



NOTICE OF FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting ("5th AGM") of the Company will be held fully virtual through online meeting platform at <https://www.binamagement.com.my> provided by Bina Management (M) Sdn Bhd ("BINA Portal") in Malaysia (Domain registration number D1A401787) on Wednesday, 22 February 2023 at 10.00 a.m. to transact the following businesses:-

A G E N D A

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 August 2022 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Non-Executive Directors' fees for an amount of up to RM206,000.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 23 February 2023 until the next Annual General Meeting of the Company, in such proportions and manner as the Directors may determine as follows:

[Please refer to Explanatory Note 1]

[Please refer to Explanatory Note 2] [Ordinary Resolution 1]

No	Type of Director	the Company
1	Chairman of the Board	RM60,000.00
2	Independent Non-Executive Directors	RM146,000.00
	Total	RM206,000.00

- To approve the payment of Non-Executive Directors' benefits (excluding Directors' fees) for an amount of up to RM14,000.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 23 February 2023 until the next Annual General Meeting of the Company, in such proportions and manner as the Directors may determine as follows:

[Please refer to Explanatory Note 2] [Ordinary Resolution 2]

No	Type of Director	the Company
1	Chairman of the Board	RM3,000.00
2	Independent Non-Executive Directors	RM11,000.00
	Total	RM14,000.00

- To re-elect the following Directors who retire pursuant to Clause 84 of the Company's Constitution and being eligible, have offered themselves for re-election:-

- Dato' Zulkifli Bin Adnan; and
- Ms Yap Kai Ning.

[Ordinary Resolution 3] [Ordinary Resolution 4] [Ordinary Resolution 5]

- To re-appoint Messrs. Ecovis Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

[Ordinary Resolution 6]

AS SPECIAL BUSINESS

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

7. ORDINARY RESOLUTION

- AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

[Please refer to Explanatory Note 3] [Ordinary Resolution 7]

"**THAT** pursuant to the Companies Act 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant government and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("**New Shares**") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued, to be subscribed under any rights granted, to be issued from the conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being ("**Proposed General Mandate**");

THAT the existing shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85(1) of the Act read together with Rule 7.08 of the Listing Requirements and the Company's Constitution to be offered the New Shares to be allotted and issued under the Proposed General Mandate, which rank equally with the existing issued shares in the Company;

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- The conclusion of the next Annual General Meeting of the Company held after the approval was given;
- The expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- Revoked or varied by resolution passed by the shareholders of the Company in a general meeting; whichever is the earlier.

THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation for such New Shares on Bursa Securities;

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.

- To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and/or the Companies Act 2016.

BY ORDER OF THE BOARD

TEO SOON MEI (SSM PC No. 201908000235) (MAICSA 7018590)
LIM JIA HUEY (SSM PC No. 201908000929) (MAICSA 7073258)
 Company Secretaries

Kuala Lumpur
 Dated: 29 December 2022

Explanatory Notes on Ordinary and Special Businesses:

- Item 1 of the Agenda**
 The Agenda Item 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. As such, this Agenda item is not put forward for voting.
- Items 2 and 3 of the Agenda**
 Section 230(1) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.
 The Company is seeking the shareholders' approval for the payment of Non-Executive Directors' fees and Non-Executive Directors' benefits for an amount of up to RM206,000.00 and RM14,000.00 respectively, payable to the Non-Executive Directors of the Company on a monthly basis for the period from 23 February 2023 until the next Annual General Meeting of the Company under Ordinary Resolutions 1 and 2 respectively.
 The benefits payable to the Non-Executive Directors comprising of meetings allowances based on actual attendance of meetings by the Directors and other claimable benefits including reimbursable expenses incurred in the course of carrying out their duties as Directors. The payment of benefits to the Non-Executive Directors will be made by the Company on a monthly basis and/or as and when incurred.
 The estimated Non-Executive Directors' fees and benefits proposed for the period from 23 February 2023 until the next Annual General Meeting of the Company are derived based on the current Board size.
 Ordinary Resolutions 1 and 2 are to facilitate payment of Directors' fees and benefits for the financial year 2023/2024.
 In the event that the proposed Directors' fees and benefits payable are insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the next AGM to increase the additional Directors' fees and benefits payable to meet the shortfall.
- Item 7 of the Agenda**
 Ordinary Resolution 7 is to seek a renewal of the general mandate for allotment and issuance of shares by the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed the prescribed limit under the Listing Requirements of Bursa Securities ("**General Mandate**").
 The Company is seeking the shareholders' approval for the payment of Non-Executive Directors' fees and Non-Executive Directors' benefits for an amount of up to RM206,000.00 and RM14,000.00 respectively, payable to the Non-Executive Directors of the Company on a monthly basis for the period from 23 February 2023 until the next Annual General Meeting of the Company under Ordinary Resolutions 1 and 2 respectively.
 The benefits payable to the Non-Executive Directors comprising of meetings allowances based on actual attendance of meetings by the Directors and other claimable benefits including reimbursable expenses incurred in the course of carrying out their duties as Directors. The payment of benefits to the Non-Executive Directors will be made by the Company on a monthly basis and/or as and when incurred.
 The estimated Non-Executive Directors' fees and benefits proposed for the period from 23 February 2023 until the next Annual General Meeting of the Company are derived based on the current Board size.
 Ordinary Resolutions 1 and 2 are to facilitate payment of Directors' fees and benefits for the financial year 2023/2024.
 In the event that the proposed Directors' fees and benefits payable are insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the next AGM to increase the additional Directors' fees and benefits payable to meet the shortfall.
 The proposed Ordinary Resolution 7 is a renewal of the previous year's mandate. As of the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the last Annual General Meeting of the Company held on 22 February 2022 and which will lapse at the conclusion of the 5th AGM.

Notes:

- The 5th AGM of the Company will be held as a virtual meeting through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities provided by Bina Management (M) Sdn Bhd via online meeting platform at <https://www.binamagement.com.my>. Please refer to the Administrative Guide for the 5th AGM which is available at <https://www.binamagement.com.my>.
- Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 5th AGM using the RPV.
- The Broadcast Venue of the 5th 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 of the meeting. The Broadcast Venue is to inform shareholders where the electronic AGM production and streaming would be conducted from. No shareholder(s)/ proxy(ies) from the public will be physically present at the meeting venue on the day of the 5th AGM.
- A member who is entitled to attend and vote at the 5th AGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the 5th AGM. A proxy may not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the 5th AGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she 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. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding 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 (1) 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 appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointor or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration in the proxy form must be initialed.
- The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 5th AGM or at any adjournment thereof.
 (i) **Hardcopy**
 The Form of Proxy shall be deposited at the Share Registrar's office at Bina Management (M) Sdn Bhd of Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor.
 (ii) **By Electronic Means**
 The instrument appointing a proxy shall be electronically submitted via email at the Share Registrar's email address at binawin@binam168.com or via BINA Portal at <https://www.binamagement.com.my>.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of 5th AGM will be put to vote by poll.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 February 2023 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the 5th AGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.
- The proxy forms which are indicated with "X" in the spaces provided to show how the votes are to be cast will also be accepted. Any alteration in the form of proxy must be initialed.

Personal data privacy:

- By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 5th AGM and/or any adjournment thereof, a member of the Company:
- consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the 5th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 5th AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
 - warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company for the Purposes; and
 - agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.