



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 12th Annual General Meeting of the Company will be held at Zamrud Room, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Friday, 26 August 2022 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 2022 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 2022. Resolution 1
- 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 2
 - Mr Ho Cheok Yuen Resolution 2
 - Mr Adrian Chair Yong Huang Resolution 3
 - Mr Gan Chih Soon 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 12th Annual General Meeting ("AGM") until the next AGM of the Company. Resolution 5
- To approve the payment of Director's fees of Mr Ng Swee Weng amounting to RM8,000 per month for the period commencing from the conclusion of the 12th Annual General Meeting ("AGM") until the next AGM of the Company. Refer to Explanatory Note 4 Resolution 6
- To approve the payment of Director's fees of Mr Adrian Chair Yong Huang amounting to RM7,000 per month for the period commencing from the conclusion of the 12th Annual General Meeting ("AGM") until the next AGM of the Company. Refer to Explanatory Note 4 Resolution 7
- To approve the payment of Director's fees of Mr 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 12th Annual General Meeting ("AGM") until the next AGM of the Company. Resolution 8
- To approve the payment of Director's fees of Ms Rina Meileene Binti Adam amounting to RM7,000 per month for the period commencing from the conclusion of the 12th Annual General Meeting ("AGM") until the next AGM of the Company. Refer to Explanatory Note 4 Resolution 9
- To approve the payment of Director's fee of Mr Chia Seong Fatt amounting to RM3,000 per month for the period commencing from the conclusion of the 12th Annual General Meeting ("AGM") until the next AGM of the Company. Refer to Explanatory Note 4 Resolution 10
- 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 12th Annual General Meeting ("AGM") until the next AGM of the Company: Resolution 11
 - Meeting allowance of RM2,000 per Malaysian NED and SGD1,800 per Singaporean NED per meeting day. Refer to Explanatory Note 4
- To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 12

As Special Business:

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

- 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." Resolution 13
Refer to Explanatory Note 6
 - Proposed Renewal of 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 Section 2.2 of the Circular to the Shareholders dated 25 July 2022 ("the Circular"), subject further to the following: Resolution 14
Refer to Explanatory Note 7
 - 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 may be authorised or necessary (including executing such documents as may be required) to give effect to the Recurrent Related Party Transactions contemplated and/ or such acts by this Ordinary Resolution;
- AND THAT, the estimates given to the Recurrent Related Party Transactions specified in Section 2.2 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 2.4 of the Circular."

14. 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 12th Annual General Meeting of the Company to be held on 26 August 2022, a final single tier dividend of 1.75 sen per ordinary share for the financial year ended 31 March 2022, will be paid on 14 September 2022 to Depositors whose names appear in the Record of Depositors of the Company on 30 August 2022.

A Depositor shall qualify for entitlement only in respect of:

- Securities transferred into the Depositor's securities account before 4:30 p.m. on 30 August 2022 in respect of 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: 25 July 2022

NOTES:-

- For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming 12th Annual General Meeting ("AGM") of the Company, the Company shall be requesting the Record of Depositors as at 19 August 2022. Only a depositor whose name appears on the Record of Depositors as at 19 August 2022 shall be entitled to attend and vote at the meeting as well as for appointment of proxy(ies) to attend, speak and vote on his/her stead.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member of the Company and a Member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
- A Member of the Company may appoint not more than two (2) proxies to attend the same meeting. Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- Where a Member or the authorised nominee appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- 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 ("Company's 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 Securities Industry (Central Depositories) Act, 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited by hand at or by facsimile transmission to the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, their Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
- If the Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If the Proxy Form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the Proxy Form.
- 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://tih.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 **Wednesday, 24 August 2022 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.
- Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - Identity card (NRIC) (Malaysia), or
 - Police report (for loss of NRIC/ Temporary NRIC (Malaysian), or
 - Passport (Foreigner).
- For a corporate member who has appointed a representative instead of proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's Share Registrar office earlier.

Explanatory Notes on Ordinary Business/Special Business:

- Item 1 of the Agenda**
To receive the Statutory Financial Statements for the Financial Year Ended 31 March 2022. 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.
- Resolution 1 – Dividend Payment**
With reference to Section 76(3) 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 24 May 2022, 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 14 September 2022 in accordance with the requirements under Section 132(2) and (3) of the Companies Act 2016.
- Resolutions 2 to 4 - Re-election of Directors**
In accordance to Clause 76(3) of the Constitution of the Company ("Constitution"), one-third of the Directors or if their number is not three or multiples of three, then the number nearest to one-third shall retire from office by rotation, and are eligible for re-election at each annual general meeting. Mr Ho Cheok Yuen, Mr Adrian Chair Yong Huang and Mr Gan Chih Soon ("Retiring Directors"), being eligible, have offered themselves for re-election at this AGM. Details of the Retiring Directors are set out in the Board of Directors' profile of the Annual Report 2022.
The Board has through the Nomination Committee, considered the assessment of the Retiring Directors and collectively agreed that they met the criteria of character, experience, integrity, competence and time required to effectively discharge their respective roles as Directors, as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"). The Retiring Directors who are Independent Non-Executive Directors, have also provided their confirmation that they fulfil the independence criteria prescribed by the MMLR.
- 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 11th AGM of the Company held on 14 September 2021.
- 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 Mr 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.
- Resolution 12 – Re-appointment of Auditors**
The Board had, at its meeting held on 24 May 2022, approved the Audit Committee's recommendation that shareholders' approval be sought at the 12th AGM on the re-appointment of KPMG PLT as the auditors of the Company, as set out under Resolution 12. The Board is satisfied with the suitability of KPMG PLT based on the quality of audit, performance, competency and sufficiency of resource that KPMG PLT had provided to Boilermech Group. KPMG PLT have indicated their willingness to be re-elected as auditors of the Company.
- 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 12th 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 11th AGM of the Company held on 14 September 2021 (hence, no proceeds were raised therefrom) and which will lapse at the conclusion of the 12th 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 investments), working capital and/or acquisitions, at any time to such persons in their absolute discretion without conveying a general meeting as it would be both costs and time-consuming to organise a general meeting.
- Resolution 14 – Proposed Renewal of 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.