

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 33rd Annual General Meeting of Apex Equity Holdings Berhad (“the Company”) will be held at the Conference Room, 10th Floor, Menara Apex, Off Jalan Semenyih, Bukit Mewah, 43000 Kajang, Selangor Darul Ehsan on Monday, 19 June 2023 at 10:30 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements of the Company and of the Group 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 approve the payment of Director’s fee and benefits of RM37,400-00 to Dato’ Ahmad Redza bin Abdullah as the Independent Non-Executive Chairman of the Company for the period from 20 June 2022 to 22 September 2022 the date of his resignation as a Director of the Company. | Resolution 1 |
| 3. To approve the payment of Directors’ fees and benefits of up to RM392,600-00 to the other Non- Executive Directors of the Company for the period from 20 June 2022 until the conclusion of this 33 rd Annual General Meeting of the Company. | Resolution 2 |
| 4. To approve the payment of Directors’ fees and benefits of up to RM490,000-00 to the Non-Executive Directors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in 2024. | Resolution 3 |
| 5. To re-elect the following Directors who retire pursuant to Article 109 of the Company’s Articles of Association: | |
| (i) Farhash Wafa Salvador | Resolution 4 |
| (ii) Dato’ Leong Wai Leng | Resolution 5 |
| (iii) Lim Kok Eng | Resolution 6 |
| (iv) Woon Wai En | Resolution 7 |
| (v) Rozana Shamsuddin | Resolution 8 |
| 6. To re-appoint Crowe Malaysia PLT as Auditors of the Company to hold office from the conclusion of the 33 rd Annual General Meeting until the conclusion of the next Annual General Meeting to be held in 2024 and to authorise the Directors to fix their remuneration. | Resolution 9 |

Any Other Business

7. To transact any other business that may be transacted at the 33rd Annual General Meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Articles of Association of the Company.

By Order of the Board

LOW KIM HEOW (MAICSA 7007682)
 SSM Practicing Certificate No. 201908002950

WONG YOUN KIM (MAICSA 7018778)
 SSM Practicing Certificate No. 201908000410

Company Secretaries

Kajang
 28 April 2023

EXPLANATORY NOTES

- Item 1 of the Agenda – Receipt of Reports and Audited Financial Statements**
 Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 (“the Act”) does not require a formal approval from the shareholders for the audited financial statements. Hence, this Agenda item will not be put forward for voting.
- Item 2 of the Agenda – Payment of Director’s fee and benefits to Dato’ Ahmad Redza bin Abdullah**
 The proposed Resolution 1 is to seek shareholders’ approval to pay the outstanding Director’s fee amounting to RM37,400-00 due to Dato’ Ahmad Redza bin Abdullah as the Independent Non-Executive Chairman of the Company, being the Director’s fee accrued for the period from 20 June 2022 until 22 September 2022, the date of his resignation as a Director of the Company.
- Item 3 of the Agenda – Payment of Directors’ fees and benefits to the other Non-Executive Directors from 20 June 2022 until the conclusion of this 33rd Annual General Meeting**
 The proposed Resolution 2 is to seek shareholders’ approval to pay the Directors’ fees and benefits up to RM392,600- 00 to the other Non-Executive Directors of the Company for the period from 20 June 2022 until the conclusion of this 33rd Annual General Meeting of the Company. The calculation of the Directors’ fees and benefits are based on the number of Board/ Board Committees’ meetings held from 20 June 2022 until the conclusion of this 33rd Annual General Meeting.
- Items 4 of the Agenda – Payment of Directors’ fees and benefits to the Non-Executive Directors from 33rd Annual General Meeting until the conclusion of the next Annual General Meeting**
 The Company is seeking shareholders’ approval for the payment of Non-Executive Directors’ fees and benefits of up to RM490,000-00 with effect from the 33rd AGM of the Company until the conclusion of the next Annual General Meeting (“AGM”) of the Company in 2024 pursuant to Section 230(1) of the Act. The amount of Directors’ fees and benefits were based on 15 months (i.e. a buffer of 3 months) in case an extension of time is needed to convene the next AGM. By way of information, the AGMs held in 2021 and 2022 were held within the period pursuant to Section 340(2) of the Act.

Non-Executive Directors of the Company are entitled to annual Directors’ fees based on the following remuneration structure approved by the Board:

No.	Description	Chairman (RM)		Members (RM)	
		Fee (RM per annum)	Meeting allowance (RM per meeting)	Fee (RM per annum)	Meeting allowance (RM per meeting)
1	Board	-*	-	78,000	1,000
2	Audit Committee	11,700	500	9,000	500
3	Nomination and Remuneration Committee	11,700	500	9,000	500
4	Group Board Risk Committee	11,700	500	9,000	500

* In view that the Group Executive Chairman is an Executive Director, he is not entitled to the annual Directors’ fees.

In the event that the proposed Directors’ fees and benefits are insufficient, approval will be sought at the next AGM for additional Directors’ fees and benefits to meet the shortfall.

5. **Item 5 of the Agenda – Re-election of Directors**
 Farhash Wafa Salvador, Dato’ Leong Wai Leng, Lim Kok Eng, Woon Wai En and Rozana Shamsuddin (collectively referred to as “Retiring Directors”), who retire in accordance with Article 109 of the Articles of Association of the Company, and being eligible, have offered themselves for re-election. The Retiring Directors were newly appointed to the Board in June and December 2022 respectively. As such, their assessment and evaluation had been carried out prior to their respective appointments.

The Board, with each affected Director abstaining from deliberations and voting on his/her own re-election, has recommended the re-election of the Retiring Directors. Their profiles are disclosed in the Annual Report 2022.

6. **Item 6 of the Agenda – Re-appointment of Auditors**
 The Audit Committee and Board had undertaken an annual assessment of the external auditors, Crowe Malaysia PLT including independence, scope of audit, audit fee, expert and experience, performance based on annual audit scope and planning. The Audit Committee and Board were satisfied with the suitability of Crowe Malaysia PLT on the quality of audit, performance, competency, and sufficiency of resources the external audit team provided to the Group.

NOTES:

Entitlement to Attend/Participate, Speak and Vote

Only members whose names appear in the Record of Depositors on 13 June 2023 shall be entitled to attend, speak and vote at this 33rd AGM.

Proxy

- A member entitled to attend and vote at this Meeting is entitled to appoint one (1) or more proxies to attend and vote in his stead. If a member wishes to personally participate in this Meeting, please do not appoint any proxy(ies).
- Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- There shall be no restriction as to the qualification of the proxy.
- The instrument appointing the proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. If the appointor is a corporation, the instrument appointing a proxy shall be given under the corporation’s common seal or under the hand of an officer or attorney of the corporation duly authorised in that behalf.
- Where a member is an authorized nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (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.
- Where a member is an exempt authorised nominee (“EAN”), as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
- All Proxy Forms must be deposited at the Company’s Registered Office at 6th Floor, Menara Apex, Off Jalan Semenyih, Bukit Mewah, 43000 Kajang, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding this Meeting or any adjournment thereof.

Voting

- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of the 33rd AGM shall be put to vote by way of poll.