

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixth Annual General Meeting ("6th AGM") of Gagasan Nadi Cergas Berhad ("the Company") to be conducted on a fully virtual basis by way of live streaming and online remote voting through the online meeting platform of TIiH Online using Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its website at <https://tiih.online> or <http://tiih.com.my> (Domain Registration No. with MYNIC: D1A282781) on Wednesday, 7 June 2023 at 10.00 a.m. for the following purposes:

### A G E N D A

#### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' and Auditors' Reports.

*[Please refer to Note (a)]*

2. To re-elect the following Directors retiring in accordance with Clause 125 of the Constitution of the Company and being eligible, have offered themselves for re-election:

- Chng Boon Huat
- Professor Emerita Siti Naishah Bt. Hambali

*[Please refer to Note (b)]*

3. To approve the payment of Directors' fees to the following Directors for the financial year ending 31 December 2023:

- Ir. Dr. Hj Muhamad Fuad Bin Abdullah: RM126,000.00.
- Professor Emerita Siti Naishah Bt. Hambali: RM114,000.00.
- Chng Boon Huat: RM120,000.00.
- Additional Directors' fees: RM140,000.00.

*[Please refer to Note (c)]*

4. To approve the payment of Directors' benefits of up to RM100,000.00 from the date of the forthcoming Annual General Meeting until the next Annual General Meeting of the Company.

*[Please refer to Note (d)]*

5. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

*[Please refer to Note (e)]*

#### SPECIAL BUSINESS

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

6. **WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT, 2016**

**(Ordinary Resolution 1)  
(Ordinary Resolution 2)**

"THAT the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 ("the Act"), read together with Clause 15 of the Company's Constitution.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution 9 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act."

*[Please refer to Note (f)]*

7. **Proposed Renewal of Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act").**

**(Ordinary Resolution 3)  
(Ordinary Resolution 4)  
(Ordinary Resolution 5)  
(Ordinary Resolution 6)**

**(Ordinary Resolution 7)**

**(Ordinary Resolution 8)**

**(Special Resolution 1)**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed Mandate").

THAT such approval on the Proposed Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed Mandate." execute such documents as may be required), deeds and things in relation to the Proposed Mandate."

*[Please refer to Note (g)]*

8. To transact any other business of the Company of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

#### BY ORDER OF THE BOARD

**Lim Hooi Mooi** (SSM PC No. 201908000134) (MAICSA No. 0799764)

**Ong Wai Leng** (SSM PC No. 202208000633) (MAICSA No. 7065544)

**Nadiah Ili Binti Adnan** (SSM PC No. 202008001698) (MAICSA No. 7062952)

Company Secretaries

28 April 2023

Kuala Lumpur



**GAGASAN NADI CERGAS**  
BERHAD 201701024800(1238966-U)

#### NOTES:-

1. The Company's Annual General Meeting ("AGM") will be conducted on a fully virtual basis through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facilities via Tricor Investor & Issuing House Services Sdn Bhd's ("**Share Registrar**", "**Tricor**" or "**TIiH**") Online websites at <https://tiih.online>. Shareholders may exercise their rights to participate (including to post questions to the Board) and vote at the AGM by using the RPV facilities. Please follow the procedures provided in the Administrative Guide for the 6th AGM in order to register, participate and vote remotely via the RPV facilities.

A fully virtual general meeting is conducted online in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by Securities Commission Malaysia and Section 327(2) of the Companies Act 2016 where all meeting participants including the Chairman of the meeting, board members, senior management and shareholders are required to participate the meeting via online.

2. For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a **Record of Depositors as at 30 May 2023** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.

3. A member of a Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at meeting of members of the Company. A member may appoint more than one proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.

4. Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), 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.

5. For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

6. Where a member or the authorised nominee appoints more than two (2) proxies, or where an exempt authorised nominee appoints more than one (1) proxy in respect of each omnibus account to attend and vote at the same meeting, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.

7. The instrument appointing a proxy shall be in writing signed by the appointor or by his attorney who is authorised in writing. In the case of a corporation, the instrument appointing a proxy or proxies must be made either under its common seal or signed by an officer or an attorney duly authorised.

8. A member who has appointed a proxy or attorney or corporate representative to participate and vote at this AGM must request his/her proxy or attorney or corporate representative to register himself/herself for RPV at **TIiH Online** website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide for the 6<sup>th</sup> AGM.

9. 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 meeting at which the person named in the appointment the proxies:-

- (a) In hard copy form

In the case of an appointment made in hard copy form, the Proxy Form must be deposited at 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, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

- (b) By Electronic Form

The Proxy Form can be electronically lodged via TIiH Online website at <https://tiih.online>. Please refer to the Administrative Guide for the 6th AGM on the procedure for electronic lodgement of Proxy Form via TIiH Online.

10. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.

11. Last date and time for lodging the Proxy Form is on **Monday, 5 June 2023 at 10.00 a.m.**

12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the share registrar in accordance with Note (9)(a) above **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. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

13. For a corporate member who has appointed a representative, please deposit the **ORIGINAL OR DULY CERTIFIED** certificate of appointment with the share registrar in accordance with Note (9)(a) above. The certificate of appointment should be executed in the following manner:

- (a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.

- (b) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:

- at least two (2) authorised officers, of whom one shall be a director; or
- any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

#### Explanatory Notes:

- a. Agenda No. 1

This item is meant for discussion only. The provisions of Section 340(1)(a) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

- b. Ordinary Resolutions No. 1 and 2

The Nomination Committee with the assistance of the Company Secretaries, had conducted a Board Effectiveness Assessment ("BEA") of the Directors, in the areas of performance, contribution to interaction, quality of input, understanding of their roles and independence of Independent Directors, including fit and proper assessment.

Based on the results of the BEA for the financial year 2022, the Board approved the NC's recommendation on the re-election of Chng Boon Huat and Professor Emerita Siti Naishah Bt. Hambali who are due to retire at the 6th AGM in accordance with Clause 125 of the Company's Constitution based on the following justifications:

- They have relevant mix of experience, skills, industry knowledge on finance and law requirements, expertise and core competency that is beneficial to the Company.
- They have met the fit and proper criteria as stated in the Directors' Fit and Proper Policy in discharging their roles and responsibilities.
- They are unafraid to pursue views or opinions on issues presented.
- They devote adequate time in discharging their duties and responsibilities as Directors, work constructively with other Board members, attend meetings with well preparation and add values to Board meetings.

- c. Ordinary Resolutions No. 3 to 6

Resolutions no. 3 to 5 are to facilitate payment of Directors' fees for the financial year ending 31 December 2023, while resolution no. 6 is to facilitate payment of additional Directors' fees for the financial year ending 31 December 2023 in the event the Company appoints additional Independent Non-Executive Director(s).

- d. Ordinary Resolution No. 7

This resolution is to facilitate payment of Directors' benefits from the date of the forthcoming AGM until the next AGM in 2024. In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

Directors' benefits include allowances for travel and training programmes for directors and other emoluments payable to Directors and in determining the estimated total the Board had considered various factors including the number of scheduled meetings for the Board and Board Committees and covers from the date of the forthcoming AGM until the next AGM.

- e. Ordinary Resolution No. 8

The Board had its meeting held on 18 April 2023 approved the recommendation by the Audit and Risk Management Committee to re-appoint Messrs Crowe Malaysia PLT. The Board and Audit and Risk Management Committee collectively agreed that Messrs Crowe Malaysia PLT has met the relevant criteria prescribed by Rule 15.21 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

- f. Special Resolution No. 1

The Special Resolution is pertaining to the waiver of pre-emptive rights granted to the shareholders pursuant to Section 85 of the Companies Act, 2016. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive rights. The Special Resolution, if passed, would allow the Directors to issue new shares to any person under the Proposed Mandate without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

- g. Ordinary Resolution No. 9

The proposed ordinary resolution, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed Mandate").

The authority for the Proposed Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This proposed Resolution is a renewal of the previous year's mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The purpose of this Proposed Mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the Proposed Mandate pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by the shareholders at the 5th AGM held on 30 May 2022 and will lapse at the conclusion of the 6th AGM to be held on 7 June 2023. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the Proposed Mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.



# PROXY FORM

(Before completing this form please refer to the notes below)

|                       |  |
|-----------------------|--|
| Number of Shares held |  |
| CDS Account           |  |

I/We \_\_\_\_\_ Tel: \_\_\_\_\_  
of [Full name in block and as per NRIC/passport, NRIC/Passport/Company No.]

being member(s) of GAGASAN NADI CERGAS BERHAD, hereby appoint:

| Full Name (in Block and as per NRIC/Passport) | NRIC/Passport No. | Proportion of Shareholdings |   |
|---|-------------------|-----------------------------|---|
|   |                   | No. of Shares               | % |
| Address                                       |                   |                             |   |

and (if more than one (1) proxy)

| Full Name (in Block and as per NRIC/Passport) | NRIC/Passport No. | Proportion of Shareholdings |   |
|---|-------------------|-----------------------------|---|
|   |                   | No. of Shares               | % |
| Address                                       |                   |                             |   |

Or failing ^him/her, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Sixth Annual General Meeting ("6th AGM") of the Company to be conducted on a fully virtual basis by way of live streaming and online remote voting through the online meeting platform of TIH Online using Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its website at <https://tjih.online> or <http://tjih.com.my> (Domain Registration No. with MYNIC: D1A282781) on **Wednesday, 7 June 2023 at 10.00 a.m.** and any adjournment thereof, to vote as indicated below:

| RESOLUTIONS           | DESCRIPTION OF RESOLUTION   | FOR | AGAINST |
|-----------------------|---|-----|---------|
| Ordinary Resolution 1 | To re-elect Chng Boon Huat as Director of the Company.  |     |         |
| Ordinary Resolution 2 | To re-elect Professor Emerita Siti Naaishah Bt. Hambali as Director of the Company.   |     |         |
| Ordinary Resolution 3 | To approve the payment of Directors' fees to Ir. Dr. Hj Muhamad Fuad Bin Abdullah amounting to RM126,000.00 in respect of financial year ending 31 December 2023.                 |     |         |
| Ordinary Resolution 4 | To approve the payment of Directors' fees to Professor Emerita Siti Naaishah Bt. Hambali amounting to RM114,000.00 in respect of financial year ending 31 December 2023.          |     |         |
| Ordinary Resolution 5 | To approve the payment of Directors' fees to Chng Boon Huat amounting to RM120,000.00 in respect of financial year ending 31 December 2023.                                       |     |         |
| Ordinary Resolution 6 | To approve the payment of additional Directors' fees amounting to RM140,000.00 in respect of financial year ending 31 December 2023.  |     |         |
| Ordinary Resolution 7 | To approve the payment of Directors' benefits of up to RM100,000.00 from the date of the forthcoming Annual General Meeting until the next Annual General Meeting of the Company. |     |         |
| Ordinary Resolution 8 | To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.                                 |     |         |
| Special Resolution 1  | Waiver of Pre-Emptive Rights under Section 85 of the Companies Act, 2016.   |     |         |
| Ordinary Resolution 9 | Proposed Renewal of Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016  |     |         |

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he/she thinks fit.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Signature\*  
Member

^ Delete whichever is inapplicable

\* Manner of execution:

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
  - (i) at least two (2) authorised officers, of whom one shall be a director; or
  - (ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

NOTES:-

1. The Company's Annual General Meeting ("AGM") will be conducted on a fully virtual basis through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facilities via Tricor Investor & Issuing House Services Sdn Bhd's ("Share Registrar", "Tricor" or "TIIH") Online website at <https://tiah.online>. Shareholders may exercise their rights to participate (including to post questions to the Board) and vote at the AGM by using the RPV facilities. Please follow the procedures provided in the Administrative Guide for the 6<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.  
A fully virtual general meeting is conducted online in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by Securities Commission Malaysia and Section 327(2) of the Companies Act 2016 where all meeting participants including the Chairman of the meeting, board members, senior management and shareholders are required to participate the meeting via online.
2. For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a **Record of Depositors as at 30 May 2023** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.
3. A member of a Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at meeting of members of the Company. A member may appoint more than one proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
4. Where a Member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), 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.
5. For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. Where a member or the authorized nominee appoints more than two (2) proxies, or where an exempt authorized nominee appoints more than one (1) proxy in respect of each omnibus account to attend and vote at the same meeting, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
7. The instrument appointing a proxy shall be in writing signed by the appointor or by his attorney who is authorised in writing. In the case of a corporation, the instrument appointing a proxy or proxies must be made either under its common seal or signed by an officer or an attorney duly authorised.
8. A member who has appointed a proxy or attorney or corporate representative to participate and vote at this AGM must request his/her proxy or attorney or corporate representative to register himself/herself for RPV at TIIH Online website at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Guide for the 6<sup>th</sup> AGM.

Fold  
Here

AFFIX  
STAMP

**GAGASAN NADI CERGAS BERHAD**

Unit 32-01, Level 32 Tower A, Vertical  
Business Suite Avenue 3, Bangsar  
South No. 8, Jalan Kerinchi 59200  
Kuala Lumpur

Fold  
Here

9. 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 meeting at which the person named in the appointment the proxies:-
  - (a) In hard copy form  
In the case of an appointment made in hard copy form, the Proxy Form must be deposited at 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, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - (b) By Electronic Form  
The Proxy Form can be electronically lodged via TIIH Online website at <https://tiah.online>. Please refer to the Administrative Guide for the 6<sup>th</sup> AGM on the procedure for electronic lodgement of Proxy Form via TIIH Online.
10. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
11. Last date and time for lodging the Form of Proxy is on **Monday, 5 June 2023 at 10.00 a.m.**
12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the share registrar in accordance with Note (9)(a) above **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. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
13. For a corporate member who has appointed a representative, please deposit the **ORIGINAL OR DULY CERTIFIED** certificate of appointment with the share registrar in accordance with Note (9)(a) above. The certificate of appointment should be executed in the following manner:
  - (a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
  - (b) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    1. at least two (2) authorised officers, of whom one shall be a director; or
    2. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.



**GAGASAN NADI CERGAS**  
BERHAD 201701024800(1238966-U)

(Incorporated in Malaysia)

## **SIXTH ANNUAL GENERAL MEETING OF GAGASAN NADI CERGAS BERHAD**

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Dear Valued Shareholders,

It is our pleasure to inform that the Sixth Annual General Meeting ("6<sup>th</sup> AGM") of Gagasan Nadi Cergas Berhad ("Company") will be conducted on a fully virtual basis on the date and time as set out below:

**Date** : **Wednesday, 7 June 2023**  
**Time** : **10.00 a.m.**  
**Online Meeting Platform** : **TIIH Online websites at <https://tiih.online> or <http://tiih.com.my> (Domain Registration No. with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia**

The Company's 6<sup>th</sup> AGM will be conducted on a fully virtual basis through live streaming and Online Meeting Platform via Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor").

Members/proxies/corporate representatives/attorneys who wish to attend, speak (including posing questions to the Board via real time submission on typed texts) and vote (collectively, "participate") remotely in the 6<sup>th</sup> AGM via the RPV facilities are required to register their attendance via **TIIH Online** website at <https://tiih.online>. Please refer to the Procedures for RPV set out in the Administrative Guide of the 6<sup>th</sup> AGM.

If you wish to appoint a proxy to participate on your behalf at the 6<sup>th</sup> AGM, you may submit your Form of Proxy to the Company's Share Registrar Office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or by electronic lodgement via **TIIH Online** website at <https://tiih.online> no later than **Monday, 5 June 2023 at 10.00 a.m.** Please refer to the Administrative Guide of the 6<sup>th</sup> AGM for further information on the electronic lodgement of proxy form.

A member who has appointed a proxy/corporate representative/attorney to participate at the AGM via RPV facilities must request his/her proxy/corporate representative/attorney to register himself/herself for RPV at **TIIH Online** website at <https://tiih.online> in accordance with the procedures as set out in the Administrative Guide of the 6<sup>th</sup> AGM.

The following documents of the Company are available at the Company's website at <https://nadicergas.investor.net.my/annual-reports/> for your preview:-

1. Annual Report 2022
2. Corporate Governance Report 2022
3. Notice of the 6<sup>th</sup> AGM and Proxy Form
4. Administrative Guide of the 6<sup>th</sup> AGM

Should you require a printed copy of the Annual Report, please request at our Share Registrar's website at <https://tiih.online> by selecting "Request for Annual Report" under the "Investor Services". Alternatively, you may also make your request through telephone/e-mail to our Share Registrar at the number/e-mail address given below. We will send it to you by ordinary post as soon as reasonably practicable after the receipt of your request. Nevertheless, we hope that you would consider the environment before you decide to request for the printed copy.

If you have any enquiry prior to the meeting, please call our Share Registrar, Tricor at +603-2783 9299 during office hours i.e. from 8.30 a.m. to 5.30 p.m. (Monday to Friday, except on public holidays).

We would like to thank you for your continued support to the Company.

Yours faithfully,

**Haji Wan Azman Bin Wan Kamal**  
Group Managing Director

28 April 2023



**GAGASAN NADI CERGAS**  
BERHAD 201701024800 (1238966-U)

**GAGASAN NADI CERGAS BERHAD**  
Registration No. 201701024800 (1238966-U)  
(Incorporated in Malaysia)

## **ADMINISTRATIVE GUIDE OF SIXTH ANNUAL GENERAL MEETING ("6<sup>th</sup> AGM")**

**Day, Date and Time : Wednesday, 7 June 2023 at 10.00 a.m.**

**Online Meeting Platform : TIIH Online websites at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A212781) Provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia**

## **MODE OF MEETING**

The Company's 6<sup>th</sup> AGM will be conducted on a fully virtual basis through live streaming and online meeting platform via Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd.

According to the Revised Guidance Note and FAQs on the conduct of General Meeting for Listed Issuers issued by the Securities Commission Malaysia, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia and all meeting participants including Chairman of the meeting, Board members, senior management and shareholders are to participate in the meeting online.

## **REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES**

The RPV facilities are available on Tricor's **TIIH Online** website at <https://tiih.online>.

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 6<sup>th</sup> AGM using RPV facilities from Tricor.

Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

## **PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES**

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 6<sup>th</sup> AGM using the RPV facilities:

|  | <b>Procedure</b>                    | <b>Action</b>  |
|--|-------------------------------------|--|
| <b>BEFORE THE 6<sup>TH</sup> AGM DAY</b> |                                     |  |
| (a)                                      | Register as a user with TIIH Online | <ul style="list-style-type: none"><li>Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services", select the "Sign Up" button and followed by "<b>Create Account by Individual Holder</b>". Refer to the tutorial guide posted on the homepage for assistance.</li><li>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li><li>If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.</li></ul> |



|  | Procedure                                  | Action  |
|--|--|---|
| (b)  | Submit your request to attend AGM remotely | <ul style="list-style-type: none"> <li>Registration is open from Friday 28 April 2023 until the day of 6<sup>th</sup> AGM on Wednesday, 7 June 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 6<sup>th</sup> AGM to ascertain their eligibility to participate in the 6<sup>th</sup> AGM using the RPV.</li> <li>Login with your user ID (i.e. email address) and password and select the corporate event: <b>"(REGISTRATION) GAGASAN NADI CERGAS BERHAD 6TH AGM"</b>.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select "Register for Remote Participation and Voting"</li> <li>Review your registration and proceed to register</li> <li>System will send an <b>e-mail to notify</b> that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors as at 30 May 2023, the system will send you an <b>e-mail after 5 June 2023 to approve or reject</b> your registration for remote participation.</li> </ul> <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i></p> |
| <b>ON THE 6<sup>TH</sup> AGM DAY (7 JUNE 2023)</b> |  |   |
| (c)  | Login to TIIH Online                       | <ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the 6<sup>th</sup> AGM at any time from <b>9.00 a.m.</b> i.e. 1 hour before the commencement of the 6<sup>th</sup> AGM on <b>Wednesday, 7 June 2023 at 10.00 a.m.</b></li> </ul>  |
| (d)  | Participate through Live Streaming         | <ul style="list-style-type: none"> <li>Select the corporate event: <b>"(LIVE STREAM MEETING) GAGASAN NADI CERGAS BERHAD 6TH AGM"</b> to engage in the proceedings of the AGM remotely.</li> <li>If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will endeavor to respond to questions submitted by remote participants during the 6<sup>th</sup> AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</li> </ul>   |
| (e)  | Online Remote Voting                       | <ul style="list-style-type: none"> <li>Voting session commences from 10.00 a.m. on Wednesday, 7 June 2023 until a time when the Chairman announces the end of the session.</li> <li>Select the corporate event: <b>"(REMOTE VOTING) GAGASAN NADI CERGAS BERHAD 6TH AGM"</b> or if you are on the live stream meeting page, you can select <b>"GO TO REMOTE VOTING PAGE"</b> button below the Query Box.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select the CDS account that represents your shareholdings.</li> <li>Indicate your votes for the resolutions that are tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>  |
| (f)  | End of remote participation                | <ul style="list-style-type: none"> <li>Upon the announcement by the Chairman on the closure of the 6<sup>th</sup> AGM, the Live Streaming will end.</li> </ul>  |

#### NOTE TO USERS OF THE RPV FACILITIES:

- Should your registration for the RPV facilities be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803169 / 011-40803170 or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

## ENTITLEMENT TO PARTICIPATE/GENERAL MEETING RECORD OF DEPOSITORS ("ROD")

Only members whose names appear on the Record of Depositors as at 30 May 2023 shall be eligible to participate, speak and vote at the 6<sup>th</sup> AGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.

## APPOINTMENT OF PROXY/ CORPORATE REPRESENTATIVE/ ATTORNEY

- If you are not able to participate in the 6<sup>th</sup> AGM remotely, you are encourage to appoint the Chairman of the Meeting as you proxy and indicate the voting instruction in the Proxy Form.
- If you wish to participate in the 6<sup>th</sup> AGM yourself, please do not submit any Proxy Form for the AGM. You will not be allowed to participate in the AGM together with a proxy appointed by you.
- Accordingly, Proxy Forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 6<sup>th</sup> AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Monday, 5 June 2023 at 10.00 a.m.** or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid:

(i) In Hard copy:

By hand or post to the Share Registrar of the Company, 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, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By Electronic form:

All shareholders can have the option to submit Proxy Form electronically via TIIH Online and the steps to submit are summarised below:

| Procedure                                   | Action   |
|---|--|
| <b>i. Steps for Individual Shareholders</b> |  |
| Register as a User with TIIH Online         | <ul style="list-style-type: none"><li>• Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance.</li><li>• If you are already a user with TIIH Online, you are not required to register again.</li></ul>  |
| Proceed with submission of Proxy Form       | <ul style="list-style-type: none"><li>• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li><li>• Select the corporate event: <b>"GAGASAN NADI CERGAS BERHAD 6TH AGM- Submission of Proxy Form"</b>.</li><li>• Read and agree to the Terms and Conditions and confirm the Declaration.</li><li>• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li><li>• Appoint your proxy/proxies and insert the required details of your proxy/proxies or appoint the Chairman as your proxy.</li><li>• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li><li>• Review and confirm your proxy(s) appointment.</li><li>• Print the form of proxy for your record.</li></ul> |

| Procedure  | Action  |
|--|---|
| <b>ii. Steps for corporation or institutional shareholders</b> |   |
| Register as a User with TIIH Online                            | <ul style="list-style-type: none"> <li>▪ Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>▪ Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects <b>"Create Account by Representative of Corporate Holder"</b>.</li> <li>▪ Complete the registration form and upload the required documents.</li> <li>▪ Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>▪ Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p><i>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact the persons stated under "ENQUIRY" section below if you need clarifications on the user registration.)</i></p> |
| Proceed with submission of Proxy Form                          | <ul style="list-style-type: none"> <li>▪ Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>▪ Select the corporate event: <b>"GAGASAN NADI CERGAS BERHAD 6TH AGM - Submission of Proxy Form"</b></li> <li>▪ Agree to the Terms &amp; Conditions and Declaration.</li> <li>▪ Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein.</li> <li>▪ Prepare the file for the appointment of proxies by inserting the required data.</li> <li>▪ Login to TIIH Online, select corporate event: <b>"GAGASAN NADI CERGAS BERHAD 6TH AGM - Submission of Proxy Form"</b>.</li> <li>▪ Proceed to upload the duly completed proxy appointment file.</li> <li>▪ Select "Submit" to complete your submission.</li> <li>▪ Print the confirmation report of your submission for your record.</li> </ul>  |

## PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 6<sup>th</sup> AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Monday, 5 June 2023 at 10.00 a.m.** The Board will endeavor to answer the questions received at the 6<sup>th</sup> AGM.

## ANNUAL REPORT 2022 & CORPORATE GOVERNANCE REPORT 2022

The Company's Annual Report 2022 and Corporate Governance Report 2022 are available at the Company's website at <https://nadicergas.investor.net.my/annual-reports/>

Should you require a printed copy of the Annual Report 2022, please request at our Share Registrar's website at <https://tiih.online> by selecting "Request for Annual Report" under the "Investor Services". Alternatively, you may also make your request through telephone/e-mail to our Share Registrar at the number/e-mail addresses given below. We will send it to you by ordinary post as soon as reasonably practicable after receipt of your request. Nevertheless, we hope that you would consider the environment before you decide to request for the printed copy.



## **NO DOOR GIFT/FOOD VOUCHER**

There will be **no distribution** of door gifts or vouchers for the 6<sup>th</sup> AGM.

We would like to thank our members for your kind co-operation and understanding in these challenging times.

## **RECORDING OR PHOTOGRAPHY**

Strictly **NO** unauthorised recording or photography of the proceedings of the AGM is allowed.

## **ENQUIRY**

If you have any enquiry prior to the meeting, please call the following persons during office hours i.e. from 8.30 a.m. to 5.30 p.m. (Monday to Friday, except on public holidays).

|   |                    |   |
|---|--------------------|---|
| <b>Tricor Investor &amp; Issuing<br/>House Services Sdn Bhd</b><br><i>Registration No. 197101000970<br/>(11324-H)</i><br>Unit 32-01, Level 32, Tower A<br>Vertical Business Suite, Avenue 3,<br>Bangsar South No. 8, Jalan Kerinchi<br>59200 Kuala Lumpur, Malaysia |                    | <b><i>Telephone Number</i></b>                        |
|   | General Line       | +603-2783 9299  |
|   | Pn Nor Faeayzah    | +603-2783 9274<br>nor.faeayzah@my.tricorglobal.com    |
|   | Cik Nur Shafikah   | +603-2783 9293<br>nur.shafikah@my.tricorglobal.com    |
|   | Mr Ashvinder Singh | +603-2783 7962<br>ashvinder.singh@my.tricorglobal.com |
|   | Fax Number         | 603-2783 9222   |
|   | Email              | is.enquiry@my.tricorglobal.com                        |