

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Seventeenth Annual General Meeting ("AGM") of the Company will be held at Greens III, Sports Wing, Tropicana Golf & Country Resort Berhad, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 5 December 2023 at 9:00 a.m. for the following purposes:

**AGENDA**

- To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of the Directors and the Auditors thereon. **(Refer to Explanatory Note 1)**
- To approve the payment of Directors' fees amounting to RM183,708.00 for the financial year ended 30 June 2023. **(Resolution 1)**
- To approve an amount of up to RM63,000.00 as benefits payable to the Non-Executive Directors from 1 December 2023 until the next Annual General Meeting of the Company to be held in year 2024. **(Resolution 2)**
- To re-elect the following Directors who shall retire by rotation pursuant to Clause 117 of the Company's Constitution and being eligible, have offered themselves for re-election:
  - Dato' Foong Wei Kuong **(Resolution 3)**
  - Datuk Phang Ah Tong **(Resolution 4)**
  - Mr. Koay Kah Ee **(Resolution 5)**
- To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- As Special Business:

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

**(a) ORDINARY RESOLUTION NO. 1  
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS**

"THAT subject to the provisions of the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, and for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always 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 for the time being;

THAT the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities;

THAT pursuant to Section 85 of the Act to be read together with Clause 13 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act;

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." **(Resolution 7)**

**(b) ORDINARY RESOLUTION NO. 2  
- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") and any other applicable laws, guidelines, rules and regulations for the time being in force, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities, upon such terms and conditions as the Directors in their absolute discretion deem fit and expedient in the best interest of the Company, provided that:

- the aggregate number of ordinary shares to be purchased and/or held by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase(s); and
- the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s);

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares so purchased in their absolute discretion in the following manners:

- cancel all the shares so purchased; and/or
  - retain the shares so purchased in treasury for distribution as dividends to the shareholders and/or resell on the market of Bursa Malaysia Securities; and/or
  - retain part thereof as treasury shares and cancel the remainder; and/or
  - transfer the shares for the purposes of or under an employees' share scheme; and
- in any other manner as prescribed by the Act, rules, regulations, and orders made pursuant to the Act and the requirements of Bursa Malaysia Securities and any other relevant authority for the time being in force;

THAT such authority conferred by this Resolution shall commence immediately upon the passing of this Resolution and shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed, at which time the authority will lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND THAT the Directors of the Company be authorised to do all acts, deeds, and things and to take all such steps as they may deem fit, appropriate, expedient, or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the interest of the Company." **(Resolution 8)**

- To transact any other ordinary business for which due notice has been given.

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)  
CHIN MUN YEE (SSM PC NO. 201908002785) (MAICSA 7019243)  
Company Secretaries

Kuala Lumpur  
Dated: 23 October 2023

**Explanatory notes:**

- Audited Financial Statements for the financial year ended 30 June 2023

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("the Act") does not require the formal approval of the shareholders of the Company and hence, is not put forward for voting.

**2. Resolution 2 – Directors' benefits**

The Directors' benefits comprise the meeting allowances payable to the Non-Executive Directors. In determining the estimated total Directors' benefits, the size of the Board of Directors ("Board") and Board Committees and the number of meetings estimated to be held were taken into consideration.

**3. Resolutions 3 to 5 – Re-election of Directors who retire by rotation pursuant to Clause 117 of the Constitution of the Company**

Pursuant to Clause 117 of the Constitution of the Company, at every AGM of the Company, one-third (1/3<sup>rd</sup>) of the Directors for the time being or, if the number is not three (3) or a multiple of three (3), the number nearest to one-third (1/3<sup>rd</sup>) shall retire from office and be eligible for re-election. A Director retiring at a meeting shall retain office until the conclusion of the meeting. A retiring Director shall be eligible for re-election. Hence, three (3) out of eight (8) Directors are to retire in accordance with Clause 117 of the Constitution of the Company.

For the purpose of determining the eligibility of the Directors to stand for re-election at the Seventeenth AGM of the Company, the Board through its Nomination Committee undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance, which includes the following:

- Contribution and performance of each individual Director;
- Independence of the Independent Non-Executive Director, where relevant; and
- Fit and proper assessment.

Based on the results of the abovementioned evaluations, the Board considered the performance of Dato' Foong Wei Kuong, Datuk Phang Ah Tong, and Mr. Koay Kah Ee (each referred to as "retiring Director") to be effective. The retiring Directors were able to meet the Board's expectations in terms of experience, expertise, integrity, competency, participation, and contribution. Each retiring Director demonstrates a commitment to the role and has sufficient time to meet his commitment to the Company. The retiring Directors had abstained from the deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board and Nomination Committee, where relevant.

The details of the retiring Directors are available in the Directors' Profile of the Annual Report 2023.

**4. Resolution 7 - Authority to issue shares pursuant to the Act and waiver of pre-emptive rights**

The proposed adoption of Ordinary Resolution No. 1 is to grant a renewed general mandate ("General Mandate") and empower the Directors pursuant to the Act, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Sixteenth AGM of the Company held on 1 December 2022 at which will lapse at the conclusion of the Seventeenth AGM of the Company.

The General Mandate will provide flexibility to the Company for the allotment of shares for any purpose and/or activities for the purpose of funding future investment project(s), working capital, and/or acquisition(s).

Pursuant to Section 85(1) of the Act to be read together with Clause 13 of the Constitution of the Company, shareholders of the Company have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

The following are excerpted from the Act and the Company's Constitution:

Section 85(1) of the Act	Clause 13 of the Company's Constitution
<p>Pre-Emptive Rights to New Shares</p> <p>Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.</p>	<p>Subject to any direction to the contrary that may be given by the Company in general meeting and subject always to this Constitution and the Act, all new shares or other Securities shall, before issue, be offered to Members who at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiry of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in any manner as they think may be beneficial to the Company. The Directors may likewise also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.</p>

**5. Resolution 8 - Proposed renewal of authority for the Company to purchase its own shares**

The proposed adoption of Ordinary Resolution No. 2 is to renew the authority given to the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Unless revoked or varied by the Company in a general meeting, this authority will expire at the conclusion of the next AGM of the Company.

Please refer to the Statement to Shareholders dated 23 October 2023 for further information.

**Notes:**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 28 November 2023 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend, participate, speak, and vote in his/her stead. Where a member appoints two (2) proxies in relation to a Meeting, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- A proxy need not be a member of the Company and a member may appoint any person to be his/her proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to attend, participate, speak, and vote at the Meeting.
- 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"), the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account is holds.
- The instrument appointing a proxy shall be in writing under the hand of the member or of his/her attorney duly authorised in writing or, if the member is a corporation, under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damaniale, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting. The lodging of the Form of Proxy does not preclude any shareholder from attending and voting at the Meeting should any shareholder subsequently wish to do so, provided a Notice of Termination of Authority to act as Proxy is given to the Company and deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damaniale, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the Meeting or any adjournment thereof. All resolutions set out in the Notice of Seventeenth AGM are to be voted by poll.