



NOTICE OF SIXTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixtieth (“60th”) Annual General Meeting (“AGM”) of Menang Corporation (M) Berhad (“MCB” or “Company”) will be conducted virtually through remote participation and electronic voting via the online meeting platform at Vote2U Online website at <https://web.vote2u.my> provided by Agmo Digital Solutions Sdn. Bhd. on Friday, 29 November 2024 at 10.00 a.m. and at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

AGENDA

Ordinary Business:

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| 1. | To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with Reports of the Directors’ and the Auditors’ thereon. | Please refer to Explanatory Note 1 |
| 2. | To re-elect Toh May Fook as Director in accordance with Clause 103 of the Constitution of the Company. | Ordinary Resolution 1 |
| 3. | To re-elect Kee Hock Kee as Director in accordance with Clause 103 of the Constitution of the Company. | Ordinary Resolution 2 |
| 4. | To re-elect Dato’ Haji Abd Aziz bin Abu Bakar as Director in accordance with Clause 110 of the Constitution of the Company. | Ordinary Resolution 3 |
| 5. | To re-elect Tan Pei Geok as Director in accordance with Clause 110 of the Constitution of the Company. | Ordinary Resolution 4 |
| 6. | To approve the payment of Directors’ fees and benefits payable to Directors of the Company and its subsidiaries up to an aggregate amount of RM450,000 for the period from 30 November 2024 until the next Annual General Meeting of the Company. | Ordinary Resolution 5 |
| 7. | To re-appoint Messrs TGS TW PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |

Special Business:

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

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| 8. | Authority for Directors to allot and issue shares and Waiver of Pre-emptive Rights pursuant to the Companies Act 2016 | Ordinary Resolution 7 |
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“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total issued shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue.

THAT pursuant to Section 85 of the Companies Act 2016 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 Company’s shares arising from any issuance of new Company’s shares pursuant to Sections 75 and 76 of the Companies Act 2016.

THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the 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.”



NOTICE OF SIXTIETH ANNUAL GENERAL MEETING (continued)

9. Proposed Renewal of Authority for the Company to purchase its own Ordinary Shares ("**Proposed Renewal of Share Buy-Back Authority**") **Ordinary Resolution 8**

"THAT subject to the Companies Act 2016, the provisions of the Constitution of the Company, the Main Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to make purchases of the Company's shares as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:

- (a) the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time of the said purchase(s);
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained earnings of the Company at the time of purchase; and
- (c) the authority conferred by this resolution shall continue to be in force until:
 - (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first,

but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:

- (a) cancel all the ordinary shares so purchased; and/or
- (b) retain the ordinary shares so purchased as treasury shares; and/or
- (c) retain part thereof as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including the opening and maintaining of depository account(s) under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interests of the Company."

10. To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.



NOTICE OF SIXTIETH
ANNUAL GENERAL MEETING
(continued)

BY ORDER OF THE BOARD

CHIN WAI YI (MAICSA 7069783) (SSM PC No. 202008004409)
CHIA SIEW LI (MAICSA 7075719) (SSM PC NO. 202208000715)
Company Secretaries

Kuala Lumpur
Date: 30 October 2024

NOTES:

1. The 60th AGM of the Company will be conducted as a virtual meeting through live streaming and online remote voting via Remote Participation and Voting (“**RPV**”) facilities. The Company has appointed Agmo Digital Solutions Sdn. Bhd. as the Poll Administrator for the 60th AGM to facilitate the RPV facilities via Vote2U online website at <https://web.vote2u.my>. Shareholders of the Company are required to register for the 60th AGM not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. **(Please follow the procedures as stipulated in the Administrative Guide).**
2. A member of the Company who is entitled to attend, speak and vote at this 60th AGM may appoint a proxy to attend, speak and vote on his(her) behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his(her) proxy without limitation.
3. Where a member appoints more than one (1) proxy to attend and vote at the same 60th AGM, the appointment shall be invalid unless he(she) specifies the proportion of his(her) shareholding to be represented by each proxy.
4. In the case of a corporate member, the instrument appointing a proxy (“**Form of Proxy**”) shall be either (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
5. Where a member is an exempt authorised nominee (“**EAN**”) as defined under the Securities Industry (Central Depositories) Act 1991, 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 EAN may appoint in respect of each omnibus account it holds. EAN is advised to list down the name of proxies and the particulars of their NRIC No. (both new and old) and attach it to the Form of Proxy.
6. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the 60th AGM or at any adjournment thereof, as follows:
 - (a) **In hard copy form**

The original instrument appointing a proxy (“**Form of Proxy**”) must be deposited at the registered office of the Company at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia.
 - (b) **By electronic means**

The Form of Proxy can also be lodged electronically via RPV facilities via Vote2U at <https://web.vote2u.my>. Please follow the procedures provided in the Administrative Guide for the 60th AGM in order to deposit the Form of Proxy electronically.
7. The Form of Proxy, if submitted by a member, will not preclude that member from attending, participating and voting in person at the 60th AGM should the member subsequently decide to do so.
8. For the purpose of determining whether a member is entitled to attend, participate and vote at the 60th AGM, the Company shall be requesting the Record of Depositors as at 22 November 2024. Only depositors whose names appear in the Record of Depositors as at 22 November 2024 shall be entitled to attend, participate and vote at the 60th AGM or appoint proxy/proxies on his/her behalf.



NOTICE OF SIXTIETH ANNUAL GENERAL MEETING (continued)

9. Any alteration in the Proxy Form must be initialed.
10. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of 60th AGM will be put to the vote by poll.

Explanatory Notes:

1. Item 1 of the Agenda

Agenda item no. 1 is meant for discussion only as the provision of Section 340 of the Companies Act 2016 requires that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

2. Items 2, 3, 4 and 5 of the Agenda

The Nomination Committee (“NC”) have considered the performance and contribution of each of the retiring Directors. Based on the results of the Board Evaluation conducted for the financial year ended 30 June 2024, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the retiring Directors had provided their annual declaration/confirmation on their fitness and propriety as well as independence, where applicable.

Based on the recommendation of the NC, the Board supports the re-election of the Directors based on the following justification and their profiles are set out in the Company’s Annual Report:

Toh May Fook : Toh May Fook has overall responsibility for planning, implementing and integrating the strategic direction of the Company. He is familiar with the Company's business operations and able to provide valuable input to steer the Company forward.

Toh May Fook has exercised due care and carried out his professional duties proficiently during his tenure as an Executive Chairman of the Company.

Kee Hock Kee : Kee Hock Kee fulfills the requirements of independence set out in Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He remains objective and independent in expressing his view and participating in Board’s deliberations and decision making process.

Kee Hock Kee has exercised due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

Dato’ Haji Abd Aziz bin Abu Bakar : Dato’ Haji Abd Aziz bin Abu Bakar fulfills the requirements of independence set out in Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He remains objective and independent in expressing his view and participating in Board’s deliberations and decision making process.

Dato’ Haji Abd Aziz bin Abu Bakar has exercised due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

Tan Pei Geok : Tan Pei Geok fulfills the requirements of independence set out in Main Market Listing Requirements of Bursa Malaysia Securities Berhad. She remains objective and independent in expressing her view and participating in Board’s deliberations and decision making process.

Tan Pei Geok has exercised due care and carried out her professional duties proficiently during her tenure as Independent Non-Executive Director of the Company.



NOTICE OF SIXTIETH ANNUAL GENERAL MEETING (continued)

3. Item 8 of the Agenda

The Company had, during its Fifty-Ninth AGM held on 27 November 2023, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 76 of the Companies Act 2016. The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 7 proposed under item 8 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the total issued shares/ total number of voting shares of the Company capital for such purpose as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM. The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding investment project(s) and/or working capital.

4. Item 9 of the Agenda

The proposed Ordinary Resolution 8, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the total number of issued shares of the Company. This authority unless revoked or varied by the Company at a general meeting will expire at the next AGM of the Company.

Please refer to the statement to shareholders in relation to the Proposed Renewal of Share Buy-Back Authority by the Company dated 30 October 2024 for further information.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 60th AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose 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 60th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 60th AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- (ii) warrants that the member has obtained the prior consent of such 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 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.