



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting of the Company will be held as a fully virtual meeting entirely through live-streaming from the online meeting platform at <https://tjih.online> on Thursday, 23 May 2024 at 10.00 a.m. for the following purposes: -

AGENDA

Ordinary Business

- 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. **(Please refer to Explanatory Note A)**
- To re-elect the following Directors who retire by rotation in accordance with Regulation 76(3) of the Company's Constitution and who being eligible offer themselves for re-election: -
 - (a) Mr. Sim Seng Loong @ Tai Seng **Ordinary Resolution 1**
 - (b) Mr. Goh Keng Tat **Ordinary Resolution 2**
- To re-elect Dato' Abdul Harith bin Abdullah who was appointed during the year and retires in accordance with Regulation 78 of the Company's Constitution and who being eligible offer himself for re-election. **Ordinary Resolution 3**
- To approve the payment of Directors' Fees up to RM470,000.00 for the financial period from 1 January 2024 until next Annual General Meeting of the Company. **Ordinary Resolution 4**
- To approve the payment of Directors' Remuneration (excluding Directors' Fees) payable to the Directors of the Company and its subsidiaries up to RM216,000.00 for the financial period from 23 May 2024 until next Annual General Meeting of the Company. **Ordinary Resolution 5**
- To re-appoint Messrs. TGS TW PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **Ordinary Resolution 6**

Special Business

- To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modification: - **Ordinary Resolution 7**

PROPOSED WAIVER OF STATUTORY PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS AND AUTHORITY TO ISSUE SHARES

"THAT subject always to the Companies Act 2016, Constitution of the Company, approvals from Bursa Malaysia Securities Berhad and any other governmental/ regulatory bodies, where such approval is necessary, authority be hereby given to the Directors pursuant to Section 75 and Section 76 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the issued capital (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company.

THAT pursuant to Section 85 of the Companies Act, 2016 to be read together with Regulation 12(2) of the Constitution of the Company, approval be hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares in the Company pursuant to this mandate.

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 other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."
- To transact any other business of which due notice shall be given in accordance with the Companies Act, 2016 and the Constitution of the Company.

By Order of the Board

NG SALLY (MAICSA 7060343 & SSM PC NO. 202008002702)

GOH XIN YEE (MAICSA 7077870 & SSM PC NO. 202008000375)

Company Secretaries

Selangor Darul Ehsan

Dated this on the 24th day of April, 2024

Notes:

- The Audited Financial Statements for the financial year ended 31 December 2023 ("AFS") are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 ("Act") for discussion only under Agenda 1. The AFS does not require shareholders' approval and thus, it would not be put for voting.
- For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 16 May 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at this General Meeting is entitled to 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.
- A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
- If two (2) proxies are appointed, the entitlement of those proxies to vote shall be in accordance with the listing requirements of the stock exchange.
- 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 (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- 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 forty-eight (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:
 - In hard copy form**
In the case of an appointment made in hard copy form, this proxy form must be deposited at the Company's Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur.
 - Online**
In the case of an appointment made via online lodgement facility, please login to the website via TIH Online at <https://tjih.online>.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at Company's Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur not less than forty-eight (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.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is on Tuesday, 21 May 2024 at 10.00 a.m.

Explanatory Notes on the Ordinary and/or Special Business:

- Ordinary Resolution 1, Ordinary Resolution 2 & Ordinary Resolution 3**
Regulation 76(3) of the Constitution provides that one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the Annual General Meeting in every year provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.
Regulation 78 of the Constitution provides that any Director appointed to fill casual vacancy or to be an addition to existing directors so appointed shall hold office until the next Annual General Meeting, and shall then be eligible for re-election.
With the current Board size of six (6) directors, two (2) Directors namely Mr. Sim Seng Loong @ Tai Seng and Mr. Goh Keng Tat, being the longest in office since their last election are to retire by rotation in accordance with Regulation 76(3) of the Constitution. One (1) Director namely Dato' Abdul Harith bin Abdullah who was appointed on 6 June 2023, would retire in accordance with Regulation 78 of the Constitution. The retiring directors being eligible have offered themselves for re-election.
The Nomination Committee has taken into account the Board Evaluation Assessment including the results of Self and Peer Assessment of Dato' Abdul Harith bin Abdullah, Mr. Sim Seng Loong @ Tai Seng and Mr. Goh Keng Tat and concurred that they have met the Board's expectation in terms of experience, expertise, integrity, competency, commitment and individual contribution by continuously performing their duties diligently as Directors of the Company.
The profile of Dato' Abdul Harith bin Abdullah, Mr. Sim Seng Loong @ Tai Seng and Mr. Goh Keng Tat are set out in the Annual Report 2023.
- Ordinary Resolution 4 & Ordinary Resolution 5**
The Board of Directors of the Company would like to seek for shareholders' approval on the payments which shall be payable to the Directors, at the Fourth Annual General Meeting ("4th AGM") under two (2) separate resolutions as listed below: -
 - Ordinary Resolution 4 – Payment of Directors' Fees up to RM470,000.00 for the financial period from 1 January 2024 until next Annual General Meeting of the Company; and
 - Ordinary Resolution 5 – Payment of Directors' Remuneration (excluding Directors' Fees) payable to the Directors of the Company and its subsidiaries up to RM216,000.00 for the financial period from 23 May 2024 until next Annual General Meeting of the Company.
 The Directors' Remuneration (excluding Directors' Fees) comprises benefits such as benefits-in-kind, insurances and training allowances for the Directors of the Company and its subsidiaries are as follows: -

	Executive Directors (RM'000)	Non-Executive Directors (RM'000)	Total (RM'000)
Benefits	126	90	216
Total	126	90	216

- Ordinary Resolution 6**
The Audit Committee ("AC") has carried out an assessment of the suitability, objectivity and independence of the external auditors, Messrs. TGS TW PLT ("TGS") and was satisfied with the suitability of TGS based on the quality of audit, performance, competency and sufficiency of resources of the external audit team provided to the Group. The Board therefore approved the AC's recommendation on the re-appointment of TGS as the external auditors of the Company be put forward for the shareholders' approval at the forthcoming 4th AGM.
- Ordinary Resolution 7**
Proposed Waiver of Statutory Pre-emptive Rights of the Shareholders and Authority to Issue Shares
The proposed Ordinary Resolution 7, if approved, would allow the Company to waive the statutory pre-emptive rights of the shareholders of the Company to be offered with new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares in the Company pursuant to this mandate. This mandate, if passed, would also give flexibility to the Directors of the Company to issue shares up to a maximum of ten percent (10%) of the total number of the issued shares of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. The purpose of this general mandate sought would provide flexibility to the Company for any possible fund raising activities but not limited for further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions. This is the renewal of the mandate obtained from the shareholders at the last AGM held on 1 June 2023 ("Previous Mandate") and as at date of this Notice, the Company did not allot shares pursuant to the Previous Mandate.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad

No notice in writing has been received by the Company nominating any candidate for election as Directors at the 4th AGM of the Company. The Directors who are due for retirement and seeking for re-election pursuant to the Company's Constitution are as set out in the Notice of 4th AGM and their profile are set out in the Directors' Profile in the Annual Report 2023.