



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 11th Annual General Meeting ("AGM") of Boilermech Holdings Berhad ("BHB" or "the Company") will be held as a fully virtual meeting through Online Meeting Platform via TIH Online at <https://tjih.online> or <https://tjih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd, Malaysia on Tuesday, 14 September 2021 at 10.00 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

- To receive the Statutory Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and Auditors thereon. Refer to Explanatory Note 1
- To approve the payment of a final single tier dividend of 1.75 sen per ordinary share amounting to RM9,030,000 for the financial year ended 31 March 2021. Resolution 1
Refer to Explanatory Note 2
- To re-elect the following Directors who retired by rotation in accordance with the Clause 76(3) of the Company's Constitution and who being eligible, offer themselves for re-election:- Refer to Explanatory Note 3
 - Dr. Chia Song Kun Resolution 2
 - Mr Leong Yew Cheong Resolution 3
 - Mr Chia Lik Khai Resolution 4
- To approve the payment of Director's fees of Dr. Chia Song Kun amounting to RM9,000 per month for the period commencing from the conclusion of the 11th Annual General Meeting ("AGM") until the next AGM of the Company. Resolution 5
Refer to Explanatory Note 4
- To approve the payment of Director's fees of Ng Swee Weng amounting to RM8,000 per month for the period commencing from the conclusion of the 11th Annual General Meeting ("AGM") until the next AGM of the Company. Resolution 6
Refer to Explanatory Note 4
- To approve the payment of Director's fees of Adrian Chair Yong Huang amounting to RM7,000 per month for the period commencing from the conclusion of the 11th Annual General Meeting ("AGM") until the next AGM of the Company. Resolution 7
Refer to Explanatory Note 4
- To approve the payment of Director's fees of Ho Cheok Yuen amounting to SGD2,500 and Board Committee's fee of RM1,000 per month for the period commencing from the conclusion of the 11th Annual General Meeting ("AGM") until the next AGM of the Company. Resolution 8
Refer to Explanatory Note 4
- To approve the payment of Director's fees of Rina Meleene Binti Adam amounting to RM7,000 per month for the period commencing from the conclusion of the 11th Annual General Meeting ("AGM") until the next AGM of the Company. Resolution 9
Refer to Explanatory Note 4
- To approve the payment of Director's fee of Chia Seong Fatt amounting to RM3,000 per month for the period commencing from the conclusion of the 11th Annual General Meeting ("AGM") until the next AGM of the Company. Resolution 10
Refer to Explanatory Note 4
- To approve the payment of the following Directors' benefits to the Non-Executive Directors ("NED") of the Company for the period commencing from conclusion of the 11th Annual General Meeting ("AGM") until the next AGM of the Company: Resolution 11
Refer to Explanatory Note 4
 - Meeting allowance of RM2,000 per Malaysian NED and SGD1,800 per Singaporean NED per meeting day.
- To appoint KPMG PLT as Auditors of the Company in place of the retiring auditors, Crowe Malaysia PLT and to authorise the Directors to fix their remuneration. Resolution 12
Refer to Explanatory Note 5

As Special Business:

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

12. Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

"THAT, subject to the Companies Act 2016, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of the issued shares (excluding treasury shares) for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

13. Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT subject to the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiary(ies) to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Sections 2.2 and 2.3 of the Circular to the Shareholders dated 16 August 2021 ("the Circular"), subject further to the following:

- The Recurrent Related Party Transactions are entered into in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arms' length basis and are not to the detriment of the minority shareholders of the Company;
- The disclosure is made in the annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information:
 - the type of Recurrent Related Party Transactions made; and
 - the names of the related parties involved in each type of Recurrent Related Party Transactions made and their relationship with the Company;
- the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:
 - the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM, at which this shareholders' mandate 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 is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("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 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 Recurrent Related Party Transactions contemplated and/ or authorised by this Ordinary Resolution;

AND THAT, the estimates given to the Recurrent Related Party Transactions specified in Sections 2.2 and 2.3 of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.5 of the Circular."

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of Members at the 11th Annual General Meeting of the Company to be held on 14 September 2021, a final single tier dividend of 1.75 sen per ordinary share for the financial year ended 31 March 2021, will be paid on 6 October 2021 to Depositors whose names appear in the Record of Depositors of the Company on 20 September 2021.

A Depositor shall qualify for entitlement only in respect of:

- Securities transferred into the Depositor's securities account before 4:30 p.m. on 20 September 2021 in respect of ordinary transfers; and
- Securities bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

TAN BEE HWEE (SSM PC No. 202008001497/MAICSA 7021024)

WONG WAI FOONG (SSM PC No. 202008001472/MAICSA 7001358)

Company Secretaries

Date: 16 August 2021

NOTES:-

- As part of the initiatives to curb the spread of Covid-19, the 11th AGM of the Company will be conducted on a fully virtual basis. Shareholders/proxy(ies) will not be allowed to attend the 11th AGM in person on the day of the meeting. Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 11th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV in the Administrative Guide and take note of Notes (2) to (11) below 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, the Record of Depositors as at 7 September 2021. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
- A Member, including an Authorised Nominee, may appoint not more than two (2) proxies to participate and vote instead of the Member or Authorised Nominee on the same occasion via RPV.
- An Exempt Authorised Nominee (which holds ordinary shares in the Company for the Omnibus Account) may appoint one (1) or more proxies to attend on the same occasion. There is no limit to the number of proxies which an Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- Where a Member, an Authorised Nominee or an Exempt Authorised Nominee 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 shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
- A proxy may but need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy.
- A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 11th AGM via RPV must request his/her proxy to register himself/herself for RPV at TIH online website at <https://tjih.online>. Please follow the Procedures for RPV in the Administrative Guide.
- 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 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 the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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, Malaysia.
 - By electronic form**
The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tjih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIH Online.
- 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, 12 September 2021 at 10.00 a.m.**
- In the case of a corporation, the instrument appointing a proxy or proxies must be in accordance with the corporation's constitution.

Explanatory Notes on Ordinary Business/Special Business:

1. Item 1 of the Agenda

To receive the Statutory Financial Statements for the Financial Year Ended 31 March 2021

This Agenda item is meant for discussion only as the provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Statutory Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Resolution 1 – Dividend Payment

With reference to Section 131 of the Companies Act 2016, a company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. On 25 May 2021, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval. The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within 12 months immediately after the distribution is made on 6 October 2021 in accordance with the requirements under Section 132(2) and (3) of the Companies Act 2016.

3. Resolutions 2 to 4 – Re-election of Directors

The performance of each Director subject for re-election had been assessed through the Board annual evaluation. The Nomination Committee and the Board are satisfied with the performance and effectiveness of the Directors.

Dr. Chia Song Kun, Mr Leong Yew Cheong, Mr Chia Lik Khai, being eligible, have offered themselves for re-election at this AGM. The profiles of the Directors who are subject for re-election are set out in the Annual Report 2021.

4. Resolutions 5 to 11 – 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 of a listed company and its subsidiaries shall be approved at the general meeting.

The amounts of Directors' fees tabled for approval is based on the current composition of the Board which currently has 5 Non-Executive Directors ("NED"), comprising 4 Malaysian NED and 1 Singaporean NED. The total amount of Directors' fees for the estimated period is RM384,000 and SGD30,000. There has been no revision to the Directors' fees previously approved by the shareholders at the 10th AGM of the Company held on 25 September 2020.

The proposed payment of Directors' fees for the Ordinary Resolutions 5, 6, 7, 8 and 9 comprising Director's fees and Board Committee's fees. Whereas, Ordinary Resolution 10 comprising Director's fee payable to Chia Seong Fatt in his capacity as Director of the Company's subsidiary, Boilermech Sdn Bhd amounting to RM36,000 for the estimated period.

The proposed Directors' benefits for the Ordinary Resolution 11 comprise of meeting allowance to the NED for their attendance at Board and Board Committee meeting(s) per meeting day. The total amount of meeting allowance based on the estimated meetings scheduled for the estimated period is RM64,000 and SGD14,400.

5. Resolution 12 – Change of Auditors

Crowe Malaysia PLT have indicated that they do not wish to seek for re-appointment as auditors of the Company at the forthcoming 11th AGM of the Company. Accordingly, the term of office of Crowe Malaysia PLT shall end upon the conclusion of the 11th AGM of the Company. The Board wishes to seek shareholders' approval for the appointment of KPMG PLT as auditors of the Company and to hold the office until the conclusion of the next AGM.

6. Resolution 13 – Authority to Issue Shares and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 13 is proposed to seek for a renewal of the general mandate for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016. If passed, it will empower the Directors of the Company from the date of the 11th AGM until the next AGM to allot and issue shares in the Company up to an amount not exceeding in total 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

The Company has not issued any new shares under the general mandate for the issuance of new ordinary shares which was approved at the 10th AGM of the Company held on 25 September 2020 (hence, no proceeds were raised therefrom) and which will lapse at the conclusion of the 11th AGM.

The above renewal of the general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further placing of shares for purpose of funding investment(s), working capital and/or acquisitions, at any time to such persons in their absolute discretion without convening a general meeting as it would be both costs and time-consuming to organise a general meeting.

7. Resolution 14 – Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Ordinary Resolution 14 is proposed and if passed, will enable the Company and/or its subsidiary company(ies) to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group's day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.