



## EVD BERHAD

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

### NOTICE OF FOURTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fourth Annual General Meeting (“4<sup>th</sup> AGM”) of the Company will be held virtually to transact the following businesses as follows:

<b>Day and Date</b>	:	Tuesday, 10 December 2024
<b>Time</b>	:	2:30 p.m.
<b>Online Meeting Platform</b>	:	Securities Services e-Portal at <a href="https://sshshb.net.my/">https://sshshb.net.my/</a> provided by SS E Solutions Sdn. Bhd.
<b>Main &amp; Broadcast Venue</b>	:	Meeting Room, Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan

### AGENDA

#### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial period from 1 January 2023 to 30 June 2024 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors’ Fees up to an amount of RM150,000.00 made payable to the Directors for the period from 11 December 2024 to the next Annual General Meeting. **Ordinary Resolution 1**  
(Please refer to Explanatory Note 2)
- To re-elect Mr Mah Seong Huak retiring in accordance with Clause 110 of the Constitution of the Company and who has offered himself for re-election. **Ordinary Resolution 2**  
(Please refer to Explanatory Note 3)
- To re-elect the following Directors retiring in accordance with Clause 115 of the Constitution of the Company and who have offered themselves for re-election: (Please refer to Explanatory Note 3)
  - Datuk Wong Sak Kuan **Ordinary Resolution 3**
  - Ms Lee Wai Fun **Ordinary Resolution 4**
  - Mr Wong Kok Sing **Ordinary Resolution 5**
  - Mr Wong Koon Wai **Ordinary Resolution 6**
  - Mr Lim Wei Foong **Ordinary Resolution 7**
- To appoint Messrs TGS TW PLT as Auditors of the Company in place of the retiring Auditors, Messrs Crowe Malaysia PLT and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors. **Ordinary Resolution 8**  
(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:

**6. ORDINARY RESOLUTION  
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO  
SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER  
OF PRE-EMPTIVE RIGHTS**

**Ordinary Resolution 9**

(Please refer to  
Explanatory Note 5)

THAT subject always to the Companies Act 2016 (“**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 (if required), the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot new shares in the Company (“**Shares**”), grant rights to subscribe for Shares in the Company, convert any security into Shares in the Company, or allot Shares under an agreement or option or offer at any time and from time to time, 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 and allotted, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this 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 allotted on Bursa Securities. AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue in force until the conclusion of the next Annual General Meeting of the Company.

THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016, read together with Clause 15 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new Shares, options over or grants of new Shares or any other convertible securities in the Company and/or any new Shares to be issued pursuant to such options, grants or other convertibles securities, such new Shares when issued, to rank pari passu with the existing Shares in the Company .

**7. ORDINARY RESOLUTION  
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE  
FOR RECURRENT RELATED PARTY TRANSACTIONS OF A  
REVENUE OR TRADING NATURE (“PROPOSED RENEWAL OF  
EXISTING SHAREHOLDERS’ MANDATE”)**

**Ordinary Resolution 10**

(Please refer to  
Explanatory Note 6)

THAT, authority be and is hereby given in line with Rule 10.09 of the ACE Market Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries to enter into existing recurrent related party transactions of



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a revenue or trading nature with the related parties as set out in Section 2.8(i) of the Circular to Shareholders dated 30 October 2024 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company.

8. **ORDINARY RESOLUTION**  
**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")**

**Ordinary Resolution 11**

(Please refer to  
Explanatory Note 7)

THAT, authority be and is hereby given in line with Rule 10.09 of the ACE Market Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries to enter into additional recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.8(ii) of the Circular to Shareholders dated 30 October 2024 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or



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its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company.

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

By Order of the Board

**KHOO MING SIANG (MAICSA 7034037) (SSM PC No. 202208000150)**

Company Secretary

Selangor Darul Ehsan  
30 October 2024



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### **NOTES:**

#### **(i) APPOINTMENT OF PROXY**

1. The 4<sup>th</sup> 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://sshsb.net.my/>. Please follow the procedures provided in the Administrative Guide for the 4<sup>th</sup> 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 Company’s 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 4<sup>th</sup> AGM.
3. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 3 December 2024 shall be eligible to participate in the 4<sup>th</sup> AGM.
4. A member entitled to participate and vote at the 4<sup>th</sup> 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 4<sup>th</sup> AGM shall have the same rights as the member to participate, speak and vote at the 4<sup>th</sup> AGM. Notwithstanding this, a member entitled to participate and vote at the 4<sup>th</sup> AGM is entitled to appoint any person as his/her proxy to participate and vote instead of the member at the 4<sup>th</sup> AGM. There shall be no restriction as to the qualifications of the proxy.

The members, proxies or corporate representatives may submit questions before the 4<sup>th</sup> AGM to the Chairman or the Board electronically by email to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my) no later than Sunday, 8 December 2024 at 2:30 p.m. or via real time submission of typed texts through a text box within SS e-Portal at <https://sshsb.net.my/> before the start or during live streaming of the 4<sup>th</sup> 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 (“**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 4<sup>th</sup> 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 4<sup>th</sup> 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.



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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 Sunday, 8 December 2024 at 2:30 p.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.

(ii) By Electronic Means

The Form of Proxy must be electronically lodged via SS e-Portal at <https://sshsb.net.my/> or by fax to +603-2094 9940 or by email to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my).

(ii) **EXPLANATORY NOTES**

1. **Audited Financial Statements for the financial period from 1 January 2023 to 30 June 2024**

Pursuant to the provision of Section 340(1)(a) of the Act, the Audited Financial Statements are laid for discussion only. They do not require a formal approval of the shareholders and hence, will not be put forward for voting.

2. **Ordinary Resolution 1 – Payment of Directors' Fees**

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

The proposed Directors' Fees of up to RM150,000.00 will be paid upon shareholders' approval at the forthcoming AGM. In the event the proposed amount is insufficient due to enlarged Board size, shareholders' approval will be sought for the shortfall.

3. **Ordinary Resolutions 2 to 7 – Re-election of Directors**

The Nomination Committee ("NC") has assessed the performance and contribution of the Directors, who are retiring by rotation and seeking for re-election at the 4<sup>th</sup> AGM, as well as the independence of the retiring Independent Non-Executive Director ("ID").

Based on the results of the Board Annual Assessment conducted for the financial period ended 30 June 2024 ("FPE 2024"), the performance of the retiring Directors was found to be satisfactory. The NC has further assessed the retiring Directors in terms of their quality and integrity in complying with Rule 2.20A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("AMLR"). Based on the results of the Fit and Proper, and Independence Assessment conducted for FPE 2024, the fit and properness of the retiring Directors were found to be satisfactory with the retiring ID complied with the independence criteria as required by the AMLR.

The Board has endorsed the NC's recommendation on the re-election of the retiring Directors. The retiring Directors had abstained from decisions on their own re-election at the NC and Board meetings.

The details and profiles of the Directors who are standing for re-election at the 4<sup>th</sup> AGM are provided in the Profile of Board of Directors in the Company's Annual Report 2024.



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#### **4. Ordinary Resolution 8 – Appointment of Auditors in place of Retiring Auditors**

The retiring Auditors, Messrs Crowe Malaysia PLT will not be seeking for re-appointment at the Company's 4<sup>th</sup> AGM and therefore, the Board wishes to seek shareholders' approval for the appointment of Messrs TGS TW PLT as Auditors of the Company in place of the retiring Auditors, Messrs Crowe Malaysia PLT, and to hold office until the conclusion of the next Annual General Meeting in 2025.

In evaluating the suitability of Messrs TGS TW PLT, the Audit and Risk Management Committee ("**ARMC**") considered the adequacy of the audit firm's expertise and resources, the credentials, experience and reputation, the audit engagement partner to be assigned, independence, commitment and the indicative audit fees.

Upon evaluation, the Board concurred with the recommendation of ARMC, is satisfied that Messrs TGS TW PLT will be able to meet the audit requirements of the Company and the Group.

#### **5. Ordinary Resolution 9 - Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act and Waiver of Pre-Emptive Rights**

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, convert any security into 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 AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the 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 pre-emptive rights. 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 3<sup>rd</sup> AGM held on 21 June 2023 and lapse at the conclusion of the 4<sup>th</sup> AGM to be held on 10 December 2024. As at the date of this notice, there is no decision to issue new Shares. Should there be a decision to issue new



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Shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of Shares.

### **6. Ordinary Resolution 10 – Proposed Renewal of Existing Shareholders’ Mandate**

The Ordinary Resolution 10 proposed under item 7 of the Agenda, if passed, will give the mandate for the Company and/or its subsidiaries to enter into existing recurrent related party transactions of a revenue and/or trading nature pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Securities. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Please refer to the Circular to Shareholders dated 30 October 2024 for further information.

### **7. Ordinary Resolution 11 – Proposed New Shareholders’ Mandate**

The Ordinary Resolution 11 proposed under item 8 of the Agenda, if passed, will give the mandate for the Company and/or its subsidiaries to enter into additional recurrent related party transactions of a revenue and/or trading nature pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Securities. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Please refer to the Circular to Shareholders dated 30 October 2024 for further information.

## **2024 ANNUAL REPORT**

Should you require a printed copy of the 2024 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@sshsb.com.my](mailto:info@sshsb.com.my) or via our Share Registrar's website by following the simple steps below:

Step 1 - Visit <https://www.sshsb.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 2024 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.*