

**AGENDA**

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon. **(Explanatory Note 1)**
- To approve the payment of Directors' fees and benefits payable to the Directors of the Company up to RM348,500.00 from 9 June 2023 until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 1**
- To re-elect Mr. Wee Eng Kong who retires by rotation pursuant to Clause 96 of the Company's Constitution. **Ordinary Resolution 2**
- To re-elect Dato' Wee Beng Aun who retires by rotation pursuant to Clause 96 of the Company's Constitution. **Ordinary Resolution 3**
- To re-appoint Messrs KPMG PLT, as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

**As Special Business**

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

- Authority for Directors to allot and issue shares in the Company pursuant to Section 75 of the Companies Act 2016 **Ordinary Resolution 5**

**"THAT** subject to Section 75 of the Companies Act 2016 ("the Act") and approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company 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 centum (10%) of the total number of issued shares capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall commence immediately upon the passing of this resolution and continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company in accordance with Section 76 of the Act.

**THAT** in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 57 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion as their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

**AND THAT** the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

- Proposed Renewal of Authority for the Company to Purchase its own Shares **Ordinary Resolution 6**

**"THAT** subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to make purchases such amount of shares in the Company ("Proposed Renewal of Share Buy-Back Authority") 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 and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company.

**THAT** an amount not exceeding the Company's retained profits be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

**THAT** authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 127 of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them.

**THAT** the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:-

- the conclusion of the next AGM of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in a 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 authority.

**AND THAT** the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority."

- To transact any other business for which due notice shall have been given in accordance with the Act.

BY ORDER OF THE BOARD

**TAI YIT CHAN (MAICSA 7009143)** (SSM PC No.: 202008001023)  
**TIA HWEI PING (MAICSA 7057636)** (SSM PC No.: 202008001687)

Company Secretaries  
Selangor Darul Ehsan  
Date: 28 April 2023

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting ("3rd AGM") of Tuju Setia Berhad ("TUJU" or the "Company") will be held at Kuala Lumpur Golf & Country Club, Banquet Hall, No.10, Jalan 1/70D, Bukit Kiara, 60000 Kuala Lumpur on Thursday, 8 June 2023 at 9.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications the resolutions setting out in this notice:-

**NOTES:**

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote for him but his attendance shall automatically revoke the proxy's authority. A proxy may but need not be a member of the Company but must be of full age of eighteen (18) years and above. There shall be no restriction as to the qualification of the proxy.
- A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an authorised 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.
- The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or if the Member is a corporation, shall be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll.
- The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- 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 thereof, shall be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
- In respect of deposited securities, only members whose names appear on the Record of Depositors as at 31 May 2023 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice will be put to vote by way of poll.

**EXPLANATORY NOTES**

- To receive the Audited Financial Statements**

Agenda item no. 1 is meant for discussion only as the provision of Section 340 of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

- Ordinary Resolution 1: Directors' Fees and Benefits Payable**

Section 230(1) of the Act provides amongst others, that the Directors' fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors ("Board") agreed that the shareholders' approval shall be sought at this 3rd AGM on the Directors' fees and benefits.

The amount of Directors' fees payable includes fees payable to Directors as members of Board and Board Committees. The amount of Directors' benefits payable comprises meeting allowances from this AGM until the conclusion of the next AGM of the Company to be held by June 2024 (12 Months).

- Ordinary Resolution 2 and 3: Re-election of Directors**

The profiles of the Directors who are standing for re-election under items 3 and 4 of this Agenda are set out in the Board of Directors' profile of the Annual Report 2022.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board is satisfied with the performance and contributions of the following Directors and supports the re-election based on the following justifications:-

**(a) Re-election of Mr. Wee Eng Kong as Director**

In accordance with Clause 96 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall then be eligible for re-election. Mr. Wee Eng Kong, who was appointed as a Director of the Company on 18 February 2020, retires by rotation pursuant to Clause 96 of the Company's Constitution and being eligible, has offered himself for re-election at the 3rd AGM.

Shareholders' approval is sought for the re-election of Mr. Wee Eng Kong, Ordinary Resolution 2. The profile of Mr. Wee Eng Kong listed in the Profile of Directors section.

**(b) Re-election of Dato' Wee Beng Aun as Director**

In accordance with Clause 96 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall then be eligible for re-election Dato' Wee Beng Aun, who was appointed as a Director of the Company on 18 February 2020, retires by rotation pursuant to Clause 96 of the Company's Constitution and being eligible, has offered himself for re-election at the 3rd AGM.

Shareholders' approval is sought for the re-election of Dato' Wee Beng Aun, Ordinary Resolution 3. The profile of Dato' Wee Beng Aun listed in the Profile of Directors section.

The retiring Directors have abstained from deliberations and decision on their own eligibility and sustainability to stand for re-election at the relevant NRC and Board Meetings.

- Ordinary Resolution 5: Authority for Directors to allot and issue shares in the Company pursuant to Section 75 of the Companies Act 2016**

The Ordinary Resolution 5 proposed under item 6 of the Agenda seeks the shareholders' approval of a general mandate for issuance of shares by the Company under Section 75 of the Act. 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 10% of the issued share capital of the Company for purpose of funding the working capital or strategic development of the Group. 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 waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 57 of the Company's Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the 2nd AGM held on 23 June 2022 and which will lapse at the conclusion of this 3rd AGM. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

- Ordinary Resolution 6: Proposed Renewal of Share Buy-Back Authority**

The proposed Ordinary Resolution 6, if passed, will empower the Directors to purchase the Company's shares of up to ten per centum (10%) of the total number of issued shares of the Company at any point in time, by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM.

For further information on Ordinary Resolution 6, please refer to the Statement to Shareholders dated 28 April 2023 accompanying the Annual Report of the Company for the financial year ended 31 December 2022.