July 2023 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
3. A member may appoint up to two (2) proxies who need not be members of the Company to attend, speak and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
4. Where a member is an authorised nominee as defined under the Central Depositories Act 1991, it may appoint at least one (1) proxy but 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.
5. 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 authorized nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
7. The Form of Proxy or the instrument appointing a proxy and the power of attorney (if any) under which it is signed or authorised certified copy thereof must be deposited Share Registrar, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur of the Company or email : [EGM-support.AZRB@megacorp.com.my](mailto:EGM-support.AZRB@megacorp.com.my) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. You also have the option to register directly at <https://vps.megacorp.com.my/LbMg1U> to submit the proxy appointment electronically not later than Monday, 31 July 2023 at 3.00 p.m. For further information on the electronic submission of proxy form, kindly refer to the Administrative Notes.
8. By submitting the duly executed proxy form, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for this meeting and any adjournment thereof.

**Explanatory Notes:**

**Ordinary Resolution**

**Proposed Waiver of Statutory Pre-Emptive Rights of the Shareholders ("Proposed Waiver")**

The Company had vide its 25th Annual General Meeting held on 12 December 2022 obtained approval from the shareholders of the Company on the Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016 up to a maximum of ten percent (10%) of the total number of the issued shares of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company ("General Mandate").

The Company wishes to seek approval from the shareholders on the Proposed Waiver for the Directors to issue shares to any person, whether a member or not, in such numbers or proportions as the Directors may determine under the General Mandate and in accordance with Clauses 62 of the Company's Constitution.