

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** that the 12<sup>th</sup> Annual General Meeting of the **EA HOLDINGS BERHAD** (“EAH” or the “Company”) which will be held as a fully virtual meeting conducted through live streaming and remote voting using the remote participation and voting facilities at the online meeting platform of Vote2U Online provided by Agmo Digital Solutions Sdn Bhd (“AGMO”) in Malaysia via its website at <https://web.vote2u.my> on Wednesday, 27 September 2023 at 11.00 a.m. to transact the following business :

### AS ORDINARY BUSINESS

- |    |   |   |
|----|---|---|
| 1. | To receive the Audited Financial Statements for the financial period ended 31 March 2023 and the Reports of Directors and Auditors thereon. | <b>Please refer to Explanatory Note (a)</b> |
| 2. | To approve the payment of Directors’ fees amounting to RM196,380 from 1 October 2021 to 31 March 2023.                                      | <b>Resolution 1</b>                         |
| 3. | To approve the payment of Directors’ fees amounting to RM155,920 for the financial year ending 31 March 2024.                               | <b>Resolution 2</b>                         |
| 4. | To re-elect the Director, Ms. Wong Wan Rou who retires in accordance with Article 123 of the Company’s Constitution.                        | <b>Resolution 3</b>                         |
| 5. | To re-elect the Director, Mr. Choo Seng Choon who retires in accordance with Article 126 of the Company’s Constitution.                     | <b>Resolution 4</b>                         |
| 6. | To re-elect the Director, En. Mohammad Sobri bin Saad, who retires in accordance with Article 126 of the Company’s Constitution.            | <b>Resolution 5</b>                         |
| 7. | To re-appoint Messrs. Moore Stephens Associates PLT as auditor of the Company and to authorize the Directors to fix their remuneration.     | <b>Resolution 6</b>                         |

### AS SPECIAL BUSINESS

To consider and, if deemed fit, to pass the following resolution :

- |    |  |                     |
|----|--|---------------------|
| 8. | <b>Authority to issue shares</b><br>“THAT, subject always to the Companies Act 2016, the Company’s Constitution and the approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby empowered, pursuant to Section 75 and Section 76 of the Companies Act 2016, to issue shares in the Company from time to time 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 issue shares of the Company for the time being 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 and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.” | <b>Resolution 7</b> |
| 9. | <b>Ordinary Resolutions</b>  |                     |
|    | <b>- Retention of En. Abdul Fattah Bin Mohamed Yatim as an Senior Independent Non-Executive Director</b>   | <b>Resolution 8</b> |
|    | (i) “THAT authority be and is hereby given to En. Abdul Fattah Bin Mohamed Yatim, who has served as an Senior Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Senior Independent Non-Executive Director of the Company.”  |                     |
|    | <b>- Retention of Dato’ Azahar Bin Rasul as an Independent Non-Executive Director</b>  | <b>Resolution 9</b> |
|    | (ii) “THAT authority be and is hereby given to Dato’ Azahar Bin Rasul, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company.”   |                     |

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10. To transact any other business for which due notice shall have been given.

By Order of the Board

**TAN KAH KOON (MAICSA 7066666) (SSM PC No. 201908001500)**

Company Secretary

Kuala Lumpur

31 July 2023

### IMPORTANT NOTICE

1. With reference to the revised 'Guidance Note and Frequently Asked Questions ("FAQs") on the Conduct of General Meetings for Listed Issuers' ("**Guidance Note**") issued by the Securities Commission Malaysia ("**SC**") on 7 April 2022, EA Holdings Berhad ("**EAH**" or the "**Company**") will continue to leverage on technology to facilitate communication and engagement with shareholders by conducting its 12<sup>th</sup> AGM on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting ("**RPV**") facilities via Vote2U online meeting platform at <https://web.vote2u.my>.
2. Shareholders of the Company are to attend, participate, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely at the meeting via the Remote Participation and Voting Facilities ("**RPV**") provided by Agmo Digital Solutions Sdn Bhd ("**AGMO**") via its Vote2U Online website at <https://web.vote2u.my>. Please follow the Procedures for RPV provided in the Administrative Details for the meeting and read the notes below in order to participate remotely via RPV.
3. A shareholder of the Company who is entitled to attend, participate, speak and vote at the meeting via RPV is entitled to appoint one (1) or more proxies to attend, participate, speak and vote in his/ her stead. Where a shareholder appoints more than one (1) proxy in relation to the meeting, the appointments shall be invalid unless he/ she specifies the proportions of his/ her holding to be represented by each proxy. The proxy may but need not be a shareholder of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting shall have the same rights as the shareholder to speak at the meeting.
4. Where a shareholder of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**") which holds ordinary shares in the Company for multiple beneficial owners in one 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.
5. A shareholder of the Company who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this meeting via RPV must request his/ her proxy to register himself/ herself for RPV at Vote2U Online website at <https://web.vote2u.my>. Please follow the Procedures for RPV in the Administrative Details for the meeting.
6. The appointment of a proxy may be made by electronic means or in a hard copy form in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote:
  - i. By electronic form  
The proxy form can be submitted via fax at 03-2770 8166 or email to [eah.meeting@gmail.com](mailto:eah.meeting@gmail.com) or by electronically lodged.
  - ii. Online via Vote2U Online  
Register via Vote2U Online website at <https://web.vote2u.my> (applicable to individual shareholders only). Kindly refer to the Administrative Details on the procedures for electronic lodgment of proxy form via Vote2U Online.
  - iii. In hard copy form  
In the case of an appointment made in hard copy form, the Proxy Form must be deposited with the Registered Office of the Company at 29-2, Level 29, Oval Damansara, 685, Jalan Damansara, Taman Tun Dr. Ismail, 60000 Kuala Lumpur.

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7. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
8. Last date and time for lodging the Proxy Form is Tuesday, 26 September 2023, 11:00 a.m.
9. Any authority pursuant to which such an appointment is made by a power of attorney or appointment of corporate representative must be deposited with the Registered Office of the Company at 29-2, Level 29, Oval Damansara, 685, Jalan Damansara, Taman Tun Dr. Ismail, 60000 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for holding the meeting or adjourned 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.
10. For the purpose of determining a shareholder who shall be entitled to attend the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 89 of the Company's Constitution and Section 34(1) of the SICDA to issue a General Meeting Record of Depositors as at Monday, 18 September 2023. Only a depositor whose name appears therein shall be entitled to participate the said meeting or appoint a proxy to attend, participate, speak and/ or vote on his/ her stead.

### PERSONAL DATA PRIVACY:-

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate, speak and vote at the meeting 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 meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (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 indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

### Explanatory notes :

#### a) Item 1 - Audited Financial Statement for the financial period ended 31 March 2023

The item 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. Hence, this item is not put forward for voting.

#### b) Ordinary Resolution 7 - Proposed authority to issue shares

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 75 of the Companies Act 2016 at the 11<sup>th</sup> AGM of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the 11<sup>th</sup> AGM of the Company held on 22 March 2022 (hereinafter referred to as the "Previous Mandate").

As at the date of this notice, 279,329,600 new ordinary shares of the Company were issued pursuant to the Previous Mandate in connection with the acquisition by the Company of the remaining 10% equity interest in Sunland Volonte Agency Sdn Bhd for a purchase consideration of RM5.0 million. The new ordinary shares were listed on 6 January 2022 on the ACE Market of Bursa Malaysia Securities Berhad.

The General Mandate will enable the Directors of the Company to issue shares any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/ or acquisitions.

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### c) **Ordinary Resolutions 8 - Retention of En. Abdul Fattah Bin Mohamed Yatim as an Senior Independent Non-Executive Director**

#### **Ordinary Resolutions 9 - Retention of Dato' Azahar Bin Rasul as an Independent Non-Executive Director**

The Nomination Committee and the Board of Directors have assessed the independence of En. Abdul Fattah bin Mohamed Yatim and Dato' Azahar Bin Rasul who have served as the Senior Independent Non-Executive Director and Independent Non-Executive Director of the Company for a cumulative term of 9 years or more, and recommended them to continue acting as the Independent Non-Executive Directors of the Company based on the following justifications:-

- a) they fulfilled the criteria under the definition of Independent Director as stated in the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, they would able to provide a check and balance and bring an element of objectivity to the Board;
- b) they are familiar with the Company's business operations and are able to advise the Board diligently;
- c) they have devoted sufficient time and attention to their professional obligations for informed and balanced decision making by actively participated in Board discussion and provided an independent voice to the Board; and
- d) they have exercised their due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the best interest of the Company and shareholders.

## STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad :-

### **1. Details of individuals who are standing for election as Directors**

The profile of the Directors who are standing for re-election is stated on page 10 to 12 of this Annual Report.

### **2. Statement relating to the general mandate for issue of securities in accordance with Rule 6.04(3) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad**

Detail of the General Mandate for the Authority to issue shares pursuant to Section 75 of the Companies Act 2016 are set out in Explanatory Notes (b) of the Notice of AGM.