

**EVD BERHAD**

Company Registration No. 201901045325 (1354655-D)
(Incorporated in Malaysia)

NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting (“3rd AGM”) of the Company will be held virtually to transact the following businesses as follows:

Day and Date	:	21 June 2023
Time	:	10.00 a.m.
Online Meeting Platform	:	Securities Services e-Portal (“SS e-Portal”) at https://sshsb.net.my/ provided by SS E Solutions Sdn. Bhd.
Main & Broadcast Venue	:	Meeting Room, Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur

A G E N D A**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements 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 Directors’ Fees up to an amount of RM350,000.00 made payable to the Directors for the period from 1st January 2023 to the next Annual General Meeting. **Ordinary Resolution 1**
(Please refer to Explanatory Note 2)
3. To approve the payment of Directors’ Benefits up to an amount of RM50,000.00 for the period from the 3rd AGM to the next Annual General Meeting. **Ordinary Resolution 2**
(Please refer to Explanatory Note 2)
4. To re-elect Ms Chui Mee Chuen who is retiring by rotation in accordance with Clause 115 of the Constitution of the Company. **Ordinary Resolution 3**
(Please refer to Explanatory Note 3)
5. To re-elect Ir Hon Hin See who is retiring in accordance with Clause 110 of the Constitution of the Company. **Ordinary Resolution 4**
(Please refer to Explanatory Note 3)
6. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**
(Please refer to Explanatory Note 4)



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AS SPECIAL BUSINESS

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

7. ORDINARY RESOLUTION AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

Ordinary Resolution 6
(Please refer to
Explanatory Note 5)

“THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 (“**the Act**”) and subject always to the Act, the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company (“**Shares**”) from time to time at such price, upon such terms and conditions, and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of Shares issued pursuant to this Ordinary Resolution does not exceed 10% of the total number of issued Shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional Shares to be issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT pursuant to Section 85 of the Companies Act, read together Clause 12(3) of the Constitution of the Company, 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 arising from issuance of new Shares pursuant to this general mandate. THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new Shares on the ACE Market of Bursa Securities.

AND THAT authority be and is hereby given to the Directors of the Company, to give effect to this general mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.



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8. 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

WONG SIEW YEEN (MAICSA 7018749) (SSM PC No. 202008001471)

CHONG LAY KIM (LS0008373) (SSM PC No. 202008001920)

Company Secretaries

Kuala Lumpur

28 April 2023

NOTES:

(i) APPOINTMENT OF PROXY

1. The 3rd AGM will be conducted virtually through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities to be provided by SS E-Solutions Sdn. Bhd. via Securities Services e-Portal (“SS e-Portal”) at <https://sshbs.net.my/>. Please follow the procedures provided in the Administrative Guide for the 3rd AGM in order to register, participate and vote remotely via the RPV facilities.
2. The Main & Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act and the Constitution which require the Chairman of the Meeting to be present at the main venue of the Meeting. Members, proxies and/or corporate representatives will not be allowed to be physically present at the Main & Broadcast Venue on the day of the 3rd AGM.
3. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 12 June 2023 shall be eligible to participate in the 3rd AGM.
4. A member entitled to participate and vote at the 3rd AGM is entitled to appoint not more than two (2) proxies to participate and vote in his/her stead. A proxy may but does not need to be a member of the Company. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy appointed to participate and vote at the 3rd AGM shall have the same rights as the member to participate, speak and vote at the 3rd AGM. Notwithstanding this, a member entitled to participate and vote at the 3rd AGM is entitled to appoint any person as his/her proxy to participate and vote instead of the member at the 3rd AGM. There shall be no restriction as to the qualifications of the proxy.

The members, proxies or corporate representatives may submit questions before the 3rd AGM to the Chairman or the Board electronically by email to eservices@sshbs.com.my no later than Monday, 20 June 2023 at 10.00 a.m. or via real time submission of typed texts through a text box within SS e-Portal at <https://sshbs.net.my/> before the start or during live streaming of the 3rd AGM as the primary mode of communication.

5. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
6. 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



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- (“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 an exempt authorised nominee appoints more than one (1) proxy to participate and vote at the 3rd AGM, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing of the proxies, failing which, the appointment shall be invalid.
7. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it shall not be entitled to appoint more than two (2) proxies to participate and vote at a general meeting instead of him/her. Where an authorised nominee appoints two (2) proxies to participate and vote at the 3rd AGM, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing of the proxies, failing which, the appointment shall be invalid.
8. The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company no later than Monday, 19 June 2023 at 10.00 a.m. or at any adjournment thereof:
- (i) In Hardcopy Form
The Form of Proxy must be deposited at the Company’s Share Registrar office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
 - (ii) By Electronic Means
The Form of Proxy must be electronically lodged via SS e-Portal at <https://sshbs.net.my/> or by fax to +603-2094 9940 or by email to eservices@sshbs.com.my.

(ii) EXPLANATORY NOTES

1. Audited Financial Statements for the financial year ended 31 December 2022

This item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. Ordinary Resolutions 1 and 2 – Payment of Directors’ Fees and Directors’ Benefits

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting

The proposed Directors’ Fees and Directors’ Benefits will be paid upon shareholders’ approval at the forthcoming AGM. In the event the proposed amount is insufficient, due to enlarged Board size or more meetings, shareholders’ approval will be sought for the shortfall.

3. Ordinary Resolutions 3 and 4 – Re-election of Directors

Ms Chui Mee Chuen and Ir Hon Hin See are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 3rd AGM. The profiles of both Directors are set out on pages 13 to 14 of the 2022 Annual Report.

The Board has through the Nomination Committee, reviewed and agreed that the aforesaid Directors meet the criteria as prescribed by Rule 2.20A of the Listing Requirements of Bursa Securities on character, experience, integrity, competence and



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time to effectively discharge their roles as Directors. All of them have also met the relevant requirements under the fit and proper assessment.

The aforesaid Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election at the relevant Board meetings.

4. Ordinary Resolution 5 – Re-appointment of Auditors

The Audit Committee (“AC”) had assessed the suitability and independence of the External Auditors and recommended the re-appointment of Crowe Malaysia PLT as External Auditors of the Company.

The Board has in turn reviewed the recommendation of the AC and recommended the same to be tabled to the shareholders for approval at the 3rd AGM.

5. Ordinary Resolution 6 - Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act

The proposed ordinary resolution, if passed, will empower the Directors of the Company to issue and allot new Shares from time to time and grant rights to subscribe for Shares, or allot Shares under an agreement or option or offer, provided that the aggregate number of such Shares allotted pursuant to this resolution does not exceed 10% of the total number of issued Shares (excluding treasury shares) for the time being (“Proposed General Mandate”).

The authority for the Proposed General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting (“AGM”) or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The waiver of the statutory pre-emptive rights will allow the Directors of the Company to issue new Shares which rank equally to the existing issued Shares, to any person without having to offer the new Shares to all existing shareholders of the Company prior to issuance of new Shares in the Company under the Proposed General Mandate.

This proposed resolution is a renewal of the previous year’s mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders’ approval so as to avoid incurring additional costs and time. By voting in favour of the Proposed General Mandate, the shareholders of the Company would be waiving their statutory preemptive right. The Proposed General Mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new Shares to any person under the Proposed General Mandate without having to offer the new Shares to be issued equally to all existing shareholders of the Company prior to issuance, for fund raising exercise including but not limited to further placement of Shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of Shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for Shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this notice, the Company did not implement its proposal for new allotment of Shares under the general mandate pursuant to Section 75 and 76 of the Companies Act 2016 which was approved by shareholders at the 2nd AGM held on 30 June 2021 and lapse at the conclusion of the 3rd AGM to be held on 21 June 2023. As at the date of this notice, there is no decision to issue new Shares. Should there be a decision to issue new Shares after the general mandate is sought, the Company will



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make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of Shares.

2022 ANNUAL REPORT

Should you require a printed copy of the 2022 Annual Report, kindly request through the telephone or email to our Company's Share Registrar, Securities Services (Holdings) Sdn Bhd, at 603 - 20849000 or email address at info@sshbsb.com.my or via our Share Registrar's website by following the simple steps below:

Step 1 - Visit <https://www.sshbsb.com.my/new/requestarep.aspx>

Step 2 - Type "**EVD BERHAD**" under "Company Name" and complete the online request form.

Step 3 - Click "Send" button to submit your request.

The printed copy of the 2022 Annual Report shall be provided to the shareholders within four (4) market days from the date of receipt of their written request.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate at the Annual General Meeting and/or any 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations 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.