

**NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twenty-Sixth ("26th") Annual General Meeting ("AGM") of Cheetah Holdings Berhad (the "Company") will be held on a virtual basis through live streaming and online remote participation and voting from a broadcast venue, at Lot 18.2, 18th Floor, Menara Lien Hoe, No 8, Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on **Tuesday, 28 November 2023 at 2.00 p.m.** for the following purposes:

**A G E N D A**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 30 June 2023 ("FY 2023") together with the Reports of the Directors and Auditors thereon. (See Explanatory Note 3)
- To approve the payment of Directors' Fees and Directors' Benefits amounting to RM268,000.00 and RM80,000.00 respectively for the period from 29 November 2023 until the conclusion of the next AGM of the Company. (Ordinary Resolution 1)  
(See Explanatory Note 4)
- To re-elect Mr. Roy Ho Yew Kee as a Director who retires by rotation pursuant to Clause 109 of the Constitution of the Company. (Ordinary Resolution 2)  
(See Explanatory Note 5)

- The External Auditors, Messrs. BDO PLT ("BDO") had expressed their intention to retire and are not seeking re-appointment subsequent to the conclusion of the 26th AGM. (See Explanatory Note 6)

**AS SPECIAL BUSINESS**

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

- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") ("Proposed General Mandate")** (Ordinary Resolution 3)  
(See Explanatory Note 7)

"THAT subject always to the CA 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the CA 2016 to allot and issue not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next AGM of the Company pursuant to Section 76 of the CA 2016 and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.

AND THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 63 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016."

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")** (Ordinary Resolution 4)  
(See Explanatory Note 8)

"THAT subject always to the provisions of the Main Market Listing Requirements ("MMLR") of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries (collectively the "Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 30 October 2023, provided that such transactions and/or arrangements which are necessary for the Group's day-to-day operations and are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT the Proposed Renewal of Shareholders' Mandate shall continue to be in force until:

- the conclusion of the next AGM of the Company following the AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting whereby the authority is renewed;
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the CA 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby 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 or in the best interests of the Company to give effect to the Proposed Renewal of Shareholders' Mandate."

- To consider any other business of which due notice shall be given in accordance with the CA 2016.

**BY ORDER OF THE BOARD**

**WONG YUET CHYN (MAICSA 7047163)**  
(SSM PC No. 202008002451)  
**ADELINE TANG KOON LING (LS 0009611)**  
(SSM PC No. 202008002271)  
Company Secretaries

Kuala Lumpur  
30 October 2023

**NOTES:-**

**1. Important Notice**

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the CA 2016** which requires the Chairman of the meeting to be present at the main venue of the meeting.

Shareholders/proxies **WILL NOT BE ALLOWED** to attend this AGM in person at the Broadcast Venue on the day of the meeting. Shareholders who wish to participate remotely at the meeting will therefore have to register via the Remote Participation and Voting ("RPV") facilities operated by InsHub Sdn. Bhd. at <https://rebrand.ly/Cheetah26thAGM>.

**Please read these Notes carefully and follow the procedures in the Administrative Guide for the 26th AGM in order to participate remotely via RPV facilities.**

**2. Appointment of Proxy**

- For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 20 November 2023. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
- A member entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate and vote in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to participate and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate and vote instead of the member at the AGM.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the MMLR of Bursa Securities.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee 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 exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy and any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur or email to [infos@wscs.com.my](mailto:infos@wscs.com.my), not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in the proxy form is completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is Sunday, 26 November 2023 at 2.00 p.m.
- For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative executed in the manner as stated in the proxy form at the registered office of the Company at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur or email to [infos@wscs.com.my](mailto:infos@wscs.com.my).

**3. Audited Financial Statements**

The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of the shareholders is not required pursuant to the provisions of Sections 248(2) and 340(1)(a) of CA 2016. Hence, this Agenda is not put forward for voting by shareholders.

**4. Directors' Fees and Benefits**

Pursuant to Section 230(1) of the CA 2016, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting.

The proposed Ordinary Resolution 1 for the Directors' Fees and Benefits proposed for the period from 29 November 2023 until the date of next AGM. In the event the proposed amount is insufficient, (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.

**5. Re-election of Director**

Mr. Roy Ho Yew Kee ("Mr. Roy") is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at the 26th AGM.

The Board had through the Nomination Committee carried out the assessment on Mr. Roy has character, experience, integrity, competence and time to effectively discharge his role as Director.

**6. Non-Reappointment of External Auditors**

The External Auditors, BDO had expressed that they are not seeking re-appointment as External Auditors of the Company subsequent to the conclusion of this AGM. There were no disagreements with the outgoing External Auditors on accounting treatments within the last 12 months. The Company has commenced efforts to identify suitable candidate and will seek to appoint new auditors in place of BDO as soon as practicable. Upon which, the Board will then appoint new Auditors in compliance with Section 264(5) of the CA 2016. The Company will make further announcement in due course.

**7. Authority to Allot and Issue Shares**

The proposed Ordinary Resolution 3 is the renewal of the general mandate obtained from the members at the 25th AGM held on 28 November 2022.

The proposed Ordinary Resolution 3, if passed, will empower the Directors from the date of this AGM, to allot and issue up to a maximum of 10% of the total number of issued share capital of the Company for the time being for such purposes as they consider would be in the best interests of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The renewal of the Proposed General Mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval as to avoid incurring additional cost and time. The proceeds raised from the Proposed General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purposes of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this notice, no shares had been allotted and issued since the general mandate granted to the Directors at the last AGM held on 28 November 2022 and this authority will lapse as the conclusion of the 26th AGM of the Company.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Proposed General Mandate is in the best interests of the Company and its shareholders.

**8. Proposed Renewal of Shareholders' Mandate**

The Ordinary Resolution 4, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

**9. Personal Data Privacy**

By registering for the meeting via remote participation and electronic voting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents); (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's (or its agents) compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively the Purpose); (ii) warrants that he/she has obtained such proxy(ies) and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies) and/or representative(s)' personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.