

# NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting ("AGM") of Choo Bee Metal Industries Berhad ("CBMI" or "the Company") will be held at Travelodge Ipoh, Jalan Raja Dihilir, 30350 Ipoh, Perak Darul Ridzuan, Malaysia on Thursday, 19 June 2025 at 11.00 a.m. to transact the following Ordinary Business:

## AGENDA

### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024, together with the Directors' and Auditors' Reports thereon. (Please refer to Note 2)
2. To approve the payment of Directors' Fees of RM246,000 for the Directors in respect of the financial year ended 31 December 2024. (Ordinary Resolution 1)
3. To approve the payment of Directors' Benefits payable to Non-Executive Directors up to an amount of RM60,000 from the 2025 AGM until the next AGM of the Company. (Ordinary Resolution 2)
4. To re-elect the following Directors retiring by rotation in accordance with Article 102 of the Company's Constitution:
  - 4.1 Soon Cheng Boon (Ordinary Resolution 3)
  - 4.2 Ng Poh Tat (Ordinary Resolution 4)
5. To re-appoint Messrs BDO PLT as Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

### AS SPECIAL BUSINESS:

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

6. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR – PUAN SRI SHAHRIZAN BINTI ABDULLAH** (Ordinary Resolution 6)

"That Puan Sri Shahrizan Binti Abdullah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be retained, to continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code of Corporate Governance."
7. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY** (Ordinary Resolution 7)

"That, subject to the Companies Act 2016, the provisions of the Company's Constitution, the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount 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 may deem fit and expedient in the interests of the Company ("the Proposed Share Buy-Back") provided that:

  - (i) the aggregate number of shares purchased does not exceed 6,000,000 shares inclusive of those shares already purchased and retained in treasury, which as at 31 March 2025 amounted to 1,442,887 shares;
  - (ii) an amount of RM6,500,000 be allocated for the Proposed Share Buy-Back out of the total of the audited retained earnings as at 31 December 2024, so that the total consideration of shares purchased and held as treasury shares or cancelled at any time does not exceed RM6,500,000. The retained earnings of the Company based on the audited financial statements for the year ended 31 December 2024 is RM230,365,000; and

## AS SPECIAL BUSINESS: (Cont'd)

To consider and, if thought fit, pass the following resolutions: (Cont'd)

### 7. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (Cont'd)

(Ordinary Resolution 7)

- (iii) the Directors of the Company may decide in their absolute discretion either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends and/or in such manner as may be permitted pursuant to Section 127 of the Companies Act 2016 and the provisions of the Main LR of Bursa Securities and any other relevant authorities.

And that any authority conferred by this resolution may only continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

And that authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Companies Act 2016, the provisions of the Constitution of the Company and the Main LR and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities.

### 8. PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

(Ordinary Resolution 8)

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act"), the Directors be and are hereby empowered to allot and issue shares in the Company at any time and from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT pursuant to Section 85 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this Mandate.

## AS SPECIAL BUSINESS: (Cont'd)

To consider and, if thought fit, pass the following resolutions: (Cont'd)

8. **PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (Cont'd)** (Ordinary Resolution 8)

AND THAT the Directors of the Company 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 FURTHER THAT such authority 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."

9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

**CHAN MAY YOKE**  
(SSM PC No. 202008002012)  
(MAICSA 7019010)

**Chartered Secretary**

Perak Darul Ridzuan  
30 April 2025

## NOTES:

### 1. PROXY

Only members whose names appear on the Record of Depositors as at 10 June 2025 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead. A proxy must be 18 years and above and may but need not be a member of the Company.

A member, other than an exempt authorised nominee is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him/her. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company 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 but the proportion of holdings to be represented by each proxy must be specified.

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 the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.

The instrument appointing a proxy or the power of attorney must be deposited 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 not less than forty-eight (48) hours before the time appointed for the holding of the Meeting or any adjournment Meeting thereof either by hand, post, courier or electronic mail to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) before the Form of Proxy lodgement cut-off time as mentioned above. Alternatively, the proxy form can be submitted by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal. Please refer to the Administrative Guide on the procedures for electronic lodgement of proxy form.

**NOTES: (Cont'd)****2. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024**

Agenda 1 is meant for discussion only as Section 340(1) of the Companies Act 2016 ("Act") requires the Audited Financial Statements to be laid before the Company at the AGM and they do not require shareholders' approval. Hence, Agenda 1 will not be put forward for polling.

**3. DIRECTORS' FEES AND BENEFITS**

Section 230(1) of the Act provides amongst others, that "fees" of the Directors and "any benefits" payable to Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for these payments in two (2) separate ordinary resolutions as follows:

Ordinary Resolution 1 : Payment of Directors' Fees in respect of the financial year ended 31 December 2024

Ordinary Resolution 2 : Payment of Directors' Benefits from the 2025 AGM until the next AGM of the Company

The Directors' Fees include fees payable to the Chairman and members of the Board.

Based on the Nomination and Remuneration Committee's recommendation, the Board decided that the Directors' fees per annum (p.a.) shall remain unchanged.

Summary of the Payment of Directors' Fees for YE 2024 and Directors' Benefits to Non-Executive Directors from the 2025 AGM until the next AGM in the year 2026:

Description	Executive Directors	Non-Executive Directors / Members
Directors' Fees	RM20,000.00 per annum per Director	RM62,000.00 per annum per Director
Description	Non-Executive Directors / Members	
Allowance for Chairman of Audit and Risk Management Committee	RM10,000.00 per year	
Allowance for Chairman of Nomination and Remuneration Committee	RM6,000.00 per year	
Meeting Allowance for Directors and Board Committees	RM800.00 per Meeting (Board/Audit and Risk Management Committee)	
	RM500.00 per Meeting (Nomination and Remuneration Committee)	

Note:

The Directors' Benefits payable to the Non-Executive Directors would be calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees and includes all benefits payable to the Directors, such as meeting allowances, committees' fees, etc.

**4. RE-ELECTION OF DIRECTORS**

Soon Cheng Boon and Ng Poh Tat (the "Retiring Directors") are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this 2025 AGM.

The Board has via the Nomination and Remuneration Committee in November 2024 conducted an assessment on the effectiveness and contributions of the said Retiring Directors including their skills, experience, competency, and commitment, and has recommended for them to be re-elected to the Board. The profile of the Retiring Directors is set out in the Profile of Directors of the Annual Report 2024.

## NOTES: (Cont'd)

### 5. RE-APPOINTMENT OF EXTERNAL AUDITORS ("EA")

The Audit and Risk Management Committee ("ARMC") has in March 2025 carried out an assessment of the suitability and independence of the EA, Messrs BDO PLT. The ARMC in its assessment found Messrs BDO PLT to be sufficiently objective and independent and was satisfied with the suitability based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group.

The Board therefore approved the ARMC's recommendation that the re-appointment of Messrs BDO PLT as EA of the Company be put forward for the shareholders' approval at the 2025 AGM.

### 6. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The proposed Ordinary Resolution 7, if passed, will empower the Directors to purchase the Company's shares through Bursa Malaysia Securities Berhad up to 6,000,000 (representing 3.037%) of the number of issued shares of the Company, inclusive of those shares already purchased and retained in treasury. Details of the Proposed Share Buy-Back are set out in the Share Buy-Back Statement of the Company, which is sent out together with the Company's 2024 Annual Report.

### 7. PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")

The Company had during its 2024 AGM held on 20 June 2024, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act. The Company did not issue any new shares pursuant to this mandate obtained and accordingly no proceeds were raised.

The proposed Ordinary Resolution 8 is a renewal general mandate for issuance of shares by the Company pursuant to Sections 75 and 76 of the Act, the Constitution of the Company and the Main Market Listing Requirements of Bursa Securities. The mandate, if passed, will provide flexibility for the Company and empower the Directors to issue and allot new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for purpose of funding future investments project(s), working capital and/or acquisitions. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make announcement in respect thereof.

## ANNUAL REPORT 2024 AND CORPORATE GOVERNANCE REPORT 2024

The Annual Report 2024 and Corporate Governance Report 2024 can be downloaded at [www.choobee.com](http://www.choobee.com)