

NOTICE OF THE TWENTY-FIRST (21ST) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First (21st) Annual General Meeting of the Company will be held at Matahari 1, Level 5, Cititel Mid Valley, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur on Thursday, 26 September 2024 at 11:00 a.m. to transact the following business:-

A G E N D A

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial period ended 31 March 2024 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note B (1)**
2. To approve the Directors' Fees and Benefits payable of up to RM390,000/- to the Directors of the Company from 27 September 2024 until the next Annual General Meeting of the Company to be held in 2025. **(Resolution 1)**
3. To re-elect Encik Abdul Latib Bin Tokimin who is retiring by rotation pursuant to Clause 97.1 of the Company's Constitution. **(Resolution 2)**
4. To re-elect the following Directors of the Company who are retiring pursuant to Clause 104 of the Company's Constitution:-
 - (i) Puan Noraizwa Binti Mohd Shariff **(Resolution 3)**
 - (ii) Mr. Sim Chee Hwa **(Resolution 4)**
 - (iii) Ms. Cheang Shi Hui **(Resolution 5)**
5. To appoint Auditors for the ensuing year and authorise the Directors to fix their remuneration. **(Resolution 6)**

Special Business :

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

6. **ORDINARY RESOLUTION**
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 **(Resolution 7)**
"THAT subject always to the Companies Act, 2016, Constitution of the Company and approvals of the relevant governmental/regulatory bodies where such approvals shall be necessary, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act, 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares for the time being of the Company and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad. **Please refer to Explanatory Note C (1)**
AND THAT the Directors of the Company whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/she/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate."
7. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By Order of the Board

ASDION BERHAD

LIEW KWAN HOONG (MIA 46376)

SSM Practising Certificate No. 202308000121

Company Secretary

Kuala Lumpur

31 July 2024

Explanatory Notes:

A) Appointment of Proxy

- (i) In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 September 2024 ("**General Meeting Record of Depositors**") shall be eligible to attend the Meeting.
- (ii) A member entitled to attend and vote at the Meeting is entitled to appoint more than two (2) proxies to attend and vote instead of him. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (iv) The instrument appointing a proxy must be deposited at the Company's Share Registrar Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than twenty four (24) hours before the time for holding the Meeting or any adjournment thereof, at which the person named in such proxy proposes to vote and in default the proxy shall not be treated as valid. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.
- (v) Pursuant to Rule 8.29A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll. Independent Scrutineers will be appointed to validate the votes cast at the Twenty-First Annual General Meeting of the Company or any adjournment thereof.

B) Ordinary Business

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2024

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

C) Special Business

1. AUTHORITY TO ISSUE SHARES PURSUANTS TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The Proposed Ordinary Resolution 7, if passed, will give the Directors of the Company, from the date of the Twentieth Annual General Meeting, the authority to allot and issue shares of up to 10% of the total number of issued shares of the Company at the time of the issue for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the shareholders of the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting.

The Company issued 46,420,000 ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016 under the general authority which was approved at the Twentieth Annual General Meeting held on 16 March 2023 and which will lapse at the conclusion of the Twenty-First Annual General Meeting to be held on 26 September 2024.

The status of the utilisation of proceed raised from the Proposed Private Placement is as follows:-

Purpose	Proposed Utilisation (RM'000)	Actual Utilisation (RM'000)	Intended Timeframe for Utilisation (from listing date)
General working capital requirements for the existing businesses Estimated expenses for the Proposed Private Placement	1,098 86	1,098 86	Within 12 months Immediately
	1,184	1,184	

The renewal of this authority is being sought at the Twenty-First Annual General Meeting to provides flexibility to the Company to undertake future possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investments, working capital and/or acquisitions without having to convene another general meeting.