

NOTICE IS HEREBY GIVEN that the **Twenty-Third** (“23<sup>rd</sup>”) Annual General Meeting (“AGM”) of the Company will be held at **The Ballroom, 2nd Floor, Mercure Selangor Selayang, B-G-12 Dataran Emerald, Jalan PS 11, Prima Selayang, 68100 Batu Caves, Selangor Darul Ehsan on Thursday, 23 May 2024 at 11.30 a.m.** for the following purposes: -

### AGENDA

#### As Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.
- To approve a final single tier dividend of 0.75 sen per ordinary share for the financial year ended 31 December 2023.  
**(Ordinary Resolution 1)**
- To approve the payment of Directors' fees and benefits up to RM429,500.00 from 23<sup>rd</sup> AGM until the next AGM of the Company.  
**(Ordinary Resolution 2)**
- To re-elect the following Directors retiring pursuant to the Company's Constitution and being eligible, offer themselves for re-election: -
  - Ng Yik Soon (Article 86)  
**(Ordinary Resolution 3)**
  - Ng Chooi Guan (Article 86)  
**(Ordinary Resolution 4)**
  - Ho Sin Kheong (Article 86)  
**(Ordinary Resolution 5)**
- To re-appoint Messrs KPMG 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 6)**

#### As Special Business

To consider and if thought fit, to pass the following Resolutions: -

- Authority to Issue Shares**

“THAT pursuant to Section 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 and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 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 Article 3 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Section 75 and 76 of the Act.”  
**(Ordinary Resolution 7)**

- Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Shareholders' Mandate”)**

“THAT, the mandate granted by the shareholders of the Company at the 22<sup>nd</sup> AGM held on 25 May 2023 pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorising the Company and its subsidiary (“Engtex Group”) to enter into recurrent transactions of a revenue or trading nature as set out in Section 2.3 (i) of the Circular to Shareholders dated 24 April 2024 with the related parties mentioned therein which are necessary for Engtex Group's day-to-day operations, be and is hereby renewed.

THAT approval be and is hereby given for Engtex Group to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3(ii) of the Circular to Shareholders which are necessary for Engtex Group's day-to-day operations.

THAT Engtex Group be and is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein provided that: -

- the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- the disclosure will be made in the Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year based on the type of Recurrent Related Party Transactions made, the names of the related parties involved in each type of Recurrent Related Party Transactions and their relationships with the Company.

THAT authority conferred shall continue to be in force until: -

- the conclusion of the next AGM of the Company following the forthcoming 23<sup>rd</sup> AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
- the expiration of the period within which the next AGM 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
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier;

AND THAT the Directors of the Company be and is 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 Shareholders' Mandate.”  
**(Ordinary Resolution 8)**

- Proposed Renewal of Share Buy-Back Authority**

“THAT subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the audited retained earnings of the Company as at 31 December 2023 of RM23,059,311 to purchase such amount of ordinary 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 interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company;

THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 127 of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them;

THAT the authority conferred by this Resolution will be effective immediately upon the passing this Resolution and will expire at:

- the conclusion of the next AGM of the Company following the forthcoming 23<sup>rd</sup> AGM at which the Proposed Renewal of Share Buy-Back Authority was passed, at which time it will lapse unless by a resolution passed at the AGM, the authority is renewed;
- the expiration of the period within which the next AGM after the date it 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

- revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any);

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, 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 Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority.”  
**(Ordinary Resolution 9)**

- Proposed Amendments to the Constitution of the Company**

“THAT the proposed amendments to the existing Constitution of the Company as set out in Appendix A be and is hereby approved and adopted with immediate effect AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts things and take all such steps as may be considered necessary to give full effect to the foregoing.”  
**(Special Resolution)**

- To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

### NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the 23<sup>rd</sup> AGM, a final single tier dividend of 0.75 sen per ordinary share for the financial year ended 31 December 2023 will be credited on 3 July 2024 to depositors whose names appear in the Record of Depositors on 14 June 2024.

A Depositor shall qualify for entitlement to the Dividend only in respect of: -

- Shares transferred to the Depositor's securities account before 4.30 p.m. on 14 June 2024 in respect of transfers.
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

**KHOO CHONG KEONG (MIA CA11413)**  
**LIM SECK WAH (MAICSA NO. 0799845)**  
**TANG CHI HOE (KEVIN) (MAICSA NO. 7045754)**  
Secretaries

Selangor Darul Ehsan  
Date: 24 April 2024

#### Notes: -

##### General Meeting Record of Depositors

For the purpose of determining a member who shall be entitled to attend the 23<sup>rd</sup> AGM, the Company shall request the Record of Depositors as at 16 May 2024. Only a depositor whose name appears on the Record of Depositors as at 16 May 2024 shall be entitled to attend, speak and vote at this meeting or appoint proxy/proxies to attend, speak and vote in his stead.

##### Appointment of Proxy

- 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 proportions of his/her holdings to be represented by each proxy.
- Where a member is an Authorised Nominee as defined under the Securities Industry (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.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account (“omnibus account”), the Exempt Authorised Nominee may appoint any number of proxy (no limit) in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under either its common seal or the hand of its officer or attorney duly authorized. The instrument duly completed shall be deposited at the Company's registered office not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting. The completed instrument appointing a proxy once deposited will not preclude the member from attending and voting in person at the general meeting should the member subsequently wish to do so.
- 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 to Special Business

- Ordinary Resolution 7 - Authority to issue shares**

The proposed Resolution 7, if passed, will empower the Directors to issue shares up to 10% of the total number of issued shares of the Company at any one time during the validity of the authority granted for such purposes as they may consider being in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The general mandate sought to grant authority to Directors to issue shares is a renewal of the mandate that was approved by the shareholders at the 22<sup>nd</sup> AGM held on 25 May 2023. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital 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 with the existing issued shares of the Company, to any person without having to offer new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the mandate.

The previous mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

- Ordinary Resolution 8 - Proposed Shareholders' Mandate**

The explanatory note on Ordinary Resolution 8 is set out in the Circular to Shareholders dated 24 April 2024.

- Ordinary Resolution 9 - Proposed Renewal of Share Buy-Back Authority**

The explanatory note on Ordinary Resolution 9 is set out in the Circular to Shareholders dated 24 April 2024.

As at the date of notice, the Company has an accumulative of 1,946,458 treasury shares.

- Special Resolution - Proposed Amendments to the Constitution of the Company**

The proposed amendments to the existing Constitution of the Company are made mainly to provide clarity and consistency with the Companies Act 2016.

**APPENDIX A**

**PROPOSED AMENDMENTS TO THE CONSTITUTION OF ENGTEX GROUP BERHAD**

<b>Article No.</b>	<b>Existing Articles</b>	<b>Amended Articles*</b>	<b>Rationale</b>
5 Repayment of Preference capital.	Notwithstanding Article 7 hereof of the repayment of preference share capital other than redeemable preference shares or any alteration of preference shareholder rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of three-fourths (3/4) of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.	Notwithstanding Article 7 hereof of the repayment of preference share capital other than redeemable preference shares or any alteration of preference shareholder rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of <del>three-fourths (3/4)</del> <b>seventy-five per centum (75%)</b> of the preference shares concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.	The replacement of the term “three-fourths (3/4)” with “seventy-five per centum (75%)” is to be consistent with the Companies Act, 2016 (“ <b>CA 2016</b> ”)
7 Modification of class rights.	Whenever the capital of the Company is divided into different classes of shares or groups the special rights attached to any class or group may subject to the provisions of the Constitution (unless otherwise provided by the terms of issue of the shares of the class), either with the consent in writing of the holders of three-quarters (3/4) of the issued shares of the class or group, or with the sanction of any special resolution passed at a separate general meeting of such holders (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, and such writing or resolution shall be binding upon all the holders of shares of the class. To every such separate general meeting all the provisions of this Constitution relating to general meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth (1/10) in nominal amount of the issued shares of the class or group (but so that if an adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), that any holder of shares in the class present in person or by proxy may demand a	Whenever the capital of the Company is divided into different classes of shares or groups the special rights attached to any class or group may subject to the provisions of the Constitution (unless otherwise provided by the terms of issue of the shares of the class), either with the consent in writing of the holders of <del>three-quarters (3/4)</del> <b>seventy-five per centum (75%)</b> of the issued shares of the class or group, or with the sanction of any special resolution passed at a separate general meeting of such holders (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, and such writing or resolution shall be binding upon all the holders of shares of the class. To every such separate general meeting all the provisions of this Constitution relating to general meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth (1/10) in nominal amount of the issued shares of the class or group (but so that if an adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), that any holder of shares in the class present in person or by proxy may demand a poll and that the holders of shares of the class or group shall, on a poll, have one vote in respect	The replacement of the term “three-fourths (3/4)” with “seventy-five per centum (75%)” is to be consistent with Section 91 of the CA 2016

\*Additions as bold and deletions as struck through

Article No.	Existing Articles	Amended Articles*	Rationale
	poll and that the holders of shares of the class or group shall, on a poll, have one vote in respect of every share of the class or group held by them respectively.	of every share of the class or group held by them respectively.	
19 Directors may make calls.	The Directors may, subject to the provision of the Constitution, from time to time make such calls upon the Members in respect of any money unpaid on their shares as they think fit (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall be payable at less than one (1) month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.	The Directors may, subject to the provision of the Constitution, from time to time make such calls upon the Members in respect of any money unpaid on their shares as they think fit <del>(whether on account of the nominal value of the shares or by way of premium)</del> and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall be payable at less than one (1) month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days notice specifying the <b>date</b> , time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.	The amendment is made in line with the abolishment of the concepts of par value and premium for shares under Section 74 of the CA 2016.  This amendment is consistent with Section 82(3) of the CA 2016, which states that the notice shall specify the date, time and place of payment.
21 Interest on unpaid calls	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per cent (10%) per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest wholly or in part.	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest <b>or compensation</b> on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding <del>ten</del> <b>eight</b> per cent (10%) per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of the interest <b>or compensation</b> wholly or in part.	The inclusion of the word "compensation" is to reflect the wording used in Section 82(6) of the CA 2016.  The reduction in the interest rate that the Company may impose from 10% to 8% per annum is in line with the maximum interest rate chargeable under Section 82(7) of the CA 2016.
22 Sum payable on allotment	Any sum which by the terms of issue of a share is payable on allotment on a fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue of the same become payable, and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses forfeiture and the like, and all the relevant provisions of this Constitution shall apply as if the sum had become payable by virtue of a call duly made and notified.	Any sum which by the terms of issue of a share is payable on allotment on a fixed date, <del>whether on account of the nominal value of the share or by way of premium</del> , shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue of the same become payable, and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses forfeiture and the like, and all the relevant provisions of this Constitution shall apply as if the sum had become payable by virtue of a call duly made and notified.	The amendment is made in line with the abolishment of the concepts of par value and premium for shares under Section 74 of the CA 2016.

\*Additions as bold and deletions as struck through

Article No.	Existing Articles	Amended Articles*	Rationale
56 Power to reduce capital	The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner subject to any conditions and any consent required by law. The Company shall give notice to the Registrar in accordance with the Act of such alteration in capital.	The Company may by special resolution reduce its share capital <del>and any capital redemption reserve fund or any share premium account</del> in any manner <del>subject to any conditions and any consent required by law.</del> <b>permitted or authorised under and in compliance with the Applicable Laws.</b> The Company shall give notice to the Registrar in accordance with the Act of such alteration in capital.	The deletion of the terms “capital redemption reserve fund” and “share premium account” in line with the abolishment of the concepts of par value and premium for shares under Section 74 of the CA 2016.  Under the CA 2016, the Company may reduce its share capital either by special resolution and confirmation by the Court in accordance with Section 116 or by special resolution supported by a solvency statement in accordance with Section 117. The extension of capital reduction to such manner as may be permitted under any Applicable Law is to enable the Company to carry out such reduction of share capital so long as it is permitted under the Applicable Laws.
58 Annual general meeting	The ordinary business of an annual general meeting shall mean and consist of the receiving of the Company’s audited financial statements and the reports of the Directors and the Auditors thereon, the approval of Directors’ fees and benefits payable to Directors, the re-election of the Directors who retire by rotation or otherwise, the declaration of dividend (if any) and the appointment of the Auditors and the determination of their remuneration. Any other business to be transacted at an annual general meeting shall be deemed to be special.	The ordinary business of an annual general meeting shall mean and consist of the receiving of the Company’s audited financial statements and the reports of the Directors and the Auditors thereon, the approval of Directors’ fees and benefits payable to Directors, the re-election of the Directors who retire by rotation or otherwise, <del>the declaration of dividend (if any)</del> and the appointment of the Auditors and the determination of their remuneration. Any other business to be transacted at an annual general meeting shall be deemed to be special.	The phrase “the declaration of dividend (if any)” is deleted as the declaration of dividend no longer requires the approval of shareholders in the annual general meeting under Section 132 of the CA 2016.
141 To whom copies of profit and loss account etc may be sent	The Directors shall from time to time in accordance with the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the Act. The interval between the close of a financial year of the Company and the issue of audited financial statements relating to it together with the reports of the Directors and the Auditors thereon shall not exceed four (4) months. The interval between the close of a financial year of the Company and the issue of annual report relating to	The Directors shall from time to time in accordance with the Act cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and report as are referred to in the Act. The interval between the close of a financial year of the Company and the issue of audited financial statements relating to it together with the reports of the Directors and the Auditors thereon shall not exceed four (4) months. The interval between the close of a financial year of the Company and the issue of annual report relating to it shall not exceed <del>six (6)</del> <b>four (4)</b> months. A copy of each	The amendment is in line with paragraph 9.23 of Bursa Malaysia Securities Berhad Main Market Listing Requirements.

\*Additions as bold and deletions as struck through

Article No.	Existing Articles	Amended Articles*	Rationale
	<p>it shall not exceed six (6) months. A copy of each such documents shall be served not be less than twenty one (21) days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the meeting pursuant to Article 62 be sent to every Member of, and to every holder of debenture of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or the Constitution).</p>	<p>such documents shall be served not be less than twenty one (21) days before the date of the meeting (or such shorter period as may be agreed in any year for the receipt of notice of the meeting pursuant to Article 62 be sent to every Member of, and to every holder of debenture of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or the Constitution).</p>	

\*Additions as bold and deletions as struck through