

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting ("5th AGM") of AME Elite Consortium Berhad ("AME" or "Company") will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting ("RPEV") facilities via online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC-D6A357657) on Friday, 25 August 2023 at 10:00 a.m. to consider and, if thought fit, passing with or without modifications, the following resolutions:

AGENDA	Notes (continued):
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- AS ORDINARY BUSINESS:**
- To receive the Audited Financial Statements for the financial year ended 31 March 2023 and the Reports of the Directors and Auditors thereon. **Please refer to Note 11.1**
  - To approve the payment of Directors' fees of the Company for the financial year ending 31 March 2024 to be payable quarterly in arrears. **Ordinary Resolution 1**
  - To approve the payment of benefits to the Directors of the Company for the period from the 5th AGM to the 6th AGM of the Company. **Ordinary Resolution 2**
  - To approve the payment of Directors' fees of the Company's wholly owned subsidiary, 1 REIT Managers Sdn Bhd ("IRM"), the Manager of AME Real Estate Investment Trust ("AME REIT"), for the financial year ended 31 March 2023. **Ordinary Resolution 3**
  - To approve the payment of Directors' fees of IRM, for the financial year ending 31 March 2024 to be payable quarterly in arrears. **Ordinary Resolution 4**
  - To approve the payment of benefits to the Directors of IRM for the financial year ended 31 March 2023. **Ordinary Resolution 5**
  - To approve the payment of benefits to the Directors of IRM for the period from 1 April 2023 to the 6th AGM of the Company. **Ordinary Resolution 6**
  - To re-elect the following Directors of the Company who are retiring in accordance with the Company's Constitution and, who being eligible, offer themselves for re-election:
    - Lee Sai Boon; **Ordinary Resolution 7**
    - Tengku Azrina Binti Raja Abdul Aziz; **Ordinary Resolution 8**
    - Lim Khai Wen; and **Ordinary Resolution 9**
    - Kang Koh Wei. **Ordinary Resolution 10**
  - To re-appoint Messrs KPMG PLT ("KPMG") as Auditors of the Company for the financial year ending 31 March 2024 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 11**

- AS SPECIAL BUSINESS**
- To consider, and if thought fit, to pass with or without modifications the following resolutions:
- Proposed authority to issue and allot shares by the Directors pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") and waiver of pre-emptive rights pursuant to the CA 2016 **Ordinary Resolution 12**  
**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 ("Bursa Securities") for the 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.  
 THAT in connection with the above, pursuant to Section 85 of the CA 2016 to be read together with Clause 13 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion to their holdings at such price and on such terms to be offered arising from any issuance of the new shares above by the Company.

- Proposed Renewal of shareholders' approval for Share Buy-Back ("Proposed Renewal of Share Buy-Back") **Ordinary Resolution 13**  
**THAT** subject to the provisions of the CA 2016, the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Securities and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company 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 of the Company may deem fit, necessary and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time; and the Directors of the Company shall allocate an amount of funds which will not be more than the aggregate sum of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase of the Proposed Renewal of Share Buy-Back.  
**THAT** the Directors of the Company be and is hereby authorised to deal with the shares purchased at their absolute discretion, either partially or fully, in the following manner:
  - cancel all the shares so purchased; or
  - distribute the shares as share dividends to the shareholders; or
  - resell the shares through Bursa Securities in accordance with the rules of Bursa Securities; or
  - transfer the shares for or under an employees' share scheme; or
  - transfer the shares as purchase consideration; or
  - such other manners as may be permitted by the CA 2016, the MMLR of Bursa Securities and any other relevant authorities for the time being in force.**THAT** the Directors of the Company be and is hereby authorised to take all such necessary steps to give effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed by the Directors to be in the best interest of the Company, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back.  
**AND THAT** the authority conferred by this resolution shall commence immediately upon the passing of this resolution and continue to be in force until
  - the conclusion of the next AGM of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions; or
  - the expiration of the period within the next AGM of the Company is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,
 whichever occurs first."

- 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**

**TAI YIT CHAN** (MAICSA 7009143) (SSM PC No. 202008001023)  
**SANTHI AP SAMINATHAN** (MAICSA 7069709) (SSM PC No. 201908002933)  
 Company Secretaries  
 Johor Bahru  
 27 July 2023

Notes:

- The 5th 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 5th AGM in order to register, participate, speak and vote remotely via RPEV facilities.
- According to the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 7 April 2022, an online meeting platform can be recognised as the meeting venue or place under Section 327 (2) of the Companies Act 2016 provided that the online platform is located in Malaysia and all meeting participants including the Chairman of the meeting, Board members, senior management and shareholders shall participate the meeting online.
- 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 proxy to exercise all or any of his rights to participate, speak and vote instead of him at the 5th 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 specifies the proportion of his 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 appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal or the hand of its officer or attorney.
- The instrument appointing a proxy must be deposited with the Share Registrar of the Company situated at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, or deposit the Proxy Form(s) by electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not less than 48 hours before the time set for holding the 5th AGM.

- If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in the electronic 5th AGM by yourself, please write in to [bsr.helodesk@boardroomlimited.com](mailto:bsr.helodesk@boardroomlimited.com) to revoke the earlier appointed proxy(ies) at least 48 hours before this meeting. The last date and time for lodgement of Proxy Form(s) is **23 August 2023 at 10:00 a.m.**
- 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 2023** shall be entitled to participate, speak and vote at this meeting or appoints a proxy or proxies to participate, speak and vote on his 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 will not be put forward for voting.
  - Ordinary Resolutions 1 to 6 – 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 the following Directors' fees and benefits of the Company and IRM:

Company			
- Directors' fees for the financial year ending 31 March 2024 to be payable quarterly in arrears	Up to	RM652,800	Ordinary Resolution 1
	Up to	RM118,000	Ordinary Resolution 2
- Directors' fees for the financial year ending 31 March 2023	RM384,000		Ordinary Resolution 3
	Up to	RM384,000	Ordinary Resolution 4
- Directors' benefits for the financial year ended 31 March 2023	RM21,000		Ordinary Resolution 5
	Up to	RM90,000	Ordinary Resolution 6

- Under Ordinary Resolutions 1 and 4, the quantum of the Directors' fees proposed for the financial year ending 31 March 2024 payable quarterly in arrears is based on the assumptions that all the Directors will hold office until the conclusion of the aforesaid financial year and there is no appointment of additional Board member(s) during the said financial year ending 31 March 2024.
- The Ordinary Resolutions 1 and 4, if passed, are to facilitate the payment of Directors' fees on a quarterly basis and/or as and when incurred. The Board opined that it is just and equitable for the Directors to be paid such payment on such basis upon them discharging their responsibilities and rendering their services. In the event, where the Directors' fees payable during the above period exceeds the estimated amount sought at this AGM, a shareholders' approval will be sought at the next AGM.
- In determining the estimated total amount of Directors' fees and benefits payable for the Directors, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved in these meetings based on the current number of Directors.

- Ordinary Resolutions 7 to 10 – Re-election of Directors  
 The Company's Constitution 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.  
 Lee Sai Boon, Tengku Azrina Binti Raja Abdul Aziz, Lim Khai Wen and Kang Koh Wei, who retire in accordance with the Company's Constitution, being eligible, have offered themselves for re-election at the 5th AGM. The retiring Directors have undergone the performance evaluation and fit and proper assessment conducted by the Nomination Committee ("NC") and were evaluated to be effective and valuable to the Board as well as fulfilled the fit and proper criteria of the Company. The NC is also satisfied with the level of independence demonstrated by the Independent Directors who are seeking re-election at the 5th AGM and their ability to act in the best interests of the Company. The NC has given its recommendation to the Board of the re-appointment of all the retiring Directors at the 5th AGM. The Board has endorsed the NC's recommendation subject to the shareholders' approval at the AGM.  
 The profile of the Directors standing for re-election, which includes information on age, gender, tenure of service, position in the Company, qualification, working experience, directorship in other public companies and listed issuers, conflict of interest (if any) as well as family relationship with any Director and/or major shareholder of the Company, are set out in the Board of Directors' Profile in the Annual Report 2023.  
 In addition, the shareholdings in the Company and its subsidiaries of the Directors standing for re-election are set out in the Directors' Report and/or Analysis of Shareholdings in the Annual Report 2023.

- Ordinary Resolution 11 – 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 MMLR of Bursa Securities. KPMG have indicated their willingness to continue their service to the Company.

- Explanatory Notes on Special Business**
  - Ordinary Resolution 12 – Proposed authority to issue and allot shares by the Directors pursuant to Sections 75 and 76 of the CA 2016 and waiver of pre-emptive rights pursuant to the CA 2016  
 The Proposed authority to issue shares, Ordinary Resolution 12, if passed, will give the Directors of the Company, from the date of the 5th AGM, authority to issue not more than ten percent (10%) of the total number of issued shares of the Company for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. Such issuance of shares will still be subject to the approvals of the Securities Commission and Bursa Securities. This authority, unless revoked or varied at a General Meeting, will expire at the conclusion of the next AGM of the Company.  
 The waiver of pre-emptive rights pursuant to Section 85 of the Act to be read together with Clause 13 of the Constitution of the Company will allow the Directors of the Company to issue new shares of the Company which will rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.  
 The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new shares and thereby reducing administrative time and cost associated with the convening of such meeting(s).  
 The mandate sought under Ordinary Resolution 12 above is a renewal of an existing mandate. There was no issuance of share and thus no proceed being raised since the last renewal was sought.  
 If approved, the renewal of the general mandate above 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 proceeds to be raised, if any, may be used for funding future investments, working capital, repayment of bank borrowings and/or any acquisition.

- Ordinary Resolution 13 – Proposed Renewal of Share Buy-Back  
 The proposed Ordinary Resolution 13, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company. For further information on the Proposed Renewal of Share Buy-Back, please refer to the Statement to the Shareholders of the Company dated 27 July 2023 which is circulated together with the Company's Notice of 5th AGM.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or an 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 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) to comply with any applicable laws, listing rules, regulators' 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.