

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 39th Annual General Meeting (“AGM”) of Country Heights Holdings Berhad will be held at the Members Lounge, The Mines Resort & Golf Club, Jalan Kelikir, Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia on Wednesday, 28 June 2023 at 11.00 a.m. to transact the following businesses:

## AGENDA

### Ordinary Business

- |    |  |                                      |
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| 1. | To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.  | (Please refer to Explanatory Note 1) |
| 2. | To re-elect Mr. Ong Tee Chin who retires by rotation in accordance with Article 120 of the Company’s Constitution and being eligible, offers himself for re-election as Director of the Company.                                   | Ordinary Resolution 1                |
| 3. | To re-elect the following Directors who retire in accordance with Article 124 of the Company’s Constitution and being eligible, offer themselves for re-election as Directors of the Company:                                      |                                      |
|    | (i) Admiral Tan Sri Dato’ Setia Mohd Anwar Bin Mohd Nor (R)  | Ordinary Resolution 2                |
|    | (ii) Dato’ Mircle Yap Ching Chai   | Ordinary Resolution 3                |
|    | (iii) Mr. Chua Hee Boon  | Ordinary Resolution 4                |
|    | (iv) Mr. Chuah Tian Pong   | Ordinary Resolution 5                |
|    | (v) Mr. Xiong Wei  | Ordinary Resolution 6                |
|    | (vi) Mr. Tan Meng Khong  | Ordinary Resolution 7                |
|    | (vii) Mr. Chuah Peng San   | Ordinary Resolution 8                |
| 4. | To approve the payment of Directors’ fees of up to RM62,000 in aggregate to the Non-Executive Directors of the Company in respect of the financial year ended 31 December 2022.  | Ordinary Resolution 9                |
| 5. | To approve the payment of Directors’ benefit of up to RM68,000 in aggregate to the Non-Executive Directors of the Company, during the course of the period from 29 June 2023 until the next Annual General Meeting of the Company. | Ordinary Resolution 10               |
| 6. | To re-appoint Messrs UHY as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration.   | Ordinary Resolution 11               |

### Special Business

To consider and, if thought fit, to pass the following resolutions:

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| 7. | <b>Authority to Allot and Issue Shares or Grant Rights Pursuant to Sections 75 and 76 of the Companies Act 2016 and Waiver of Pre-emptive Rights</b> | Ordinary Resolution 12 |
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“THAT subject to the Companies Act 2016 (“Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to:

- (i) allot and issue shares in the Company; and/or
- (ii) grant rights to subscribe for shares in the Company; and/or
- (iii) convert any security into shares in the Company; and/or
- (iv) allot shares under an agreement or option or offer,

(collectively, “Authorised Transactions”)

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at any time and from time to time at such price and upon such terms and conditions and for such purposes and to such person(s) as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares allotted and issued, to be subscribed and/or converted for any one or more of the Authorised Transactions 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 and such authority under this resolution 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, and that:

- (a) approval and authority be hereby given to the Directors to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person(s), and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and
- (b) the Directors be further authorised to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

THAT in connection with the above, pursuant to Section 85 of the Act to be read together with Article 57 of the Constitution of the Company, the Directors be hereby directed to carry out the Authorised Transactions at any time and from time to time at such price and upon such terms and conditions and for such purposes and to such person(s) as the Directors may, in their absolute discretion deem fit and the shareholders of the Company do hereby waive their pre-emptive rights to be offered new shares or other convertible securities in the Company that which ranked equally to the existing issued shares in the Company, arising from the exercise of the authority granted pursuant to Sections 75 and 76 of the Act.”

**8. Proposed Renewal of Authority for the Purchase by Country Heights Holdings Berhad of Its Own Shares**

Ordinary Resolution 13

“THAT subject to the Companies Act 2016 (“Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be hereby authorised to purchase such amount of ordinary shares in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that:

- (i) the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at any point in time of the purchase; and
- (ii) the Directors shall resolve at their discretion pursuant to Section 127 of the Act whether to cancel the shares so purchased, to retain the shares so purchased as treasury shares or to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares or in any other manner as may be permitted and prescribed by the Act, rules, regulations, guidelines, requirements and/or orders pursuant to the Act and/or the rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force.

THAT an amount not exceeding the Company’s retained profits be allocated by the Company for the Proposed Share Buy-Back.

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THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, 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) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT the Directors of the Company be authorised to complete and 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 Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authorities.”

### 9. Proposed Shareholders’ Mandate for Recurrent Related Party Transactions

Ordinary Resolution 14

“THAT subject to the Companies Act 2016 (“Act”), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be hereby given to the Company and/or its subsidiaries and/or joint ventures and/or jointly-controlled entities (“CHHB Group”) to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the CHHB Group (“Related Parties”) including those as set out in Paragraph 3.3 of the Company’s Circular to Shareholders dated 28 April 2023 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not, in the Company’s opinion, to the detriment of the minority shareholders (“Shareholders’ Mandate”).

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required by law 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
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be authorised to complete and 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 Shareholders’ Mandate.”

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10. To transact any other business of the Company of which due notice shall have been received.

By Order of the Board

**WONG POH CHUN**  
**(MAICSA 7013841) (SSM PC 201908002090)**  
Company Secretary

Selangor  
28 April 2023

Notes:

1. A member whose name appears in the Record of Depositors of the Company as at 21 June 2023 (“Record of Depositors”) shall be entitled to attend, speak and vote (collectively, “participate”) at the AGM or appoint proxy to participate on his/her behalf.
2. A member, other than a member who is also an Authorised Nominee [as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”)] or an Exempt Authorised Nominee who is exempted from compliance with the provisions of Section 25A(1) of SICDA, shall be entitled to appoint not more than two (2) proxies. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. A proxy appointed shall have the same rights as the member to participate at the meeting.
3. Subject to Note 6 below, where a member is a depositor who is also an Authorised Nominee, the Authorised Nominee may appoint not more than two (2) proxies in respect of each securities account the Authorised Nominee holds with shares in the Company standing to the credit of such securities account as reflected in the Record of Depositors.
4. Subject to Note 6 below, where a member is a depositor who is also an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as reflected in the Record of Depositors, 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. Each appointment of proxy by a member including an Authorised Nominee or an Exempt Authorised Nominee shall be by a separate instrument of proxy which shall specify:
  - (i) the securities account number;
  - (ii) the name of the beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and
  - (iii) where two (2) proxies are appointed, the proportion of shareholdings or the number of shares to be represented by each proxy.
6. Any beneficial owner who holds shares in the Company through more than one (1) securities account and/or through more than one (1) omnibus account, shall be entitled to instruct the Authorised Nominee and/or Exempt Authorised Nominee for such securities accounts and/or omnibus accounts to appoint not more than two (2) persons to act as proxies for the beneficial owner. If there shall be three (3) or more persons appointed to act as proxies for the same beneficial owner of shares in the Company held through more than one (1) securities account and/or through more than one (1) omnibus account, all the instruments of proxy shall be deemed invalid and shall be rejected.

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7. The instrument appointing a proxy (the “Proxy Form”) and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (collectively, the “Proxy Authorisation Documents”) for the AGM shall be deposited or submitted in the following manner not less than 48 hours before the time appointed for the AGM or any adjournment thereof. If the appointer is a corporation, the instrument appointing a proxy must be executed under seal or under the hand of its attorney.
- (i) In hard copy form  
Either by hand or post to the Company’s Share Registrar, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Malaysia (Tel: +603-6201 1120); or
- (ii) By electronic means via email  
By electronic mail (email) to ShareWorks Sdn. Bhd.’s email address at ir@shareworks.com.my.

### Explanatory Notes on Ordinary/Special Business

#### 1. Item 1 of the Agenda - Audited Financial Statements for Financial Year Ended 31 December 2022

This Agenda item is meant for discussion only as under Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements does not require shareholders’ approval.

#### 2. Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7 and 8 - Re-election of Directors

Each of the Directors standing for re-election had undergone a performance and fitness evaluation, where applicable, and had provided his/her annual declaration on his/her fitness and propriety to continue acting as Directors of the Company in accordance with the Fit and Proper Policy of the Group, as well as the confirmation of their independence (as the case may be). The Nomination and Remuneration Committee’s (“NRC”) and the Board are satisfied with the performance and/or suitability of each of the retiring Directors. The retiring Directors had abstained from deliberations and decisions on their re-election at the NRC and Board meetings. The profile of the Directors who are standing for re-election are set out in the Board of Directors Profile in the Company’s Annual Report 2022.

#### 3. Ordinary Resolutions 9 and 10 - Directors’ Fees and Benefits

The Company pays to the Non-Executive Directors, Directors’ fees based on the following fees structure:

Non-Executive Directors	Board	Audit & Risk Management Committee	Nomination & Remuneration Committee
Chairman	RM15,000 p.a.	RM5,000 p.a.	RM3,000 p.a.
Member	RM12,000 p.a.	RM2,000 p.a.	RM2,000 p.a.

The total estimated Directors’ benefits payable which comprises of meeting allowance of RM1,000 per meeting for attending Board and Board Committee meetings is calculated based on the number of scheduled Board and Board Committees meetings during the course of the period from 29 June 2023 until the next AGM of the Company.

The proposed fees structure and benefits are based on the fees structure and benefits as approved at the previous AGM. There is no revision to the proposed fees structure and benefits. The Non-Executive Directors had abstained from deliberations and decisions on their remuneration at the Board meetings.

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### 4. Ordinary Resolution 11 - Re-appointment of Auditors

The Audit & Risk Management Committee (“ARMC”) at its meeting held on 27 February 2023 undertook an annual assessment of the suitability and independence of the external auditors, Messrs UHY. The ARMC was satisfied with the suitability of Messrs UHY based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group. The ARMC was also satisfied in its review that the provisions of non-audit services by Messrs UHY to the Company for the financial year ended 31 December 2022 did not in any way impair their objectivity and independence as external auditors of the Company. The Board at its meeting held on 27 February 2023 approved the ARMC’s recommendation for the shareholders’ approval to be sought at the 39th AGM on the re-appointment of Messrs UHY as external auditors of the Company.

### 5. Ordinary Resolution 12 - Authority to Allot and Issue Shares or Grant Rights pursuant to the Companies Act 2016 and Waiver of Pre-Emptive Rights

Ordinary Resolution 12, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company’s future investments projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time as the Directors may deem fit without having to convene a general meeting to avoid any delay and cost involved in the convening of further general meetings to obtain shareholders’ approval for such share issuance. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM.

This resolution is also to approve the disapplication of the statutory pre-emptive rights to allot new shares without first offering them to existing shareholders.

### 6. Ordinary Resolution 13 - Proposed Renewal of Share Buy-Back Authority

Ordinary Resolution 13, if passed, will allow the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company at any point in time of the purchase (“Proposed Share Buy-Back”) by utilising the funds allocated which shall not exceed the retained profits of the Company. Further information on the Proposed Share Buy-Back is set out in the Circular to Shareholders dated 28 April 2023.

### 7. Ordinary Resolution 14 - Proposed Shareholders’ Mandate for Recurrent Related Party Transactions

Ordinary Resolution 14, if passed, will enable the Company and/or its subsidiaries and/or joint ventures and/or jointly-controlled entities to enter into recurrent transactions involving the interest of related parties, which are of a revenue or trading nature and necessary for the Group’s day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Further information on these proposed Ordinary Resolutions are set out in the Circular to Shareholders dated 28 April 2023.

### Personal Data Privacy

By submitting an instrument appointing a proxy(ies), the Proxy Authorisation Documents, a Power of Attorney and/or other documents appointing representative(s) to attend, participate, speak and vote at the 39th Annual General Meeting of the Company (“AGM”) and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s and such individual’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies, attorneys and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where any of the aforesaid document discloses the personal data of the member’s proxy(ies), attorney(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies), attorney(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies), attorney(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.