

NOTICE OF 55TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 55th Annual General Meeting of the Company will be held at **Function Room Key 2 - Level 7, St. Giles Southkey Johor Bahru, Mid Valley Southkey, 1, Persiaran Southkey 1, Kota Southkey, 80150 Johor Bahru, Johor, Malaysia** on **Thursday, 29 May 2025 at 9.30 a.m.** for the following purposes:

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 the Explanatory Notes to the Agenda)**
2. To approve the payment of Directors' fees of RM1,425,000 for the financial year ended 31 December 2024. **(Ordinary Resolution 1)**
3. To approve the payment of Directors' benefits up to an aggregate amount of RM350,000 for the period from 29 May 2025 until the next Annual General Meeting of the Company. **(Ordinary Resolution 2)**
4. To re-elect the following Directors who are retiring in accordance with Clause 76(3) of the Constitution of the Company:-
 - (a) Mr Ho Kim Swee @ Ho Kian Guan **(Ordinary Resolution 3)**
 - (b) Mr Ho Eng Chong @ Ho Kian Cheong **(Ordinary Resolution 4)**
 - (c) Encik Mahathir Bin Mohamed Ismail **(Ordinary Resolution 5)**
 - (d) Dato' Dr. Zaha Rina Binti Zahari **(Ordinary Resolution 6)**
5. To re-appoint Ernst & Young PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution 7)**

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolutions, with or without modification(s):

6. **Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 8)**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be authorised to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company held after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."

NOTICE OF 55TH ANNUAL GENERAL MEETING [cont'd]

7. **Proposed Renewal of Shareholders' Mandate for Share Buy-Back**

(Ordinary Resolution 9)

"THAT subject to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of the relevant regulatory authorities, where such approval is required, the Company be and is hereby authorised 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 Malaysia Securities Berhad upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company provided that:

- (a) the aggregate number of ordinary shares in the Company which may be purchased and/or held as treasury shares by the Company pursuant to this ordinary resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- (c) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Malaysia Securities Berhad or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

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

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company."

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

By Order of the Board

CHAN SIOW MUI (MAICSA 7058742) (SSM PC No. 202408000504)
TE HOCK WEE (MAICSA 7054787) (SSM PC No. 202008002124)

Company Secretaries
Kuala Lumpur

30 April 2025

NOTES:

1. *For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a **Record of Depositors as at 21 May 2025**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, participate, speak and vote on his/her/its behalf.*
2. *A member who is entitled to attend and vote at a general meeting may appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.*
3. *A member who is entitled to attend and vote at a general meeting of the Company may appoint not more than two proxies to attend, participate, speak and vote instead of the member at the general meeting.*
4. *Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*
5. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.*
6. *Where a member, an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his shareholdings to be represented by each proxy.*
7. *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the 55th Annual General Meeting or adjourned general meeting at which the person named in the appointment proposes to vote:*
 - (i) *In hard copy form*
To be deposited with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) *By electronic means via TIH Online website at <https://tih.online>*
Please refer to the Administrative Guide of the 55th Annual General Meeting for further information on electronic lodgement of proxy form via TIH Online.

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8. Please ensure **ALL** the particulars as required in the proxy form are completed, signed and dated accordingly.
9. Last day, date and time for lodging the proxy form is **Tuesday, 27 May 2025 at 9.30 a.m.**
10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the general meeting or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
11. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - a. Identity card (NRIC) (Malaysian), or
 - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - c. Passport (Foreigner).
12. For a corporate member who has appointed a representative instead of a proxy to attend the meeting, please deposit the **original or duly certified** certificate of appointment at the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia if it has not been lodged with the Company's Share Registrar's office earlier. The certificate of appointment should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the Constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two authorised officers, one of whom shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
13. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 55th Annual General Meeting will be put to vote by way of poll.

EXPLANATORY NOTES TO THE AGENDA

- (i) **Item 1 of the Agenda**
Audited Financial Statements for the financial year ended 31 December 2024

This item is meant for discussion only. The provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. Hence, this agenda item is not a business which requires a motion to be put forward to vote by shareholders.

- (ii) **Ordinary Resolution 1**
Payment of Directors' fees

The payment of Directors' fees of RM1,425,000 for the financial year ended 31 December 2024 will only be made if the proposed Ordinary Resolution 1 has been passed at the 55th Annual General Meeting of the Company.

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(iii) **Ordinary Resolution 2**
Payment of Directors' benefits

Directors' benefits are meeting allowances payable to Non-Executive Directors, and in determining the estimated amount, the Board has considered various factors including the current board size and number of scheduled meetings for the Board and Board Committees for the period from 29 May 2025 until the next AGM as well as the number of Non-Executive Directors involved in the meeting. In the event the proposed amount is insufficient (due to more meetings or enlarged board size), approval will be sought at the next AGM for the shortfall.

(iv) **Ordinary Resolutions 3 to 6**
Re-election of Directors

Mr Ho Kim Swee @ Ho Kian Guan, Mr Ho Eng Chong @ Ho Kian Cheong, Encik Mahathir Bin Mohamed Ismail and Dato' Dr. Zaha Rina Binti Zahari are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the forthcoming 55th Annual General Meeting.

Their profiles are disclosed in the Directors' Profile of the 2024 Annual Report.

Saved as disclosed, the retiring Directors have no conflict of interest with the Company and its subsidiaries, and have no family relationship with any Director and/or major shareholder of the Company. The Nominating Committee ("NC") had considered the performance and contribution of the retiring Directors including the review of their fit and proper declaration in accordance with the Directors' Fit and Proper Policy. Based on the recommendation of the NC, the Board is supportive of their re-election based on the following justifications:-

(i) Ordinary Resolution 3 – Re-election of Mr Ho Kim Swee @ Ho Kian Guan as Executive Chairman

Mr Ho Kim Swee @ Ho Kian Guan is the brother of Dato' Ho Cheng Chong @ Ho Kian Hock and Mr Ho Eng Chong @ Ho Kian Cheong who are the Directors and substantial shareholders of the Company. He is also the uncle of Mr Ho Chung Kain (He ChongJing), Mr Ho Chung Hui and Mr Ho Chung Kiat, Sydney (He ChongJie, Sydney) who are the Directors of the Company. He has vast experience in the management of the Company and has contributed significantly to the Group by providing valuable input to steer the Group forward.

(ii) Ordinary Resolution 4 – Re-election of Mr Ho Eng Chong @ Ho Kian Cheong as Non-Independent Non-Executive Director

Mr Ho Eng Chong @ Ho Kian Cheong is the brother of Mr Ho Kim Swee @ Ho Kian Guan and Dato' Ho Cheng Chong @ Ho Kian Hock who are the Directors and substantial shareholders of the Company. He is also the father of Mr Ho Chung Kiat, Sydney (He ChongJie, Sydney) and uncle of Mr Ho Chung Kain (He ChongJing) and Mr Ho Chung Hui, who are the Directors of the Company. He possesses the relevant knowledge and experience which complement the Board's competencies.

(iii) Ordinary Resolution 5 – Re-election of Encik Mahathir Bin Mohamed Ismail as Independent Non-Executive Director

Encik Mahathir Bin Mohamed Ismail exercised due care and carried out his duties professionally and proficiently during his tenure as an Independent Non-Executive Director of the Company. He remains objective and independent in expressing his view and participating in Board's deliberations and decision-making process.

(iv) Ordinary Resolution 6 – Re-election of Dato' Dr. Zaha Rina Binti Zahari as Independent Non-Executive Director

Dato' Dr. Zaha Rina Binti Zahari has demonstrated her independence through her engagement in Board and Board Committee meetings. She also exercised due care and carried out her duties professionally and proficiently during her tenure as an Independent Non-Executive Director of the Company.

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(v) **Ordinary Resolution 7**
Re-appointment of Auditors

The Board had, through the Audit Committee, considered the re-appointment of Ernst & Young PLT as the Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the 55th Annual General Meeting are disclosed in the Audit Committee Report of the 2024 Annual Report.

(vi) **Ordinary Resolution 8**
Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed resolution, if passed, will empower the Directors to issue and allot up to a maximum of 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier.

This is a renewal of the mandate obtained from shareholders at the 54th Annual General Meeting held on 29 May 2024. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs 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, repayment of bank borrowings, acquisitions or such other application as the Directors may deem fit in the best interest 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 54th Annual General Meeting held on 29 May 2024 and the mandate will lapse at the conclusion of the 55th Annual General Meeting.

(vii) **Ordinary Resolution 9**
Proposed Renewal of Shareholders' Mandate for Share Buy-Back

The proposed resolution, if passed, will empower the Company to purchase its own shares up to 10% of the total number of issued shares of the Company.

Further information relating to this proposed resolution is set out in the Statement to Shareholders dated 30 April 2025 which is available at https://my.keckseng.com/statementtosh/AnnualReport2024/Statement_to_Shareholder.pdf