



**NOTICE OF SEVENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Seventh Annual General Meeting ("7<sup>th</sup> AGM") of the Company will be held fully virtual through live streaming and online remote voting from the online meeting platform at <https://www.binamanagement.com.my> (Domain registration number with D1A401787) provided by Bina Management (M) Sdn. Bhd. ("BINA Portal") in Malaysia on Wednesday, 26 February 2025 at 11.00 a.m. to transact the following businesses: -

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 August 2024 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 RM236,400.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 27 February 2025 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	Non-Executive Directors' fees (RM)		
		the Company	the Board of subsidiaries	Total
1	Chairman of the Board	66,000.00	-	66,000.00
2	Independent Non-Executive Directors	170,400.00	-	170,400.00
	Total			236,400.00

- To approve the 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 27 February 2025 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	Non-Executive Directors' benefits (RM)		
		the Company	the Board of subsidiaries	Total
1	Chairman of the Board	3,000.00	-	3,000.00
2	Independent Non-Executive Directors	11,000.00	-	11,000.00
	Total			14,000.00

- 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: -

- Mr. Yap Tian Tion; and
- Datuk Mak Foo Wei.

[Please refer to Explanatory Note 3]  
 [Ordinary Resolution 3]  
 [Ordinary Resolution 4]  
 [Ordinary Resolution 5]

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

**AS SPECIAL BUSINESS**

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

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

[Please refer to Explanatory Note 4]  
 [Ordinary Resolution 6]

"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 twelve (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: 27 December 2024

**Explanatory Notes on Ordinary and Special Businesses: -**

- Item 1 of the Agenda**  
 This Agenda item 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 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 shareholders at the Sixth Annual General Meeting ("6<sup>th</sup> AGM") held on 28 February 2024 approved the Non-Executive Directors' Fees and Non-Executive Directors' other benefits of up to an amount of RM206,000.00 and RM14,000.00 respectively, for the period from 29 February 2024 until the 7<sup>th</sup> AGM of the Company. The actual fees and benefits paid to the Non-Executive Directors for the said period were RM192,800.00 and RM12,000.00 respectively, and they did not exceed the amounts approved by the shareholders at the 6<sup>th</sup> AGM.  
 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 RM236,400.00 and RM14,000.00 respectively, payable to the Non-Executive Directors of the Company on a monthly basis for the period from 27 February 2025 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 of from 27 February 2025 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 2025/2026.  
 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 Annual General Meeting of the Company for the additional Directors' fees and benefits payable to meet the shortfall.
- Item 4 of the Agenda**  
 Mr. Yap Tian Tion and Datuk Mak Foo Wei, both Directors of the Company are seeking re-election at the 7<sup>th</sup> AGM (the "Retiring Directors") pursuant to Clause 84 of the Company's Constitution and being eligible, have offered themselves for re-election under Ordinary Resolutions 3 and 4 respectively.  
 The Nominating Committee ("NC") has reviewed the performance and contribution of the abovesaid Retiring Directors based on the Board Effectiveness Evaluation conducted, which encompassed several factors including:-  
  - Fit and proper assessment
  - Contribution to interaction
  - Knowledge and caliber
  - Quality input provided to the Board of Directors
  - Understanding of role
 The NC and Board of Directors ("Board") have also evaluated the tenure of the Directors and the Board's composition to ensure the Board has an appropriate mix of skills and experience for the business requirements. Additionally, the NC and Board have assessed the Retiring Directors' compliance with Rule 2.20A of the Listing Requirements of Bursa Securities in terms of their quality and integrity.  
 Based on the results of the Board's annual assessment and the fit and proper assessment conducted for financial year ended 31 August 2024, it was found that the Retiring Directors' performance and fit and propriety were satisfactory.
- Item 6 of the Agenda**  
 Ordinary Resolution 6 is to seek a renewal of the general mandate for allotment and issuance of shares by the Company pursuant to the Companies Act 2016 at the 7<sup>th</sup> AGM of the Company. The purpose of this General Mandate, if passed, shall give power to the Directors to issue ordinary shares in the capital of the Company up to an aggregate number of shares or convertible securities issued not exceeding ten per centum (10%) of the total number of issued shares of the Company. This General Mandate, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company. However, pursuant to Section 85(1) of the Companies Act 2016 and Clause 52 of the Company's Constitution and Rule 7.08 of Listing Requirements of Bursa Securities, the New Shares will have to be offered to the existing shareholders of the Company unless there is a direction to the contrary given in the general meeting of the Company. Should the existing shareholders of the Company approve the proposed Ordinary Resolution 6, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016, which then would allow the Directors to issue New Shares to any person without having to offer the said New Shares equally to all existing shareholders of the Company prior to the issuance. This will result in a dilution to the shareholding percentage of the existing shareholders of the Company.  
 The Board of the Company is of the view that the General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. It will also enable the Directors to take swift action in case of a need to issue and allot new shares in the Company fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such applications as the Directors may deem fit in the best interest of the Company and its shareholders, provided that the aggregate number of shares or convertible securities issued must not be more than ten per centum (10%) of the total number of issued shares of the Company.  
 The proposed Ordinary Resolution 6 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 28 February 2024 and which will lapse at the conclusion of the 7<sup>th</sup> AGM.

**Notes:**

- The 7<sup>th</sup> 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.binamanagement.com.my>. Please refer to the Administrative Guide for the 7<sup>th</sup> AGM which is available at the Company's website at <http://www.cekd.com.my> for the procedures to register, participate and vote remotely at the 7<sup>th</sup> AGM through the RPV facilities.
- Shareholders to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 7<sup>th</sup> AGM using the RPV.
- The Broadcast Venue of the 7<sup>th</sup> 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 Annual General Meeting 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 7<sup>th</sup> AGM.
- A member who is entitled to attend and vote at the 7<sup>th</sup> AGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the 7<sup>th</sup> AGM. A proxy may but need 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 7<sup>th</sup> 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 appoints two (2) proxies to attend, participate and vote at the 7<sup>th</sup> AGM, he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account if 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 appointer 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 7<sup>th</sup> AGM or at any adjournment thereof:-  
  - In Hardcopy Form  
 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.
  - By Electronic Means  
 The Form of Proxy shall be electronically submitted via email at the Share Registrar's email address at [binawin@binamg168.com](mailto:binawin@binamg168.com) or via BINA Portal at <https://www.binamanagement.com.my>.
- Pursuant to Rule 9.31 of the Listing Requirements of Bursa Securities, all the resolutions set out in this Notice of 7<sup>th</sup> AGM will be put to vote by poll.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 February 2025 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the 7<sup>th</sup> AGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.
- Those 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 7<sup>th</sup> 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 7<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 7<sup>th</sup> 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.