

# Notice of Annual General Meeting



**NOTICE IS HEREBY GIVEN** THAT the Seventh Annual General Meeting of Capital A Berhad ("Capital A" or the "Company") will be conducted on a virtual basis through live streaming and online remote voting from the broadcast venue at RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur, 64000 KLIA, Selangor Darul Ehsan, Malaysia ("Broadcast Venue") via TIH Online website at <https://tjh.online> on Thursday, 13 June 2024 at 10.00 a.m. for the following purposes: -

## AS ORDINARY BUSINESS

- To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2023.  
Please refer to Explanatory Note A.
- To approve the directors' fees, allowances and benefits payable to Non-Executive Directors as set out in the explanatory note for the period from 14 June 2024 until the next Annual General Meeting of the Company to be held in the year 2025.  
Please refer to Explanatory Note B. (Ordinary Resolution 1)
- To re-elect the following Directors who retire by rotation in accordance with Rule 119 of the Company's Constitution and being eligible, have offered themselves for re-election:-  
(a) Tan Sri Anthony Francis Fernandes; and (Ordinary Resolution 2)  
(b) Dato' Abdel Aziz @ Abdul Aziz Bin Abu Bakar. (Ordinary Resolution 3)  
Please refer to Explanatory Note C. (Ordinary Resolution 4)
- To re-appoint Ernst & Young PTE as Auditors of the Company and to authorise the Directors to determine their remuneration. (Ordinary Resolution 4)

## AS SPECIAL BUSINESS

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

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** (Ordinary Resolution 5)

"THAT, subject to the Companies Act, 2016 ("Act"), the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Constitution of the Company and approvals of the relevant authorities, where required, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot new shares in the Company at any time to such persons and upon such terms and conditions and for such purposes as the Directors may 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 of the Company (excluding treasury shares) for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or when it is required by law to be held, whichever is earlier."  
Please refer to Explanatory Note D.

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** (Ordinary Resolution 6)

"THAT 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 2.3 of the Circular/Statement to Shareholders dated 30 April 2024, 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 such approval 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; or
- the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but 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 to 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 RRPT Mandate."  
Please refer to Explanatory Note E.

- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY** (Ordinary Resolution 7)

"THAT, subject to the Act, the Company's Constitution, Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares in the Company through Bursa Securities and to take all such steps as are necessary (including the opening and maintaining of a central depository account under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things as the Directors may deem fit and expedient in the best interests of the Company, subject further to the following:-

- the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company at the time of purchase; and
- the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company.

THAT such authority shall commence immediately upon the passing of this resolution until:

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

whichever occurs first, but shall not prejudice the completion of the purchase of its own ordinary shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authorities.

AND THAT upon completion of the purchase(s) of the ordinary shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to cancel all the ordinary shares so purchased or retain all the ordinary shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act) or retain part thereof as treasury shares and cancelling the balance, and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force."  
Please refer to Explanatory Note F.

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

By Order of the Board

CYNTHIA GLORIA LOUIS  
(SSM PC NO. 201908003061) (MAICSA 7008306)  
CHEW MEI LING  
(SSM PC NO. 201908003178) (MAICSA 7019175)

Company Secretaries  
Selangor Darul Ehsan, Malaysia  
30 April 2024

## IMPORTANT NOTES

### VIRTUAL AGM

- The Seventh Annual General Meeting of the Company ("7<sup>th</sup> AGM") will be held on a virtual basis through live streaming and online remote voting from the Broadcast Venue using Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd which are available on the TIH Online website at <https://tjh.online>. Please follow the procedures as set out in the Administrative Note for the 7<sup>th</sup> AGM which is available on the Company's website at <https://www.capitala.com> to register, participate, speak and vote remotely via the RPV.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be present at the main venue of the 7<sup>th</sup> AGM.
- No members or proxies shall be physically present at the Broadcast Venue on the day of the 7<sup>th</sup> AGM.

### APPOINTMENT OF PROXY

- A member who is entitled to attend, participate, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely at the 7<sup>th</sup> AGM of the Company via RPV is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead. Where two (2) proxies are appointed, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which the appointments shall be invalid.
- A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- A member who is an exempt authorised nominee for multiple beneficial owners in one securities account ("Omnibus Account") may appoint any number of proxies in respect of the Omnibus Account.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- All Forms of Proxy must be duly executed and deposited at the Registered Office of the Company at RedQ, Jalan Pekeliling 5, Lapangan Terbang Antarabangsa Kuala Lumpur, 64000 KLIA Selangor, Malaysia or lodged electronically via the TIH Online website at <https://tjh.online>, not less than forty-eight (48) hours before the time appointed for holding of the meeting or adjourned meeting. **Faxed copies of the duly executed form of proxy are not acceptable.**
- Pursuant to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and Rule 41(a) of the Company's Constitution, only those Foreigners (as defined in the Constitution) who hold shares up to the current prescribed foreign ownership limit of 45.0% of the total number of issued shares of the Company, on a first-in-time basis based on the Record of Depositors to be used for the forthcoming AGM, shall be entitled to vote. A proxy appointed by a Foreigner not entitled to vote, will similarly not be entitled to vote. Consequently, all such disenfranchised voting rights shall be automatically vested in the Chairman of the AGM.
- A member who has appointed a proxy or authorised representative or attorney to participate in the 7<sup>th</sup> AGM via RPV must request his/her proxy or authorised representative or attorney to register himself/herself for RPV at TIH Online website at <https://tjh.online> in accordance with the procedures set out in the Administrative Note.
- For the purpose of determining members who shall be entitled to attend the 7<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 5 June 2024. Only depositors whose names appear on the Record of Depositors as at 5 June 2024 shall be entitled to attend the said meeting or appoint proxies to attend and vote on their behalf.
- Pursuant to Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities, all resolutions set out in the notice of 7<sup>th</sup> AGM will be put to vote by poll.
- By submitting the duly executed Form of Proxy, the member and his/her proxy(ies) consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the 7<sup>th</sup> AGM or any adjournment thereof.

### EXPLANATORY NOTES:

**A. Audited Financial Statements for the financial year ended 31 December 2023**  
The Audited Financial Statements under Agenda item 1 is meant for discussion only as the provision of Section 340(1) of the Act does not require formal approval of shareholders. As such, this item is not put forward for voting.

### B. Ordinary Resolution 1 - Payment of Directors' Remuneration

- The Board affirmed for an increase in:-
- the basic board fee from RM262,500 per annum to RM290,000 per annum;
  - audit committee chairman fee from RM75,000 per annum to RM110,000 per annum; and
  - audit committee member fee from RM60,000 per annum to RM75,000 per annum,

for the period from 14 June 2024 until the next Annual General Meeting of the Company to be held in the year 2025 as shown below:-

Non-Executive Directors' Fees (per annum)	Non-Executive Chairman (RM)	Per Non-Executive Director/Per other Committee Member (RM)
Board of Directors	N/A	290,000
Audit Committee	110,000	75,000
Nomination and Remuneration Committee	55,000	35,000
Safety Review Board	55,000	35,000
Risk Management and Sustainability Committee	55,000	35,000
Non-Executive Directors' Benefits (per attendance by each Director or committee member)	Board of Directors (RM)	Board Committees (RM)
Meeting allowance	2,000	2,000
Other Non-Executive Directors' Benefits		
Insurance premiums on medical coverage, and other claimable expenses incurred in the course of carrying out their duties.	Up to a total amount of RM100,000 for all Non-Executive Directors.	

At this 7<sup>th</sup> AGM, the Company is seeking its shareholders' approval for the payment of the remuneration to the Non-Executive Directors of the Company for the period commencing 14 June 2024 until the next AGM to be held in the year 2025 in accordance with the remuneration structure as set out above, on a monthly basis and/or as and when incurred.

- Ordinary Resolutions 2 and 3 - Re-election of Directors**  
In accordance with Rule 119 of the Company's Constitution, Tan Sri Anthony Francis Fernandes and Dato' Abdel Aziz @ Abdul Aziz Bin Abu Bakar (retiring directors) are due to retire by rotation, and being eligible, have offered themselves for re-election at the 7<sup>th</sup> AGM.

The Board through the Nomination and Remuneration Committee ("NRC") had undertaken an annual assessment evaluation and fit and proper assessment on the retiring directors.

The retiring directors have met the fit and proper criteria of Character and Integrity, Experience and Competence as well as Time and Commitment as set up in the Directors' Fit and Proper Policy of the Company and the Board is satisfied with the performance and contribution of the retiring directors. The Board has deliberated and endorsed the NRC's recommendation on their re-election and recommended the re-election of retiring directors for approval by the shareholders at the forthcoming 7<sup>th</sup> AGM.

The profiles of the retiring directors who are standing for re-election are set out in the Company's Annual Report 2023.

- Ordinary Resolution 5 - Authority to issue and allot shares pursuant to the Act**  
The proposed Ordinary Resolution 5, if passed, will empower the Directors to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to this mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. This mandate sought is a renewal of the mandate which was approved by shareholders at the last AGM held on 15 June 2023. As at the date of this notice, the Company has not issued any new shares under this mandate which will lapse at the conclusion of the 7<sup>th</sup> AGM.

The renewal of the general mandate, if approved, will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid any delay and costs involved in convening a general meeting for such issuance of shares.

This mandate will, unless revoked or varied by the Company in the general meeting, expire at the conclusion of the next AGM of the Company, or the expiration of the period within which the next AGM of the Company is required by law to be held, whichever is earlier.

- Ordinary Resolution 6 - Proposed Renewal of Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
The Proposed Ordinary Resolution 6, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature set out in the Circular/Statement to Shareholders of the Company dated 30 April 2024 which are necessary for the Group's day-to-day operations. This mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company, or the expiration of the period within which the next AGM of the Company is required by law to be held, whichever is earlier. Please refer to the Circular/Statement to Shareholders dated 30 April 2024 for further information.

- Ordinary Resolution 7 - Proposed Renewal of Share Buy-Back Authority**  
The proposed adoption of Ordinary Resolution 7 is for the purpose of renewing the authority granted by the shareholders of the Company at the last AGM held on 15 June 2023. The aforesaid proposed renewal will allow the Directors to exercise the power of the Company to purchase not more than ten per centum (10%) of the total number of issued shares of the Company 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 of the Company, or the expiration of the period within which the next AGM of the Company is required by law to be held, whichever is earlier.

Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Circular/Statement to Shareholders dated 30 April 2024.