

Notice of
Annual General Meeting

capital

CAPITAL A BERHAD

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

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting ("8th AGM") of Capital A Berhad ("Capital A" or the "Company") will be held at Gateway Ballroom, Level 1, Sama-Sama Hotel, KL International Airport, Jalan CTA 4B, 64000 KLIA, Sepang, Selangor Darul Ehsan, Malaysia on Friday, 13 June 2025 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2024.
Please refer to Explanatory Note A.

(Ordinary Resolution 1)
2. 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 2025 until the next Annual General Meeting of the Company to be held in the year 2026.
Please refer to Explanatory Note B.

(Ordinary Resolution 2)
3. To re-elect the following Directors who retires by rotation in accordance with Rule 119 of the Company's Constitution and being eligible, has offered himself for re-election:-

(a) Datuk Kamarudin Bin Meranun; and

(b) Dato' Fam Lee Ee.
Please refer to Explanatory Note C.

(Ordinary Resolution 3)
4. To re-elect Brig Gen (R) Fadzillah Binti Abdullah who retires by rotation in accordance with Rule 124 of the Company's Constitution and being eligible, has offered herself for re-election.

(Ordinary Resolution 4)
5. To appoint auditors and to authorise the Directors to determine their remuneration.
Notice of Nomination pursuant to Section 271(4) of the Companies Act 2016 (a copy of which is annexed as "Annexure A" in the Annual Report 2024), has been received by the Company for the nomination of Messrs. BDO PLT for appointment as Auditors and of the intention to propose the following ordinary resolution:-
"THAT, Messrs. BDO PLT be and are hereby appointed as auditors of the Company in place of the retiring auditors, Messrs. Ernst & Young PLT, and to hold office until the conclusion of the next Annual General Meeting AND THAT the Directors be authorised to fix their remuneration."
Please refer to Explanatory Note D.

(Ordinary Resolution 5)

AS SPECIAL BUSINESS

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

6. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

"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 E.

(Ordinary Resolution 6)
7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND 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 the Circular/Statement to Shareholders dated 30 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 "Proposed RRPT Mandate").

(Ordinary Resolution 7)

IMPORTANT NOTES

APPOINTMENT OF PROXY

- (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 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.

(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 AGM 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 Dugut, Bukit Damansara, 50490 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, 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 TIH Online website at <https://tih.online>. Please refer to the Administrative Note for further information on submission via TIH 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 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.

(vii) For the purpose of determining members who shall be entitled to attend the 8th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 5 June 2025. Only depositors whose names appear on the Record of Depositors as at 5 June 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 8th AGM will be put to vote by poll.

(ix) 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 8th AGM or any adjournment thereof.

EXPLANATORY NOTES:

- A. Audited Financial Statements for the financial year ended 31 December 2024
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 proposed an increase in:-
(a) Board Committee chairman fee (except Audit Committee chairman) from RM55,000 per annum to RM75,000 per annum;
(b) Board Committee member fee (except Audit Committee member) from RM35,000 per annum to RM55,000 per annum; and
(c) Meeting allowance from RM2,000 per meeting to RM3,000 per meeting
for the period from 14 June 2025 until the next Annual General Meeting of the Company to be held in the year 2026 as detailed 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	75,000	55,000
Safety Review Board	75,000	55,000
Risk Management and Sustainability Committee	75,000	55,000
Non-Executive Directors' Benefits (per attendance by each Director or committee member)	Board of Directors (RM)	Board Committees (RM)
Meeting allowance	3,000	3,000
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.	

THAT such approval 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 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 F.
8. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY
"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:-
i. 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
ii. 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:
a. 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
b. the expiration of the period within which the next AGM of the Company is required by law to be held; or
c. 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 G.

(Ordinary Resolution 8)
9. 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
Kuala Lumpur
30 April 2025

C. Ordinary Resolutions 2, 3 and 4 - Re-election of Directors

In accordance with Rule 119 of the Company's Constitution, Datuk Kamarudin Bin Meranun and Dato' Fam Lee Ee ("retiring directors") are due to retire by rotation, and being eligible, have offered themselves for re-election at the 8th 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 8th AGM.

Rule 124 of the Constitution stipulates that the Directors may appoint a person who is willing to act as Director, either to fill a casual vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Company's Constitution as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

Brig Gen (R) Fadzillah Binti Abdullah was appointed as an Independent Non-Executive Director of Capital A with effect from 1 November 2024, and being eligible, she has offered herself for re-election in accordance with Rule 124 of the Company's Constitution.

The profiles of the retiring directors who are standing for re-election are set out in the Company's Annual Report 2024.

D. Ordinary Resolution 5 – Appointment of Auditors in place of Retiring Auditors

The Company received a Notice of Nomination from a shareholder for the appointment of Messrs BDO PLT as Auditors of the Company in place of Messrs Ernst & Young PLT who will be retiring as Auditors at the forthcoming 8th AGM of the Company.

The Board of Directors has reviewed the recommendation of the Audit Committee and has recommended the above proposal to be tabled for approval at the forthcoming 8th AGM of the Company.

E. Ordinary Resolution 6 - Authority to issue and allot shares pursuant to the Act

The proposed Ordinary Resolution 6, 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 13 June 2024. 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 8th 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 and 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.

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

The Proposed Ordinary Resolution 7, 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 2025 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 2025 for further information.

G. Ordinary Resolution 8 - Proposed Renewal of Share Buy-Back Authority

The proposed adoption of Ordinary Resolution 8 is for the purpose of renewing the authority granted by the shareholders of the Company at the last AGM held on 13 June 2024. 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 2025.