



NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING ("AGM") OF A-RANK BERHAD ("THE COMPANY") WILL BE CONDUCTED ON A FULLY VIRTUAL BASIS USING THE REMOTE PARTICIPATION AND VOTING FACILITIES THROUGH THE ONLINE MEETING PLATFORM, TIH ONLINE, PROVIDED BY TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD IN MALAYSIA VIA ITS WEBSITE AT [HTTPS://TIH.ONLINE](https://tih.online) OR [HTTPS://TIH.COM.MY](https://tih.com.my) (DOMAIN REGISTRATION NUMBER WITH MYNIC: D1A282781) ON TUESDAY, 5 DECEMBER 2023 AT 10:00 A.M. FOR THE FOLLOWING PURPOSES:

AGENDA**ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 July 2023 together with the Reports of the Directors and Auditors thereon. *[Please see Note 2]*
- To approve the payment of a first and final single tier dividend of 2.50 sen per ordinary share in respect of the financial year ended 31 July 2023. **(Resolution 1)**
- To approve the payment of Directors' fees of RM323,000 for the financial year ended 31 July 2023. **(Resolution 2)** *[Please see Note 3]*
- To approve the payment of Directors' benefits of up to RM54,000 for the period immediately after the AGM 2023 until the next AGM of the Company to be held in 2024. **(Resolution 3)** *[Please see Note 3]*
- To re-elect the following Directors who retire by rotation in accordance with Clause 76(3) of the Company's Constitution, and being eligible have offered themselves for re-election: *[Please see Note 4]*
 - Mr Gan Choon Sun **(Resolution 4)**
 - Ms Leow Vinzie **(Resolution 5)**
- To re-elect the following Directors who retire in accordance with Clause 78 of the Company's Constitution, and being eligible have offered themselves for re-election: *[Please see Note 5]*
 - Mr Neoh Lay Keong **(Resolution 6)**
 - Puan Siti Ruzainah Binti Abd Halim **(Resolution 7)**
- To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)** *[Please see Note 6]*

SPECIAL BUSINESS

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

- Ordinary Resolution**
Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016 *[Please see Note 7]*
"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares **(Resolution 9)**

to be issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being AND 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 from Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."

- Ordinary Resolution**
Proposed Renewal of the Existing Shareholders' Mandate for the Company and/or its Subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature *[Please see Note 8]* **(Resolution 10)**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.2 of the Circular to Shareholders dated 3 November 2023, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed RRPT Mandate")."

THAT the Proposed RRPT Mandate shall only continue to be in full force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed RRPT Mandate."

- To transact any other business of which due notice shall have been given.

NOTICE OF DUSSID ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Annual General Meeting to be held on 5 December 2023, the first and final single tier dividend of 2.50 sen per ordinary share in respect of the financial year ended 31 July 2023 will be paid on 20 December 2023 to Depositors whose names appear in the Record of Depositors on 8 December 2023.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- shares transferred into the depositor's securities account before 4:30 p.m. on 8 December 2023 in respect of transfers; and
- shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

WONG WAI FOONG [SSM PC NO. 202008001472 (MAICSA 7001358)]
TAN HSIAO YUEN [SSM PC NO. 201908002342 (MAICSA 7056952)]
Company Secretaries

Kuala Lumpur
3 November 2023

Notes:**1. IMPORTANT NOTICE**

The Annual General Meeting ("AGM") will be conducted on a fully virtual basis using the remote participation and voting ("RPV") facilities through the online meeting platform, TIH Online, provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") in Malaysia via its website at <https://tih.online> or <https://tih.com.my> (Domain registration number with MYNIC: D1A282781) on Tuesday, 5 December 2023 at 10:00 a.m.. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the AGM via the RPV facilities provided by Tricor.

Please read these Notes carefully and follow the procedures in the Administrative Guide for the AGM in order to participate remotely via RPV.

- For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 28 November 2023. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM or appoint a proxy or proxies to participate on his/her/its behalf via RPV.
- A member who is entitled to participate at this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate 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 participate instead of the member at the AGM via RPV.
- 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.
- A member who has appointed a proxy or attorney or authorised representative to participate at the AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIH Online website at <https://tih.online>. Procedures for RPV can be found in the Administrative Guide for the AGM.
- The appointment of a proxy may be made in 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 AGM 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 with Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur ("Tricor's Office").
 - By electronic means via facsimile
In the case of an appointment made by facsimile transmission, this proxy form must be received via facsimile at 03-2783 9222.
 - By electronic means via email
In the case of an appointment made via email transmission, this proxy form must be received via email at is.enquiry@my.tricor.global.com.

(ii) By electronic means via facsimile

In the case of an appointment made by facsimile transmission, this proxy form must be received via facsimile at 03-2783 9222.

(iii) By electronic means via email

In the case of an appointment made via email transmission, this proxy form must be received via email at is.enquiry@my.tricor.global.com.

For options (ii) and (iii), the Company may request any members to deposit original executed proxy form to Tricor's Office before or on the day of meeting for verification purposes.

(iv) By electronic form via TIH Online

In the case of an appointment of a proxy made in electronic form, the proxy form must be deposited via TIH Online website at <https://tih.online>. Please follow the procedures as set out in the Administrative Guide for the electronic lodgement of proxy form.

- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with Tricor's Office not less than forty-eight (48) hours before the time appointed for holding the AGM 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 **Sunday, 3 December 2023 at 10:00 a.m.**
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with Tricor's Office. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES:**2. RECEIPT OF REPORT AND AUDITED FINANCIAL STATEMENTS**

The Audited Financial Statements are laid in accordance with Section 340(1) (a) of the Companies Act 2016 for discussion only. They do not require shareholders' approval and hence, will not be put forward for voting by shareholders of the Company.

3. PAYMENT OF 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 shall be approved at a general meeting. The proposed Resolution 2 is to facilitate the payment of Directors' fees to the Directors for the financial year ended 31 July 2023.

The proposed Resolution 3 for Directors' benefits (being meeting allowances) are calculated based on the current composition of the Board of Directors ("Board") size and the number of scheduled Board meetings for the period immediately after this AGM up to the next AGM of the Company. Each member of the Board of the Company will be paid a meeting allowance of RM1,000 per Board meeting for their attendance.

In the event the proposed amount of Directors' fees and/or benefits are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.

4. RE-ELECTION OF DIRECTORS WHO RETIRE IN ACCORDANCE WITH CLAUSE 76(3) OF THE CONSTITUTION OF THE COMPANY

Mr Gan Choon Sun and Ms Leow Vinzie are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the AGM.

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance ("MCCG"), the profiles of both Directors are set out in the Directors' profile of the Annual Report 2023. The Board has through the Nomination Committee ("NC"), considered the assessment of the said Directors pursuant to the Fit and Proper Policy adopted by the Company and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. The justifications to support the Board's recommendation to re-elect the aforementioned Directors are as follows:

(a) Mr Gan Choon Sun, the Executive Director of the Company, has vast experience in senior management specifically in overseeing the Group's business operations and providing valuable input to boost the Group's performance. He has exercised his due care and carried out his professional duties proficiently during his tenure as the Executive Director as well as a member of the Employees' Share Option Scheme ("ESOS") Committee.

(b) Ms Leow Vinzie, the Non-Independent Non-Executive Director of the Company, has experience in business development and marketing. She has expressed her views and participated in Board deliberations and decision-making. She has exercised her due care and carried out her professional duties proficiently during her tenure as Non-Independent Non-Executive Director as well as a member of the ESOS Committee.

5. RE-ELECTION OF DIRECTORS WHO RETIRE IN ACCORDANCE WITH CLAUSE 78 OF THE CONSTITUTION OF THE COMPANY

Mr Neoh Lay Keong and Puan Siti Ruzainah Binti Abd Halim who were both appointed as Independent Non-Executive Directors of the Company on 17 January 2023 will retire at this AGM. Both Directors being eligible, have offered themselves for re-election at this AGM.

Pursuant to Practice 5.7 of the MCCG, the profiles of both Directors are set out in the Directors' profile of the Annual Report 2023. The Board has through the NC, considered the assessment of the said Directors pursuant to the Fit and Proper Policy adopted by the Company and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the MMLR of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. The justifications to support the Board's recommendation to re-elect the aforementioned Directors are as follows:

(a) Mr Neoh Lay Keong, the Independent Non-Executive Director of the Company, has demonstrated his independence through his engagement with the Board and Board Committees with a diverse set of expertise and perspective. He has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director as well as Chairman of both the Nomination Committee and Remuneration Committee and a member of the Audit Committee.

(a) Puan Siti Ruzainah Binti Abd Halim, the Independent Non-Executive Director of the Company, has vast experience in Business Administration. She has exercised her due care and carried out her professional duties proficiently during her tenure as Independent Non-Executive Director as well as a member of the Audit Committee and Nomination Committee.

The Board has also through the NC conducted an assessment on the independence of both newly appointed Directors and is satisfied that they have complied with the criteria on independence as prescribed by the MMLR of Bursa Securities.

6. RE-APPOINTMENT OF AUDITORS

The Board has through the Audit Committee, considered the re-appointment of Messrs BDO PLT as Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table the re-appointment of Messrs BDO PLT at the forthcoming AGM, included an assessment of the Auditors' independence and objectivity, caliber and quality process/performance.

7. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The proposed Resolution 9 is the renewal of the mandate obtained from the members at the last AGM. As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the previous AGM held on 7 December 2022 as there were no requirements for such fund-raising activities.

The proposed Resolution 9, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s) at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given or revoked/varied by ordinary resolution of the Company at a general meeting, whichever is earlier.

8. PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The proposed Resolution 10, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms which are not detrimental to the interest of the minority shareholders.

Please refer to the Circular to Shareholders dated 3 November 2023 for further information.