

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of the Company will be held at the Dewan Berjaya, Bukit Kiara Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 12 May 2023 at 10.00 a.m. for the following purposes:-

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 and the Reports of Directors' and Auditors' thereon.
- To declare a First and Final Single Tier Dividend of 4.0 sen per ordinary share for the financial year ended 31 December 2022.
- To approve the payment of Directors' Fees amounting to RM305,200 in respect of the financial year ended 31 December 2022.
- To approve the payment of Directors' Benefits (excluding Directors' Fees) amounting to RM9,000 from 13 May 2023 until the next Annual General Meeting of the Company.
- To re-elect the following Directors retiring in accordance with Clause 83.1 of the Constitution of the Company:-
 - Datuk Ng Yih Pyng
 - Ng Sheau Yuen
 - Datin Choong Chow Moei
- To re-elect Tan Sri Dr Madinah Binti Mohamad, a Director retiring in accordance to Section 202(3) of the Companies Act 2016.
- To re-appoint BDO PTL as Auditor of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

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

**8. ORDINARY RESOLUTION 1
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016**

"THAT pursuant to Section 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions, for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued in any one financial year of the Company does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

**9. ORDINARY RESOLUTION 2
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE WITH RELATED PARTY ("PROPOSED SHAREHOLDERS' MANDATE")**

"THAT subject to provisions of the Companies Act 2016 ("Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into category of RRPT as set out in Section 2.1 of the Circular to Shareholders dated 13 April 2023, subject to the following:-

- THAT the RRPTs are:-
 - necessary for the day-to-day operations;
 - undertaken in the ordinary course of business and at arm's length basis and are on terms not more favourable to the related parties than those generally available to the public; and
 - are not detrimental to the shareholders of the Company; and
- THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-
 - the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse unless by a resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(1) of the Act (but that shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the RRPTs contemplated and/or authorised by this Ordinary Resolution."

**10. ORDINARY RESOLUTION 3
PROPOSED RENEWAL OF AUTHORITY FOR SHARES BUY-BACK**

"THAT subject to provisions of the Companies Act 2016 ("Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements or other regulatory authorities, the Company be authorised, to the fullest extent permitted by law, to buy-back such amount of ordinary shares in the Company 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 interests of the Company, provided that:-

- the aggregate number of ordinary shares bought-back does not exceed 10% of the total number of issued shares of the Company at the time in question;
- the maximum amount of funds to be allocated for the shares buy-back shall not exceed the aggregate of retained earnings of the Company. Based on the latest audited account of the Company as at 31 December 2022, its retained earnings stood at approximately RM86,729,000; and
- the ordinary shares purchased shall be treated in the following manner:-
 - the purchased ordinary shares shall be cancelled; or
 - the purchased ordinary shares shall be retained as treasury shares for distribution as dividend to the shareholders and/or resale on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancellation subsequently; or
 - part of the purchased ordinary shares shall be retained as treasury shares and the remainder shall be cancelled; or
 - in such other manner as Bursa Securities and other relevant authorities may allow from time to time.

AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company, unless the authority granted is renewed, either unconditionally or subject to conditions, at the said AGM; or
- the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(1) of the Act (but that shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); but not so as to prejudice the completion of the purchase(s) by the Company made before the aforesaid expiry date and, in any event in accordance with the Listing Requirements of Bursa Securities or any other relevant authorities and the applicable law; or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND FURTHER THAT authority be and is hereby given to the Directors of the Company to take all such steps as may be necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities (Central Depository) Industry Act, 1991, and the entering into and execution of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the proposed share buy-back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereat (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought back) in accordance with the provisions of the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and all other relevant statutory and/or regulatory requirements."

**11. ORDINARY RESOLUTION 4
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR
- YANG MULIA RAJA TAN SRI DATO' SERI AMAN BIN RAJA HAJI AHMAD**

"THAT authority be and is hereby given to Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."

**12. ORDINARY RESOLUTION 5
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR
- DATUK M CHAREON SAE TANG @ TAN WHYEA AUN**

"THAT authority be and is hereby given to Datuk M Chareon Sae Tang @ Tan Whyea Aun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."

**13. ORDINARY RESOLUTION 6
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR
- MR LAU TIANG HUA**

"THAT authority be and is hereby given to Mr Lau Tiang Hua who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."

Resolution 14

- To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act 2016.

BY ORDER OF THE BOARD

TEOH KOK JONG (LS 04719 / PC No. 201908001451)
Company Secretary

Kuala Lumpur
Date: 13 April 2023

NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the Eighteenth Annual General Meeting, the First and Final Single Tier Dividend of 4.0 sen per ordinary share in respect of the financial year ended 31 December 2022 shall be paid on 9 June 2023 to the shareholders registered in the Record of Depositors at the close of business on 25 May 2023.

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

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 25 May 2023 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

Notes:

- Only depositors whose names appear in the Record of Depositors as at 5 May 2023 be regarded as members and entitled to attend, speak and vote at the meeting.
- A proxy may but need not be a member of the Company.
- The proxy form must be deposited at the Registered Office of the Company at SO-26-02, Menara 1, No 3, Jalan Bangsar, KL, Eco City, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- A Member shall be entitled to appoint more than one (1) proxy 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.
- If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint more than 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.
- NO door gift will be provided to the shareholders / proxies / invited guests.
- NO refreshment will be served at the AGM venue.

EXPLANATORY NOTES ON ORDINARY BUSINESS

Item 1

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 of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Resolution 2

It is proposed that the fee for the Non-Executive Directors of the Company be increased from RM236,000 per annum to RM262,000 per annum after taking into the consideration of the financial performance of the Company and also the current market condition.

Resolution 3

The proposed payment of Directors' Benefits (excluding Directors' Fees) amounting to RM9,000 comprise the Directors and Officers Liability Insurance from 13 May 2023 until the next Annual General Meeting of the Company.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 9

The proposed Resolution 9, is a renewal of the previous year mandate and if passed, is to empower the Directors to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of shares issued does not exceed 10% of the issued share capital of the Company for the time being.

The previous mandate approved on 19 May 2022 was not utilized and accordingly no proceeds were raised.

The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

Resolution 10

The proposed Resolution 10, is a renewal of the previous year Shareholders' Mandate and if passed will allow the Company and its subsidiaries to enter into RRPT of a Revenue or Trading Nature in order to comply with Paragraph 10.09 of Chapter 10 and Practice Note 12 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The mandate will take effect from the date of the passing of the Ordinary Resolution until the next AGM of the Company.

Further information on the Proposed Mandate is set out in the Circular to Shareholders of the Company dated 13 April 2023 which is made available on the Company's website at www.tomei.com.my or on Bursa Securities' website.

Resolution 11

The proposed Resolution 11, if passed, will empower the Directors to purchase up to ten per centum (10%) of the total number of issued shares of the Company through Bursa Malaysia Securities Berhad. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next AGM.

Further information on the Proposed Renewal of Authority for Share Buy Back is set out in the Circular to Shareholders dated 13 April 2023, which is made available on the Company's website at www.tomei.com.my or on Bursa Securities' website.

Resolution 12

**Continuing in Office as Independent Non-Executive Director
- YANG MULIA RAJA TAN SRI DATO' SERI AMAN BIN RAJA HAJI AHMAD**

The Nomination Committee has assessed the independence of Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
- he has been with the Company for more than nine years and is familiar with the Company's business operations;
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- he has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

Resolution 13

**Continuing in Office as Independent Non-Executive Director
- DATUK M CHAREON SAE TANG @ TAN WHYEA AUN**

The Nomination Committee has assessed the independence of Datuk M Chareon Sae Tang @ Tan Whyea Aun, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
- he has been with the Company for more than nine years and is familiar with the Company's business operations;
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- he has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

Resolution 14

**Continuing in Office as Independent Non-Executive Director
- MR LAU TIANG HUA**

The Nomination Committee has assessed the independence of Mr Lau Tiang Hua, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
- he has been with the Company for more than nine years and is familiar with the Company's business operations;
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
- he has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

Resolution 11

Resolution 12

Resolution 13