

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting (“20th AGM”) of DELEUM BERHAD (“the Company”) will be held at Summit 1 Ballroom, Level M1, The Vertical, Connexion Conference & Event Centre, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Thursday, 22 May 2025 at 11.00 a.m., to transact the following businesses:

## AGENDA

### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.  
**(Please refer to Explanatory Note A)**
2. To re-elect the following Directors, who retire in accordance with Clause 88 of the Company’s Constitution and, being eligible, have offered themselves for re-election:-
  - (i) Mr. Lee Yoke Khai **Ordinary Resolution 1**
  - (ii) Datuk Manharlal a/l Ratilal **Ordinary Resolution 2****(Please refer to Explanatory Note B)**
3. To re-elect En. Ainul Azhar bin Ainul Jamal as a Director, who retires in accordance with Clause 86 of the Company’s Constitution and, being eligible, has offered himself for re-election. **Ordinary Resolution 3**  
**(Please refer to Explanatory Note B)**
4. To approve the payment of Directors’ fees to Non-Executive Directors of the Company up to an amount of RM1,500,000 for the period from the day after the Annual General Meeting to the next Annual General Meeting. **Ordinary Resolution 4**  
**(Please refer to Explanatory Note C)**
5. To approve the payment of Directors’ benefits to Non-Executive Directors of the Company up to an amount of RM500,000 for the period from the day after the Annual General Meeting to the next Annual General Meeting. **Ordinary Resolution 5**  
**(Please refer to Explanatory Note D)**
6. To re-appoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**  
**(Please refer to Explanatory Note E)**

### AS SPECIAL BUSINESS:

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

#### **7. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“**THAT** subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the additional shares so issued and any other governmental/ regulatory authorities, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Sections 75 and 76 of the Act to allot and issue shares in 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, 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 such New 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, 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 percent (10%) of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed General Mandate”).

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

- a) the conclusion of the next Annual General Meeting (“AGM”) of the Company held after the approval was given;
- b) at the expiration of the period within which the next AGM of the Company is required to be held after the approval was given;  
or
- c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

**THAT** the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market Listing Requirements of 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 FURTHER THAT** the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps, and do all acts (including execute such documents as may be required), deeds, and things in relation to the Proposed General Mandate.”

**Ordinary Resolution 7**

**(Please refer to Explanatory Note F)**

## **8. PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPT”) WITH SOLAR TURBINES INTERNATIONAL COMPANY (“STICO”) (“PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE WITH STICO”)**

“**THAT** the mandate granted by the shareholders of the Company at the Nineteenth Annual General Meeting (“AGM”) held on 23 May 2024 pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorising the Company and its subsidiaries to enter into RRPT with STICO as set out in Section 2.5(1) of the Circular to Shareholders dated 21 April 2025 which are necessary for the Company and its subsidiaries day-to-day operations, be and is hereby renewed.

**THAT** the Company and its subsidiaries be and are hereby authorised to enter into RRPT with STICO as outlined in Section 2.5(1) of the Circular to Shareholders dated 21 April 2025 provided that the transactions are:

- a) necessary for the day-to-day operations;
- b) undertaken in the ordinary course of business on an arm’s length basis and on normal commercial terms and transaction prices, which are not more favourable to the related parties than those generally available to the public; and
- c) not detrimental to the minority shareholders of the Company.

**THAT** the Proposed Renewal of Shareholders’ Mandate with STICO shall commence immediately upon the passing of this resolution and continue to be in full force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

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**AND THAT** the Board of Directors be and is hereby authorised to complete and do all such acts and things as it may consider expedient or necessary (including executing such documents as may be required) to give effect to Proposed Renewal of Shareholders' Mandate with STICO."

**Ordinary Resolution 8**

**(Please refer to Explanatory Note G)**

## **9. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") WITH DRESSER ITALIA S.R.L ("DRESSER ITALIA") ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE WITH DRESSER ITALIA")**

**"THAT** the mandate granted by the shareholders of the Company at the Nineteenth Annual General Meeting ("AGM") held on 23 May 2024 pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorising the Company and its subsidiaries to enter into RRPT with Dresser Italia as set out in Section 2.5(2) of the Circular to Shareholders dated 21 April 2025 which are necessary for the Company and its subsidiaries day-to-day operations, be and is hereby renewed.

**THAT** the Company and its subsidiaries be and are hereby authorised to enter into RRPT with Dresser Italia as outlined in Section 2.5(2) of the Circular to Shareholders dated 21 April 2025 provided that the transactions are:

- a) necessary for the day-to-day operations;
- b) undertaken in the ordinary course of business on an arm's length basis and on normal commercial terms and transaction prices, which are not more favourable to the related parties than those generally available to the public; and
- c) not detrimental to the minority shareholders of the Company.

**THAT** the Proposed Renewal of Shareholders' Mandate with Dresser Italia shall commence immediately upon the passing of this resolution and continue to be in full force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

**AND THAT** the Board of Directors be and is hereby authorised to complete and do all such acts and things as it may consider expedient or necessary (including executing such documents as may be required) to give effect to Proposed Renewal of Shareholders' Mandate with Dresser Italia."

**Ordinary Resolution 9**

**(Please refer to Explanatory Note G)**

## **10. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") WITH LATCONNECT 60 LTD ("LAT60") ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE WITH LAT60")**

**"THAT** the mandate granted by the shareholders of the Company at the Nineteenth Annual General Meeting ("AGM") held on 23 May 2024 pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities Malaysia Berhad, authorising the Company and its subsidiaries to enter into RRPT with Lat60 as set out in Section 2.5(3) of the Circular to Shareholders dated 21 April 2025 which are necessary for the Company and its subsidiaries day-to-day operations, be and is hereby renewed.

**THAT** the Company and its subsidiaries be and are hereby authorised to enter into RRPT with Lat60 as outlined in Section 2.5(3) of the Circular to Shareholders dated 21 April 2025 provided that the transactions are:

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- a) necessary for the day-to-day operations;
- b) undertaken in the ordinary course of business on an arm's length basis and on normal commercial terms and transaction prices, which are not more favourable to the related parties than those generally available to the public; and
- c) not detrimental to the minority shareholders of the Company.

**THAT** the Proposed Renewal of Shareholders' Mandate with Lat60 shall commence immediately upon the passing of this resolution and continue to be in full force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

**AND THAT** the Board of Directors be and is hereby authorised to complete and do all such acts and things as it may consider expedient or necessary (including executing such documents as may be required) to give effect to Proposed Renewal of Shareholders' Mandate with Lat60."

**Ordinary Resolution 10**

**(Please refer to Explanatory Note G)**

## **11. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY**

**"THAT** subject always to the Companies Act 2016 ("the Act"), the Company's Constitution, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby authorised to purchase ordinary shares in the Company through Bursa Securities, provided that:

- (a) the aggregate number of ordinary shares purchased ("Purchased Shares") and/or held by the Company as treasury shares shall not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Securities at the time of purchase; and
- (b) the maximum funds 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 Company's audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back").

**AND THAT** the authority to facilitate the Proposed Share Buy-Back shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (1) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time the said authority shall lapse unless it is renewed by the passing of a resolution at that meeting, either unconditionally or subject to conditions; or
- (2) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (3) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever occurs first, but this authority shall not prejudice the completion of any purchases by the Company of its own shares before the aforesaid expiry date, and in any event, shall be in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines, and requirements issued by any relevant authorities.

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**THAT** the Board of Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion, as permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements, and/or orders of any relevant authorities in force, including but not limited to:

- (i) to cancel all or part of the Purchased Shares;
- (ii) to retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- (iii) to distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- (iv) to resell all or part of the treasury shares on the market of Bursa Securities;
- (v) to transfer all or part of the treasury shares for the purposes of, or under, the employees' share scheme established by the Company and/or its subsidiaries;
- (vi) to transfer all or part of the treasury shares as purchase consideration;
- (vii) to sell, transfer, or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may prescribe by order; and/or
- (viii) to deal with the treasury shares in any other manner as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities in force.

**AND THAT** the Board of Directors of the Company be and are hereby authorised to take all such steps as are necessary and/or enter into any agreements, arrangements, and guarantee with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back, with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities from time to time in the best interest of the Company.”

**Ordinary Resolution 11**

**(Please refer to Explanatory Note H)**

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

## BY ORDER OF THE BOARD

**SULIANA BINTI ROSLI** (SSM PC No. 202008000912) (MAICSA 7057610)

**MOHD SHAHID BIN ZAINOL ABIDIN** (SSM PC No. 202008003065) (MAICSA 7069754)

Company Secretaries

Kuala Lumpur

21 April 2025

## Notes

1. A member of the Company entitled to attend, participate and vote at the 20th AGM is entitled to appoint a proxy or proxies to attend, participate and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. A member shall not be entitled to appoint more than two (2) proxies to attend, participate and vote at the 20th AGM. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined in accordance with the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
4. 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.
5. Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

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6. The instrument appointing a proxy ("Proxy Form") shall be in writing under the hand of the appointor, or his/her attorney duly authorised in writing and certified notarially, or if the appointor is a corporation, under its Common Seal, or if the corporation does not have Common Seal, the instrument is to be affixed with the rubber stamp and executed by its duly authorised officer or any director.
7. The original signed Proxy Form must be deposited in the following manner, not later than **Tuesday, 20 May 2025 at 11.00 a.m.**, 48 hours before the time appointed for holding the 20th AGM or at any adjournment thereof, otherwise the Proxy Form shall not be treated as valid.

(i) In hard copy form

The original signed Proxy Form must be deposited at the Company's Registered Office at No. 2, Jalan Bangsar Utama 9, Bangsar Utama, 59000 Kuala Lumpur, Malaysia.

(ii) In electronic form via Tricor Online System (TIIH Online)

The Proxy Form can be electronically submitted via TIIH Online at <https://tiih.online>.

Please follow the procedures set out in the Administrative Guide for the 20th AGM.

8. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 20th AGM will be put to vote by way of poll.
9. For the purpose of determining a member who shall be entitled to attend, participate and vote at the 20th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 14 May 2025 and only a depositor whose name appears on this Record shall be entitled to attend, participate and vote at the 20th AGM or appoint proxy or proxies to attend, participate and/or vote on his/her stead.
10. By submitting the duly executed Proxy Form, the member and his/her proxy(ies) 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 the purpose of the 20th AGM or any adjournment thereof.

## **Explanatory Notes to the Agenda**

### **A. For Agenda Item 1**

#### **To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon**

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 ("the Act") for discussion only under this Agenda item. They do not require shareholders' approval and hence, will not be put for voting.

### **B. For Agenda Items 2 and 3**

#### **To re-elect Directors who retire by rotation pursuant to Clause 88 of the Company's Constitution**

Clause 88 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire by rotation at an Annual General Meeting ("AGM") of the Company and be eligible for re-election.

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For the purpose of determining the eligibility of the Directors to stand for re-election at the 20th AGM, the Joint Remuneration and Nomination Committee ("JRNC") has via the annual Board Evaluation and Assessment for year 2024 assessed and recommended to the Board, the effectiveness of the Board, Board Committees and individual Directors including the Directors who are seeking for re-election at the forthcoming 20th AGM. The annual assessment was based on the prescribed criteria inclusive of their skills, experience, character, level of independence, valuable contributions, insights to the Board as well as the Director's fitness and propriety with reference to the Fit and Proper Policy of the Company.

From the annual assessment, the Board, with recommendation from JRNC, was satisfied with the performance and contribution of the Directors. The retiring Directors also provided the fit and proper declarations in the prescribed forms in accordance with the Fit and Proper Policy.

Based on the above, the Board at its meeting held on 25 February 2025 approved the JRNC's recommendation that the Directors who retire in accordance with Clause 88 of the Company's Constitution, namely Mr. Lee Yoke Khai and Datuk Manharlal a/l Ratilal, are eligible to stand for re-election. These two (2) retiring Directors have abstained from deliberations and decisions on their respective eligibility to stand for re-election at the relevant JRNC and Board meetings.

The profiles of the retiring Directors are enclosed in the Profiles of Directors of the Company's Annual Report 2024.

## **To re-elect Director who retire by rotation pursuant to Clause 86 of the Company's Constitution**

Clause 86 of the Company's Constitution provides that any Director appointed by the Board shall hold office only until the next following AGM and shall then be eligible for re-election.

En. Ainul Azhar bin Ainul Jamal who was appointed as an Independent Non-Executive Director of the Company on 1 November 2024 shall hold office until the conclusion of the 20th AGM and being eligible, has offered himself for re-election. The JRNC had deliberated and recommended for his re-election, and the Board has endorsed JRNC's recommendation.

En. Ainul Azhar bin Ainul Jamal has abstained from the deliberation and decision on his proposed re-election. The profile of En. Ainul Azhar bin Ainul Jamal is enclosed in the Profiles of Directors of the Company's Annual Report 2024.

Any Director retiring by rotation who is a shareholder of the Company shall abstain from voting on the resolution in respect of their re-election at the 20th AGM.

## **C. For Agenda Item 4**

### **To approve the payment of Directors' fees to Non-Executive Directors of the Company up to an amount of RM1,500,000 for the period from the day after the Annual General Meeting to the next Annual General Meeting of the Company**

The proposed amount of up to RM1,500,000 under Ordinary Resolution 4, comprising Directors' fees to Non-Executive Directors of the Company, is estimated for the period from the day after this AGM to the next AGM of the Company to be held in 2026. The fees are in accordance with the Directors' Remuneration Framework for Non-Executive Directors reviewed in 2023 which the Board opines remain competitive and equitable given their role and responsibilities, as well as time commitment required to discharge their duties.

In determining the estimated total Directors' fees payable to the Directors, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees, general meeting(s) and provisional sum as a contingency for ad-hoc meetings for the Board and Board Committees. The number of such meetings are determined based on the strategy and plans of the Group.

Subject to shareholders' approval of Ordinary Resolution 4, the payment of Directors' fees payable will be made by the Company on a monthly basis or as and when incurred.



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## D. For Agenda Item 5

### **To approve the payment of Directors' benefits to Non-Executive Directors of the Company up to an amount of RM500,000 for the period from the day after the Annual General Meeting to the next Annual General Meeting of the Company**

The proposed amount of up to RM500,000 under Ordinary Resolution 5 comprising Directors' benefits to Non-Executive Directors of the Company is estimated for the period from the day after this AGM to the next AGM of the Company to be held in 2026. The benefits are in accordance with the Directors' Remuneration Framework for Non-Executive Directors reviewed in 2023 which the Board opines remain competitive and equitable given their role and responsibilities, as well as time commitment required to discharge their duties.

Directors' benefits comprise fixed meeting allowances payable to Non-Executive Directors for attendance of Board and Board Committee meetings, as well as telecommunication device for official purposes. Additionally, the Chairman is provided with a company car or car allowance, along with the same benefits as the Deputy Chairman, such as driver, petrol card, and a club subscription.

The meeting allowances are estimated based on the number of scheduled Board and Board Committee meetings, general meeting(s) and provisional sum as a contingency for ad-hoc meetings for the Board and Board Committees. The number of such meetings are determined based on the strategy and plans of the Group.

Subject to shareholders' approval of Ordinary Resolutions 4 and 5, the payment of Directors' benefits payable will be made by the Company as and when incurred.

## E. For Agenda Item 6

### **To re-appoint Messrs. PricewaterhouseCoopers PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration**

The Audit Committee ("AC") at its meeting held on 25 February 2025 undertook an annual assessment of the suitability and independence of the external auditors, Messrs. PricewaterhouseCoopers PLT ("PwC"). In its assessment, the AC considered several factors which include the following with reference to Guidance 9.3 of the Malaysian Code on Corporate Governance:

- a. Quality of PwC's processes and performance, as well as their communications with the AC and the Board;
- b. Adequacy of experience and resources provided to the Group by PwC, in terms of the firm and the professional staff assigned to the audit; and
- c. Independence and objectivity of PwC.

The AC also took into account the openness in communication and interaction with the lead audit engagement partner through discussions at the private meeting, which demonstrated their independence, objectivity and professionalism.

The AC was satisfied with the suitability of PwC based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The AC was also satisfied in its review that the provisions of non-audit services by PwC to the Company for the FY2024 did not in any way impair their objectivity and independence as external auditors of the Company.

The Board at its meeting held on 25 February 2025 approved the AC's recommendation for the shareholders' approval to be sought at the 20th AGM on the appointment of PwC as external auditors of the Company for the FY2025 under Ordinary Resolution 6 in accordance with Section 340(1)(c) and Section 274(1)(a) of the Act.



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## F. For Agenda Item 7

### **Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The Company had at the Nineteenth AGM held on 23 May 2024, obtained its shareholders' approval for the renewal of the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act. The Company, however, did not issue any new shares pursuant to this mandate obtained as at the date of this Notice.

The proposed Ordinary Resolution 7 is a renewal mandate for the issue of shares under Sections 75 and 76 of the Act. If passed, it will give the powers to the Directors of the Company from the date of the 20th AGM, to allot and issue shares of 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, option, or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed General Mandate").

The authority for the Proposed General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

A renewal of this general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate extraordinary general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise, including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital acquisitions, and/or issuance of shares as settlement of purchase consideration, or other circumstances that may arise involving the grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement, option, or offer, or such other applications as the Directors may deem fit in the best interest of the Company.

## G. For Agenda Items 8, 9 and 10

### **Proposed Renewal of Shareholders' Mandate**

Please refer to the Circular to Shareholders dated 21 April 2025 for detailed information. The Ordinary Resolutions 8, 9 and 10 proposed under Agenda Items 8, 9 and 10, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

## H. For Agenda Item 11

### **Proposed Renewal of Share Buy-Back Authority of up to 10% of the Total Number of Issued Shares in the Company**

Please refer to the Share Buy-Back Statement dated 21 April 2025 for detailed information. The Ordinary Resolution 11 proposed under Agenda Item 11, if passed, will empower the Board of Directors of the Company to purchase such number of ordinary shares in the Company from time to time on the market of Bursa Malaysia Securities Berhad upon such terms and conditions as the Board of Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased 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. This mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

# **Statement Accompanying Notice of Annual General Meeting**

**(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)**

1. No individual is seeking election as a Director at the forthcoming Twentieth Annual General Meeting ("20th AGM").
2. Details of the general mandate to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in Explanatory Note F of the Notice of 20th AGM.