



[Company No. 200701021012 (779028-H)]
(Incorporated in Malaysia)

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting ("AGM") of the Company will be held at Creator Hotel Ballroom, 3rd Floor, Kulai Centre Point, Lot 1566, Batu 20, Jalan Kulai-Air Hitam 81000 Kulai, Johor, Malaysia on Wednesday, 27 September 2023 at 2.00 p.m. for the purpose of transacting the following businesses: -

AGENDA

- To receive the Audited Financial Statements of the Company for the financial year ended 30 April 2023 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees and benefits up to RM100,000.00 from this AGM until the next AGM of the Company. **Ordinary Resolution 1**
- To re-elect the following Directors retiring pursuant to Article 86 of the Company's Constitution and being eligible, have offered themselves for re-election: -
 - Dato' Sri Lee Hock Chai **Ordinary Resolution 2**
 - Patricia Rangene Packium **Ordinary Resolution 3**
- To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

AS SPECIAL BUSINESS

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

- AUTHORITY TO ISSUE SHARES AND WAIVER OF PRE-EMPTIVE RIGHTS** **Ordinary Resolution 5**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act") and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and 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 ten per centum (10%) of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with the Company's Constitution, approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the shareholders and empowered the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act without offering them to the existing shareholders to maintain their relative voting and distribution right and such new ordinary shares shall rank pari passu in all respects with the existing ordinary shares."
- To transact any other business which may properly be transacted at an AGM for which due Notice shall have been given.

By Order of the Board

Lim Seck Wah (MAICSA 0799845) (SSM PC No: 202008000054)
See Thoo Pao Yuk (MAICSA 7027769) (SSM PC No: 2020080000983)
Company Secretaries
Kuala Lumpur

30 August 2023

Notes:-

- For the purpose of determining a member who shall be entitled to attend, speak and vote at the Sixteenth AGM, the Company shall be requesting the Record of Depositors as at 21 September 2023. Only a depositor whose name appears on the Record of Depositors as at 21 September 2023 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
- A member entitled to attend and vote at the meeting is entitled to appoint a maximum of two (2) proxies to attend and vote in his/her stead, and that a proxy need not be a member of the Company.
- The appointment of two (2) proxies shall be invalid unless the proportion of the shareholding to be represented by each proxy is specified.
- If the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorized nominee as defined in accordance with the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy but not more than two (2) proxies for each securities account which it holds and the shares of the Company standing to the credit of the said securities account.
- 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.
- The Form of Proxy must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to mega-sharereg@megacorp.com.my not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- 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 on Special Business

Ordinary Resolution 5 – Authority to Issue Shares

The Company wishes to renew the mandate on the authority to issue shares pursuant to Sections 75 and 76 of the Act at the Sixteenth AGM of the Company. This is the renewal of the mandate obtained from the shareholders at the Fifteenth AGM held on 28 September 2022 ("the previous mandate"). The previous mandate was not utilised and no proceeds were raised.

The proposed Ordinary Resolution 5, if passed, will give flexibility to the Directors of the Company to issue shares up to a maximum of ten per centum (10%) of the total number of issued shares of the Company at the time of submission to the authority and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. The authority will provide flexibility to the Company for any possible fund raising activities but not limited for further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

The waiver of pre-emptive rights pursuant to Section 85 of the Act will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under this general mandate.