

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting ("3rd AGM") of AME Elite Consortium Berhad ("AME" or the "Company") will be conducted on a fully virtual basis for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions set out in this Notice:

Day and Date : Thursday, 26 August 2021
 Time : 10:00 a.m.
 Meeting Platform : <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC-D6A357657)
 Mode of Communication: 1) Type text in the Meeting Platform
 2) Shareholders may submit questions in relation to the agenda items prior to the 3rd AGM by logging in to the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, by selecting "Corporate Meeting" from main menu and select "AME Elite Consortium Berhad 3rd Annual General Meeting" and click "Submit Questions" latest by Monday, 23 August 2021 at 10:00 a.m.

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 11.1**
- To approve the payment of Directors' fees for the financial year ended 31 March 2021. **Ordinary Resolution 1**
- To approve the payment of additional Directors' benefits for the period from 1 April 2020 up to 26 August 2021. **Ordinary Resolution 2**
- To approve the benefits payable to the Directors of the Company for the period from 27 August 2021 until the conclusion of next AGM of the Company to be held in year 2022. **Ordinary Resolution 3**
- To re-elect the following Directors of the Company who are retiring by rotation in accordance with Clause 95 of the Constitution of the Company and, who being eligible, offer themselves for re-election:
 - Mr Lim Yook Kim **Ordinary Resolution 4**
 - YM Tengku Azrina Binti Raja Abdul Aziz; and **Ordinary Resolution 5**
 - Mr Wee Soon Chit **Ordinary Resolution 6**
- To re-appoint Messrs KPMG PLT ("KPMG") as Auditors of the Company for the financial year ending 31 March 2022 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

AS SPECIAL BUSINESS

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

- Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") **Ordinary Resolution 8**
 "THAT pursuant to Sections 75 and 76 of the CA 2016, the Directors be and are hereby authorised to issue and allot shares in the Company at any time, at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at the time of issue AND THAT the Directors be and are also authorised to obtain the approval of Bursa Malaysia Securities Berhad for listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."
- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the CA 2016.

BY ORDER OF THE BOARD

LEONG SIEW FOONG (MAICSA 7007572) (SSM PC No. 202008001117)
 SANTI A/P SAMINATHAN (MAICSA 7069709) (SSM PC No. 201908002933)
 Company Secretaries
 Johor Bahru
 28 July 2021

Notes:

- As part of the initiatives to curb the spread of COVID-19 and Government of Malaysia's official guidance on social distancing, the 3rd AGM of the Company will be conducted on a fully virtual basis where shareholders are only allowed to participate remotely through live streaming and online remote voting using Remote Participation and Electronic Voting ("RPEV") facilities via online meeting platform available at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC-D6A357657). Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate, speak and vote remotely via RPEV facilities.
 - The conduct of a fully virtual AGM is in line with the Guidance Note and Frequently Asked Questions ("the Revised Guidance Note and FAQ") by the Securities Commission of Malaysia on 16 July 2021.
 - Every member including authorised nominees as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), and exempt authorised nominees which holds ordinary shares in the Company for multiple owners in one securities account ("omnibus account"), is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to participate, speak and vote instead of himself at the AGM, and that such proxy need not be a member.
 - Where a member appoints more than 1 proxy (subject always to a maximum of 2 proxies at each meeting), the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
 - Where a member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in an 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. Where a member is an authorised nominee as defined under SICDA, it may appoint 1 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
 - The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its officer or attorney.
 - The instrument appointing the proxy may be made in a hard copy form or by electronic means, not less than 48 hours before the time appointed for holding the AGM, as follows:
 - In hard copy form
 The original instrument appointing a proxy ("Form of Proxy") must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - By electronic means
 The Form of Proxy can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide for the AGM in order to deposit the Form of Proxy electronically.
 - If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in the electronic AGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy(ies) at least 48 hours before this meeting.
 - Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in this Notice will be put to vote on a poll.
 - Only a depositor whose name appears in the Record of Depositors as at 18 August 2021 shall be entitled to participate, speak and vote at this meeting or appoints a proxy or proxies to participate, speak and vote on his/her behalf.
 - Explanatory Notes on Ordinary Business
 - To receive Audited Financial Statements
 The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put forward for voting.
 - Ordinary Resolutions 1, 2 and 3 – Directors' fees and benefits payable
 Section 230(1) of the CA 2016 provides amongst other, that the fees of the directors, and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a General Meeting.
 In this respect, the Board wishes to seek shareholders' approval for payment of Directors' fees of RM624,000 for the financial year ended 31 March 2021, additional Directors' benefits of RM15,000 for the period from 1 April 2020 up to 26 August 2021 ("Relevant Period") and Directors' benefits payable up to RM67,000 from 27 August 2021 until the conclusion of next AGM of the Company to be held in year 2022. The additional benefits payable of RM15,000 to Directors from 1 April 2020 up to 26 August 2021 are due to additional Board meetings held during the Relevant Period.
 In determining the estimated total amount of Directors' fees and benefits payable for the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees of the Company as well as the number of Directors involved in these meetings based on the current number of Directors.
 - Ordinary Resolutions 4, 5 and 6 – Re-election of Directors
 The Constitution of the Company states that at each AGM of the Company, one-third (1/3) of the Directors or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office and be eligible for re-election, provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.
 Mr Lim Yook Kim, YM Tengku Azrina Binti Raja Abdul Aziz and Mr Wee Soon Chit, who retire in accordance with Clause 95 of the Company's Constitution, are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 3rd AGM. Each of the Directors has undergone a performance evaluation conducted by the Nomination Committee and was evaluated to be effective and valuable to the Board.
 The profile of the Directors standing for re-election are set out in the Board of Directors' Profile in the Annual Report 2021.
 - Ordinary Resolution 7 – Re-appointment of Auditors
 The Audit and Risk Management Committee and the Board have considered the re-appointment of KPMG as Auditors of the Company and collectively agreed that KPMG has met the relevant criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Explanatory Notes on Special Business
 - Ordinary Resolution 8 – Proposed authority to issue and allot shares pursuant to Sections 75 and 76 of the CA 2016
 The Proposed authority to issue shares, Ordinary Resolution 8, if passed, will give the Directors of the Company, from the date of the 3rd AGM, authority to issue not more than ten percent (10%) of the total number of issued shares of the Company. Such issuance of shares will still be subject to the approvals of the Securities Commission and Bursa Malaysia Securities Berhad. This authority, unless revoked or varied at a General Meeting, will expire at the conclusion of the next AGM of the Company.
 The mandate sought under Ordinary Resolution 8 above if approved will provide flexibility to the Company for any potential fund-raising activities and there is no specific purpose and utilisation for the proceeds to be raised under this mandate. Hence, the proceed to be raised, if any, may be used for funding future investments, working capital, repayment of bank borrowings and/or any acquisition.

PERSONAL DATA POLICY

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.