

# NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Sixth (26<sup>th</sup>) Annual General Meeting (“AGM”) of the Company will be held at Be@M, Level M, Sheraton Imperial Kuala Lumpur Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Monday, 23 June 2025 at 8.00 a.m. or at any adjournment thereof for the following businesses:

1. To receive the Audited Financial Statement for the financial period ended 31 December 2024 together with the Directors’ and Auditors’ Reports thereon. Please refer to Note A
2. To approve the payment of Directors’ fees and other benefits amounting to RM400,000 for the period from the conclusion of the 26<sup>th</sup> AGM up to the conclusion of the next AGM of the Company. Ordinary Resolution 1
3. To re-elect the following Directors who are retiring pursuant to Clause 123 of the Company’s Constitution:
  - i. Lim Yun Nyen Ordinary Resolution 2
  - ii. Dato’ Baharon Bin Talib Ordinary Resolution 3
4. To re-appoint Messrs. LTTH PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 4

## SPECIAL BUSINESSES:

To consider and, if thought fit, to pass the following Resolutions:

5. **AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016 (“THE ACT”)** Ordinary Resolution 5

“**THAT** pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

**AND THAT** pursuant to Section 85 of the Act read together with Clause 17 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares.”

6. To transact any other business of the Company for which due notice shall have been given.

By order of the Board,

TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250)  
Company Secretary

Kuala Lumpur  
30 April 2025

# NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

(cont'd)

## Notes:

1. A member of the Company entitled to participate and vote at this meeting may appoint up to two (2) proxies to participate and vote in his stead. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at a general meeting of the Company shall have the same rights as the member to speak at the general meeting.
2. Where a member appoints up to two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his/her holdings to be represented by each proxy.
3. Where a member 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.
4. Where a member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorized.
6. To be valid, the form of proxy duly completed must be deposited at the Share Registrar's office of the Company, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. In respect of deposited securities, only members whose names appear in the Record of Depositors on 9 June 2025 (General Meeting Record of Depositors) shall be entitled to participate, speak and vote at this AGM.

## **EXPLANATORY NOTES TO ORDINARY BUSINESS:**

- a) Item 1 of the Agenda - Audited Financial Statements for the financial period ended 31 December 2024. This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

### **Ordinary Resolution 1 – Directors' Fees and benefits**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of the Company and its subsidiaries ("**Group**") shall be approved at a general meeting.

The proposed Directors' fees and benefits for an amount up to RM400,000 has been reviewed by the Remuneration Committee and was recommended by the Board to the shareholders for the approval on this 26<sup>th</sup> AGM.

This proposed Ordinary Resolution 1, if passed, will facilitate the payment of proposed Directors' fees and benefits up to RM400,000 for the period from the conclusion of the 26<sup>th</sup> AGM until the conclusion of the next AGM of the Company.

### **Ordinary Resolution 2 and 3 - Re-election of the Directors who retire pursuant to the Clause 123 of the Company's Constitution**

Mr. Lim Yun Nyen and Dato' Baharon Bin Talib who are standing for re-election as the Directors of the Company pursuant to the Clause 123 at the forthcoming 26<sup>th</sup> AGM and who are being eligible for re-election have offered themselves for re-election in accordance with the Company's Constitution.

(all the retiring directors are collectively referred to as "**the Retiring Directors**")

The Board of Directors through the Nomination Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the respective Director concerned) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company at the forthcoming 26<sup>th</sup> AGM.

# NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

(cont'd)

## EXPLANATORY NOTES TO SPECIAL BUSINESS:

### **Ordinary Resolution 5 – Authority to Allot and Issue Shares in General Pursuant to Section 75 and Section 76 of the Act**

The proposed Ordinary Resolution 5 is primarily to give a renewal mandate to the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be time consuming to organise a general meeting. The general mandate will provide flexibility and expediency to the Company for any possible fundraising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or working capital requirements, which the Directors of the Company consider to be in the best interest of the Company. The general mandate, unless revoked or varied at general meeting, will expire at the next AGM of the Company. As at the date of this Notice, no new shares in the Company were issued pursuant to the Previous Mandate and accordingly, no proceeds were raised.

Pursuant to Section 85 of the Act read together with Clause 17 of the Constitution of the Company, shareholders 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.

Section 85(1) of the Act provides as follows:

“85. Pre-emptive rights to new shares

- (1) Subject to the Constitution, where a Company issue 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.”

Clause 17 of the Constitution of the Company provides as follows:

“17. Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to members or such persons who at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly 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, 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 in such manner as they think most 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 Article.”

The proposed Ordinary Resolution 5, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

### **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities: -

1. Details of individual who are standing for election as Directors (excluding Directors for re-election).

No individual is seeking election as a Director at the 26<sup>th</sup> AGM of the Company.

2. General mandate for issue of securities in accordance with Paragraph 6.03 of the Listing Requirements of Bursa Securities.

The details of the proposed authority for Directors of the Company to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 is set out under Explanatory Note.

**ANNUM BERHAD**

SINCE 1997

[Registration No. 199701030432 (445931-U)]  
(Incorporated in Malaysia)**FORM OF PROXY**

<b>CDS Account No.</b>	
<b>No. of Shares Held</b>	

I / We \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

(NRIC No. / Passport No. / Company Registration No. \_\_\_\_\_)

of \_\_\_\_\_

Contact No. \_\_\_\_\_ and email address \_\_\_\_\_

being a member/members of **ANNUM BERHAD** ("**Company**"), hereby appoint

<b>Name of Proxy</b>	<b>NRIC No./Passport No.</b>	<b>% of Shareholdings to be Represented</b>
<b>Address</b>		
<b>Email Address</b>	<b>Contact No.</b>	

and/or failing him/her

<b>Name of Proxy</b>	<b>NRIC No./Passport No.</b>	<b>% of Shareholdings to be Represented</b>
<b>Address</b>		
<b>Email Address</b>	<b>Contact No.</b>	

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the Twenty-Sixth (26<sup>th</sup>) Annual General Meeting ("AGM") of the Company will be held at Be@M, Level M, Sheraton Imperial Kuala Lumpur Hotel, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Monday, 23 June 2025 at 8.00 a.m. or at any adjournment thereof for the following businesses:

<b>RESOLUTIONS</b>		<b>FOR</b>	<b>AGAINST</b>
1.	To approve the payment of Directors' fees and benefits amounting to RM400,000 for the period from the conclusion of the 26 <sup>th</sup> AGM up to the conclusion of the next AGM of the Company.		
2.	To re-elect Lim Yun Nyen who retires pursuant to Clause 123 of the Company's Constitution.		
3.	To re-elect Dato' Baharon Bin Talib who retires pursuant to Clause 123 of the Company's Constitution.		
4.	To re-appoint Messrs. LTTH PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
5.	Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016.		

(Please indicate with an "X" or "✓" in the space provided on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

\_\_\_\_\_  
Signature(s) of member(s)  
(If shareholder is a Corporation,  
this form should be executed under the seal)

Fold this flap for sealing

NOTES:

1. A member of the Company entitled to participate and vote at this meeting may appoint up to two (2) proxies to participate and vote in his stead. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at a general meeting of the Company shall have the same rights as the member to speak at the general meeting.
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4. Where a member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the form of proxy duly completed must be deposited at the Registered Office of the Company, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. In respect of deposited securities, only members whose names appear in the Record of Depositors on 9 June 2025 (General Meeting Record of Depositors) shall be entitled to participate, speak and vote at this AGM.

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**AFFIX  
STAMP**

The Share Registrar of  
**ANNUM BERHAD** [Registration No. 199701030432 (445931-U)]  
c/o Aldpro Corporate Services Sdn Bhd  
B-21-1, Level 21, Tower B  
Northpoint Mid Valley City  
No. 1, Medan Syed Putra Utara  
59200 Kuala Lumpur  
Wilayah Persekutuan

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