



**CAPITAL A BERHAD**

[Registration No. 201701030323 (1244493-V)]  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING 2**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting 2 (“**EGM 2**”) of Capital A Berhad (“**Capital A**” or the “**Company**”) will held at Gateway Ballroom, Level 1, Sama-Sama Hotel, KL International Airport, Jalan CTA 4B, 64000 KLIA, Sepang, Selangor Darul Ehsan, Malaysia on Wednesday, 7 May 2025 at 11.00 a.m. or immediately after the conclusion of the Extraordinary General Meeting on the Proposed Regularisation Plan, which will be held at 10.00 a.m. on the same day, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

“**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 Part A of the of the Circular to Shareholders dated 15 April 2025, 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 “

**THAT** such approval will take effect from the conclusion of the EGM 2 or completion of the Proposed Corporate Exercise, whichever is later and shall continue to be in force until:

- (a) 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
- (b) 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
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

**AND THAT** the Directors be and are hereby authorised to do all such acts and things and take all such steps and to execute all such transactions, deeds, agreements, arrangements, undertakings and any relevant documents as the Directors in their discretion deem fit, necessary, expedient and/or appropriate in the interest of the Company in order to implement, finalise and give full effect to the Proposed RRPT Mandate and such transactions as authorised by this ordinary resolution with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities.”

## **ORDINARY RESOLUTION 2**

### **PROPOSED ALLOCATION OF AWARDS UNDER THE LONG TERM INCENTIVE SCHEME OF CAPITAL A BERHAD TO TAN SRI ANTHONY FRANCIS FERNANDES**

“**THAT** subject to the approvals of the relevant authorities and/or parties (where applicable) being obtained, approval be and is hereby given to the Board of Directors (“**Board**”) of Capital A (save for Tan Sri Anthony Francis Fernandes and Datuk Kamarudin bin Meranun) to authorise the Long Term Incentive Scheme (“**LTIS**”) Committee to offer and grant to Tan Sri Anthony Francis Fernandes, being the Executive Director and Chief Executive Officer of the Company, from time to time throughout the duration of LTIS, of up to 10% of the new ordinary shares of the Company (“**Shares**”) available under the LTIS, provided always that:

- (i) he does not participate in the deliberation or discussion of his own allocation and the allocation to any persons connected to him;
- (ii) not more than 10% of the new Shares available under the LTIS shall be allocated to him who, either singly or collectively through persons connected with him, holds 20% or more in the issued share capital (excluding treasury shares, if any) of the Company; and
- (iii) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws governing and constituting the LTIS and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

**AND THAT** the Board be and is hereby authorised to allot and issue from time to time such number of new Shares to Tan Sri Anthony Francis Fernandes under the LTIS.”

## **ORDINARY RESOLUTION 3**

### **PROPOSED ALLOCATION OF AWARDS UNDER THE LONG TERM INCENTIVE SCHEME OF CAPITAL A BERHAD TO DATUK KAMARUDIN BIN MERANUN**

“**THAT** subject to the approvals of the relevant authorities and/or parties (where applicable) being obtained, approval be and is hereby given to the Board of Capital A (save for Tan Sri Anthony Francis Fernandes and Datuk Kamarudin bin Meranun) to authorise the LTIS Committee to offer and grant to Datuk Kamarudin bin Meranun, being the Executive Chairman of the Company, from time to time throughout the duration of the LTIS, of up to 10% of the new Shares available under the LTIS, provided always that:

- (i) he does not participate in the deliberation or discussion of his own allocation and the allocation to any persons connected to him;
- (ii) not more than 10% of the new Shares available under the LTIS shall be allocated to him who, either singly or collectively through persons connected with him, holds 20% or more in the issued share capital (excluding treasury shares, if any) of the Company; and
- (iii) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws governing and constituting the LTIS and the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

**AND THAT** the Board be and is hereby authorised to allot and issue from time to time such number of new Shares to Datuk Kamarudin bin Meranun under the LTIS.”

## **BY ORDER OF THE BOARD**

**CHEW MEI LING (SSM PC NO. 201908003178) (MAICSA 7019175)**

**CYNTHIA GLORIA LOUIS (SSM PC NO. 201908003061) (MAICSA 7008306)**

Company Secretaries

Kuala Lumpur  
15 April 2025

#### Notes:

- (i) A member is entitled to appoint not more than two (2) proxies to attend 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.
- (ii) A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- (iii) 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.
- (iv) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- (v) 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 our Company not less than forty-eight (48) hours before the time appointed for holding the EGM 2 or adjourned meeting:
  - a. In hard copy form  
In the case of an appointment made in hard copy, the Form of Proxy must be duly executed and deposited at the Registered Office of the Company at Wisma Capital A, 19-04-02, 19, Lorong Dungun, Bukit Damansara, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia. **Faxed copies of the duly executed form of proxy are not acceptable.**
  - b. By electronic forms  
In the case of an appointment made via electronic means, the Form of Proxy can be electronically lodged via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Note for further information on submission via TIIH Online website.
- (vi) 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 EGM 2, 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 EGM 2.
- (vii) For the purpose of determining members who shall be entitled to attend the EGM 2, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 29 April 2025. Only depositors whose names appear on the Record of Depositors as at 29 April 2025 shall be entitled to attend the said meeting or appoint proxies to attend and vote on their behalf.
- (viii) Pursuant to Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities, all resolutions set out in the notice of EGM 2 will be put to vote by poll.

#### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 2 and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM 2 (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM 2 (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will fully and wholly indemnify the Company on full indemnity basis (whether demanded or not) in respect of any penalty, liability, claim, demand, loss and damage as a result of the member's breach of warranty.