

**TH HEAVY ENGINEERING BERHAD**  
[Registration No. 200301032354 (634775-D)]  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN** that the Nineteenth Annual General Meeting (“**19<sup>th</sup> AGM**”) of TH Heavy Engineering Berhad (“**Company**”) will be held as a virtual meeting at the following date, time and venue to transact the following business:-

Day and date : Friday, 29 September 2023  
Time : 3:30 p.m.  
Broadcast Venue : Level 28, MOF Inc Tower,  
No. 9 Persiaran KLCC,  
50088 Kuala Lumpur, Wilayah Persekutuan  
Online Meeting Platform : Securities Services e-Portal at <https://sshbsb.net.my/>

**A G E N D A**

**As Ordinary Business**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2022, together with the Reports of the Directors and the Auditors thereon. *Please refer to Explanatory Note (A)*
2. To approve the payments of the following Directors' fees to the Non-Executive Directors of the Company and its subsidiaries for the financial year ending 31 December 2023:- *Resolution 1*
  - i) Chairman's fee of RM80,000 per annum for the Company;
  - ii) Chairman's fee of RM40,000 per annum for the active subsidiaries;
  - iii) Directors' fee of RM60,000 per annum for each Non-Executive Director of the Company;
  - iv) Directors' fee of RM30,000 per annum for each Non-Executive Director of the active subsidiaries;
3. To approve the payment of benefits payable to the Non-Executive Directors of the Company and its subsidiaries, based on the Directors' benefits structure, with effect from a day after the 19th AGM until the next Annual General Meeting of the Company in year 2024. *Resolution 2*
4. To re-elect the following Directors of the Company, who are retiring pursuant to Clause 122 of the Company's Constitution and being eligible, have offered themselves for re-election:-
  - 4.1 Dato' Ir. Jauhari Bin Hamidi; *Resolution 3*
  - 4.2 Datuk Adinan Bin Maning; and *Resolution 4*
  - 4.3 Ir. Abdul Manap Bin Ali Hassan. *Resolution 5*
5. To re-appoint Messrs. UHY as auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. *Resolution 6*

**As Special Business**

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

6. **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS** *Resolution 7*

“THAT subject always to the Companies Act 2016, the Constitution of the Company, and any other relevant governmental and/or regulatory authorities, the Board of Directors be and is hereby empowered, pursuant to Section 75 and Section 76 of the Companies Act 2016, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit and that such authority shall continue to be in force until

the conclusion of the next Annual General Meeting of the Company or until the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier, pursuant to Section 76 of the Companies Act 2016.

AND THAT in connection with the above, 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 shares arising from any issuance of new shares in the Company pursuant to the Companies Act 2016.”

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

**BY ORDER OF THE BOARD**

**CHUA SIEW CHUAN (SSM PC No. 201908002648) (MAICSA 0777689)**

**TAN LEY THENG (SSM PC No. 201908001685) (MAICSA 7030358)**

Company Secretaries

Kuala Lumpur

7 September 2023

**EXPLANATORY NOTE A:-**

**Audited Financial Statements for the financial year ended 31 December 2022**

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

**EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS:-**

**(1) Payments of Directors’ Fees**

The proposed payment of Directors’ fees to the Non-Executive Directors of the Company and its subsidiaries in respect of the financial year ending 31 December 2023 shall be based on the fee structure below:-

Entity	Chairman	Non-Executive Directors
The Company	RM80,000 per annum	RM60,000 per person per annum
Active Subsidiaries	RM40,000 per annum	RM30,000 person per annum

**(2) Payment of Directors’ Benefits**

The Company wishes to seek its shareholders’ approval of the Directors’ benefits payable to the Non-Executive Directors of the Company and its subsidiaries, based on the benefits structure below, with effect from a day after the 19th AGM until the next AGM of the Company in year 2024 (“Period”). The Directors’ benefits payable for the Period comprise meeting allowance, which will only be accorded based on various factors, among others, the size of the Board and Board Committees as well as the actual attendance of meetings by the Directors:-

Benefits	Fees (RM)
<b>The Company</b>	
<u>Board Meeting Allowance</u>	
- Chairman	1,000 per meeting
- Directors	1,000 per meeting

<u>Board Sub-Committees' Meeting Allowance</u> - Chairman - Directors	500 per meeting 500 per meeting
<b>Active Subsidiaries</b>	
Board Meeting Allowance	750 per meeting

**(3) Retirement of Directors**

Pursuant to Clause 122 of the Company's Constitution, Dato' Ir. Jauhari Bin Hamidi, Datuk Adinan Bin Maning and Ir. Abdul Manap Bin Ali Hasan are due to retire at the forthcoming 19<sup>th</sup> AGM of the Company.

Dato' Ir. Jauhari Bin Hamidi, Datuk Adinan Bin Maning and Ir. Abdul Manap Bin Ali Hasan have indicated their willingness to seek re-election.

**(4) Authority to Issue Shares**

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("**Previous Mandate**"). The Previous Mandate was not utilised and accordingly no proceeds were raised.

The proposed resolution, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investments projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without incurring any further cost to convene a separate general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 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 the existing shareholders of the Company prior to the issuance of new shares in the Company under the general mandate.

Notes:-

- (1) In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 September 2023 shall be eligible to attend the Meeting.
- (2) A member entitled to attend and vote at the Meeting, shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the same Meeting. Where a member appoints more than one (1) proxy to attend and vote at the Meeting, he or she specifies the proportion of his or her shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- (3) A proxy needs not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the members to attend, participate, speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (4) Where a member of the company is an authorised nominee as defined under the Securities Industry (Central Depository) Act 1991, he or she 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.
- (5) Where a member of the Company is an exempt authorised nominee who holds Deposited Securities in the Company for multiple beneficial owners in one (1) 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.
- (6) The instrument appointing a proxy shall be in writing under the hand of the member or his or her attorney duly authorised in writing or, if the member is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.

- (7) The instrument appointing a proxy shall be deposited at the office of the Company's Share Registrar at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof.