

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY-FIFTH (25TH) ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY WILL BE CONDUCTED ON A FULLY VIRTUAL BASIS THROUGH LIVE STREAMING AND ONLINE REMOTE VOTING VIA REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES WHICH ARE PROVIDED BY TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD. (“TRICOR”) VIA TIIH ONLINE WEBSITE AT [HTTPS://TIIH.ONLINE](https://tiih.online) OR [HTTPS://TIIH.COM.MY](https://tiih.com.my) (DOMAIN REGISTRATION NUMBER WITH MYNIC: D1A282781) ON WEDNESDAY, 5 JUNE 2024 AT 10.00 A.M. FOR THE TRANSACTION OF THE FOLLOWING BUSINESSES: -

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon.
2. To approve the following payments:
 - a) To approve the payment of Directors' Fees amounting to RM434,700 in respect of the financial year ending 31 December 2024 and up to the next AGM, to be paid monthly in arrears. **(Ordinary Resolution 1)**
 - b) To approve payment of Directors' benefits of up to RM606,000 for the financial period from 1 July 2024 to 30 June 2025, to be paid monthly in arrears. **(Ordinary Resolution 2)**
3. To re-elect the following Directors who retire in accordance with Clause 105(1) of the Company's Constitution: -
 - a) Mr. Mok Juan Chek **(Ordinary Resolution 3)**
 - b) Dato Abdullah Bin Abdul Mannan **(Ordinary Resolution 4)**
4. To re-elect the following Director who retires in accordance with Clause 114 of the Company's Constitution: -
 - a) Mr. Tee (Tay) Eng Joo **(Ordinary Resolution 5)**
5. To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **(Ordinary Resolution 6)**

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

AS SPECIAL BUSINESS

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

6. **Authority to Issue Shares and Waiver of Pre-Emptive Rights over Shares pursuant to the Companies Act 2016 ("the Act")**

(Ordinary Resolution 7)

"THAT subject to the Act, the Constitution of the Company, and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any relevant governmental or regulatory authority, the Directors of the Company be hereby empowered, pursuant to the Act, to issue and allot new ordinary shares in the Company ("Shares"), at any time to such persons 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 ten per cent (10%) of the total number of issued shares of the Company for the time being ("General Mandate");

AND THAT approval be hereby given for the pre-emptive rights of the shareholders of the Company under Section 85 of the Act read together with Clause 61 of the Constitution, over all the new Shares to be issued pursuant to and/or arising from the General Mandate ranking equally to the existing issued Shares, being in proportion as nearly as the circumstances admit, to the amount of the existing issued Shares held by the shareholders of the Company as at the date of issuance and allotment of such new Shares ("Pre-emptive Rights"), be irrevocably and unconditionally waived ("Waiver of Pre-emptive Rights");

AND THAT the Company be hereby exempted from the obligation to offer such new Shares to be issued and allotted pursuant to the General Mandate to the shareholders of the Company in accordance with the Pre-emptive Rights;

AND THAT the Directors of the Company and/or the Company Secretary be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Waiver of Pre-emptive Rights for and on behalf of the Company;

AND THAT the Directors of the Company be hereby empowered to obtain the approval for the listing of, and quotation for, the additional Shares so issued on Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."

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

BY ORDER OF THE BOARD

Pang Kah Man
SSM PC No.: 202008000183
MIA No.: 18831
Company Secretary

Muar, Johor Darul Takzim
30 April 2024

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Notes:-

1. The 25th AGM will be conducted on a fully virtual basis via TIH Online website at <https://tjih.online>. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act provided that the online meeting platform is located in Malaysia and all meeting participants including Chairman of the meeting, board members, senior management and shareholders are to participate in the meeting online.

Shareholders (or "Members") are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 25th AGM via RPV facilities provided by Tricor via its TIH Online website at <https://tjih.online>. Please refer to the Administrative Guide for the 25th AGM for the procedures to register and participate via RPV facilities.
2. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy.
3. A member who has appointed a proxy/attorney/authorised representative to participate at this 25th AGM via RPV facilities must request his/her proxy/attorney/authorised representative(s) to register himself/herself for RPV facilities at <https://tjih.online>. Please refer to the Procedures for RPV facilities as set out in the Administrative Guide for the 25th AGM.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the office of the Share Registrar, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of 25th AGM to vote by way of poll. Alternatively, the form of proxy can be lodged electronically via TIH Online website at <https://tjih.online> no later than Tuesday, 4 June 2024 at 10.00 a.m.
5. In the event the member duly executes the form of proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the 25th AGM as his/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member.
6. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
7. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
8. 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.
9. Only depositors whose names appear in the Register of Depositors as at 29 May 2024 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 25th AGM.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Explanatory Notes to the Agenda

10. Item No. 1 of the Agenda

Audited Financial Statements

This item of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Act require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at the 25th AGM. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

11. Items No. 2(a) of the Agenda

Approval of Directors' fees

The Directors' fees proposed for the financial year ending 31 December 2024 are calculated based on the current board size and assuming that all Directors will hold office until 31 December 2024. This resolution is to facilitate payment of Directors' fees on current financial year basis. The payment of the Directors' fees will be made monthly in arrears if the proposed Ordinary Resolution 1 has been passed at the AGM of the Company. In the event the proposed Directors' fees are insufficient (e.g., due to enlarged board size, etc.), approval will be sought at the next AGM for additional fees to meet the shortfall.

12. Item No. 2(b) of the Agenda

Payment of Directors' benefits

This resolution is to facilitate payment of Directors' benefits for the period from 1 July 2024 to 30 June 2025 (being the due date to hold the next AGM in 2025). In the event the Directors' benefits proposed are insufficient (e.g., due to more meetings or enlarged Board size, etc.), approval will be sought at the next AGM for the additional amount to meet the shortfall.

Directors' benefits include allowances and other emoluments payable to Directors and in determining the estimated total the Board had considered various factors including the number of scheduled meetings for the Board, Board Committees, Board meetings of the Company and/or the subsidiaries, if any and covers the period from 1 July 2024 to 30 June 2025 (being the due date to hold the next AGM in 2025).

13. Items No. 3 & 4 of the Agenda

Re-election of retiring Directors

Clause 105(1) of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at each AGM of the Company and all Directors shall retire from office at least once every 3 years but shall be eligible for re-election. Pursuant to this clause, Mr. Mok Juan Chek and Dato Abdullah Bin Abdul Mannan are due for retirement by rotation and they have offered themselves for re-election at the 25th AGM.

Clause 114 of the Company's Constitution provides that all the new Directors appointed by the Board during the year shall hold office only until the next AGM and shall be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting. Mr. Tee (Tay) Eng Joo who was appointed in August 2023, is to stand for re-election at the 25th AGM pursuant to this clause.

In addition, the Nomination Committee ("NC") had in April 2024 assessed the performance and attributes of the Board, Board Committees and individual Directors in respect of their effectiveness and contribution to the Company, based on a set of prescribed criteria which were approved by the Board.

Based on this annual assessment conducted, the NC was of the view that the existing Board and each of its members have the requisite competence and capability to contribute to the needs of the Company and they had sufficiently demonstrated their commitment to the Group in terms of time and participation at meetings during the year under review. Each of the retiring Directors has confirmed to the Board that they do not have any conflict of interest with any of the companies in the Group which may affect his/her ability to act in the best interest of the Company.

Accordingly, the NC (with the exception of the Directors who abstained in respect of their individual retirement) recommended to the Board the re-election of the retiring Directors, namely, Mr. Mok Juan Chek, Dato Abdullah Bin Abdul Mannan and Mr. Tee (Tay) Eng Joo at the 25th AGM. Based on the recommendation of the NC, the Board (with the exception of the Directors who abstained in respect of their individual retirement) supports the re-election of these retiring Directors at the 25th AGM.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

14. Item No. 6 of the Agenda

Authority to Issue Shares pursuant to the Act

The proposed Ordinary Resolution 7 is for the purpose of granting a fresh general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to the Act, to issue and allot new ordinary shares in the Company ("Shares") from time to time provided that the aggregate number of Shares issued pursuant to the General Mandate does not exceed ten per cent (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 general meeting, will expire at the conclusion of the next AGM of the Company. The General Mandate will provide flexibility to the Company for allotment of new Shares for any possible fundraising activities, including but not limited to placement of Shares for the purpose of financing the acquisition of land parcels for new development projects, funding ongoing and future construction and development activities, financing the expansion of the Company's property portfolio through strategic acquisitions or merger, funding future investment projects and working capital for staff related costs, general administrative expenses, and repayment of bank borrowings.

Pursuant to Section 85(1) of the Act and Clause 61 of the Company's Constitution, the existing shareholders of the Company have pre-emptive rights over any new Shares to be offered which will rank equally to the existing Shares issued by the Company. In order for the Board to issue any new Shares free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 7, if passed, will exclude the pre-emptive rights over all new Shares, options over or grant of new Shares in the Company and/or any new Shares to be issued pursuant to such options or grants under the General Mandate.

15. Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Company's 25th AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 25th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 25th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"),
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and
- (iii) 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.

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. Details of Individuals Standing for Election as Directors

No individual is seeking for election as a Director at the 25th AGM of the Company.

2. Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

Please refer to item 14 – Explanatory Notes to the Agenda for Ordinary Resolution 7 on Authority to issue Shares pursuant to Sections 75 & 76 of the Act under the Notes to the Notice of 25th AGM.