



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh ("27th") Annual General Meeting ("AGM") of the Company will be held on a fully virtual basis through the online meeting platform at https://pash-online.digerati.com.my

As Ordinary Business:

- 1. To receive and adopt the Financial Statements for the year ended 30 June 2024 and the Reports of Directors and Auditors thereon.
2. To elect the following Directors who are due to retire in accordance with Clause 88 of the Company's Constitution and being eligible, had offered themselves for re-election:
2.1 Mr Sin Kheng Lee
2.2 Mr Sin Ching Sang
2.3 Ms Chou Lee Sin
2.4 Ms Sin Siew Huey
2.5 Ms Sin Tze Yi
2.6 Mr Ng Swee Weng
2.7 Puan Annah Apasara Emir Binti Moehamad Izat Emir
2.8 Ir Yeh Yen Shiong

As Special Business:

- 5. Authority to Issue Shares pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights
"THAT subject always to the Companies Act 2016 (the "Act"), the Constitution of the Company, and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any relevant governmental/regulatory authority, the Directors of the Company be and are hereby empowered, pursuant to the Act, to issue and allot shares in the Company at any time to such persons and 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 resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.

By Order of the Board
Teoh Wei Yee
Company Secretary
SSM PC No.: 201908000052
MAICSA7066750
Penang, 30 October 2024

Notes:

(A) Appointment of Proxy:

- 1. A Member may appoint up to two (2) proxies to attend on the same occasion. A proxy may but need not be a Member of the Company. If a Member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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.
3. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the benefit of others in one (1) 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. The instrument appointing a proxy may be made in hardcopy form or by electronic means in the following manner not less than 48 hours before the time for holding the meeting or any adjournment thereof:
(i) In hardcopy form: The proxy form shall be deposited at the office of the Poll Administrator at Plantation Agencies Sdn. Berhad, 3rd Floor, No. 2, Jalan Panchor, 10300 Georgetown, Pulau Pinang.
(ii) By electronic means: The proxy form can be electronically lodged with the Company at support@digerati.com.my
(iii) Through online meeting platform: Eproxy form can be submitted at https://pash-online.digerati.com.my provided by Digerati Technologies Sdn. Bhd. in Malaysia (Domain Registration No. DA1A19533).

(B) Explanatory Notes on Ordinary Business:

- 1. The audited financial statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
2. Resolutions 1, 2, 3, 4, 5, 6, 7 and 8 - Re-election of Directors
Clause 88 of the Company's Constitution states that all Directors shall retire from office every year, but shall be eligible for re-election. Mr Sin Kheng Lee, Mr Sin Ching Sang, Ms Chou Lee Sin, Ms Sin Siew Huey, Ms Sin Tze Yi, Mr Ng Swee Weng, Puan Annah Apasara Emir Binti Moehamad Izat Emir and Ir Yeh Yen Shiong who retire in accordance with Clause 88 of the Company's Constitution, being eligible, have offered themselves for re-election. In determining the eligibility of the Directors to stand for re-election at the forthcoming AGM, the Nominating Committee ("NC") has assessed and recommended to the Board the re-election of retiring Directors based on the following considerations:
(i) satisfactory performance and have met Board's expectation in discharging their duties and responsibilities;

(C) Explanatory Notes to Special Business:

- 1. Ordinary Resolution 11 - Authority to issue shares pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights
The proposed Ordinary Resolution 11 is primarily to seek for the renewal of the Previous Mandate (as defined herein) to give flexibility to the Board to issue and allot shares up to 10% of the total number of issued share (excluding treasury shares) of the Company for the time being, at any time to such persons in their absolute discretion for such purposes as the Board considers to be in the best interests of the Company (hereinafter referred to as the "General Mandate"). The Company had been granted a general mandate by its shareholders at the last AGM held on 28 November 2023 of which will lapse at the conclusion of the 27th AGM (hereinafter referred to as the "Previous Mandate"). The Previous Mandate granted by the shareholders had not been utilised and therefore, no proposal had been raised therefrom. The General Mandate, upon renewal, will provide flexibility to the Company to undertake any possible fund raising activities, including but not limited to placement of shares, for the purpose of funding the Company's future investment projects, working capital, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company. The Waiver of Pre-emptive Rights will allow the Directors of the Company to issue new Ordinary Shares of the Company which rank equally to existing issued shares of the Company, 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 General Mandate.

(D) The Annual Report 2024 and Corporate Governance Report 2024 are available for download at www.skb-shutters.com



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting ("23rd AGM" or "Meeting") of AWC BERHAD ("AWC" or "the Company") will be conducted on a fully virtual basis and entirely via remote participation and electronic voting facilities through live streaming from the Broadcast Venue at Tricor Business Centre, Gemilang Road, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinci, 59200 Kuala Lumpur, Wilayah Persekutuan on Tuesday, 10 December 2024 at 10.00 a.m. or at any adjournment thereof, to transact the following businesses:-

AGENDA

- As Ordinary Business:
1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon.
2. To approve the distribution of a Final Single-Tier dividend of 0.5 sen per ordinary share for the financial year ended 30 June 2024.
3. To approve the payment of Directors' fees and benefits of up to RM396,000 for the period commencing from the date immediately after the 23rd AGM until the next Annual General Meeting ("AGM") of the Company.
4. To re-elect Tunku Puan Sri Dato' Hajjah Noor Hayati binti Tunku Abdul Rahman Putra Al-Haj who retires by rotation pursuant to Clause 85 of the Company's Constitution.
5. To re-elect Datuk Hashim bin Wahir who retires pursuant to Clause 91 of the Company's Constitution.
6. To re-appoint Baker Tilly Mountain Heng PTL as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.

As Special Business:

- 7. GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")
"THAT subject always to the Constitution of the Company, the Act, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company ("Shares") to such persons, at any time, and 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time ("Mandate") AND the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier. AND THAT pursuant to Section 85 of the Act read together with the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND the Board of Directors is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares pursuant to the Mandate. AND FURTHER THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."

8. To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that a Final Single-Tier dividend of 0.5 sen per ordinary share in respect of the financial year ended 30 June 2024, if approved by the shareholders at the 23rd AGM of the Company will be paid on 30 December 2024 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 13 December 2024.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- i) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 13 December 2024 in respect of ordinary transfers; and
ii) Shares bought on the Bursa Malaysia Securities Berhad on a cum-entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By order of the Board

TEA SOR HUA (MICS 01324) (SSM PC No.: 201908001272)
LIM KEE SAN (MAICSA 7067349) (SSM PC No.: 202308002026)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
30 October 2024

Notes:

- i. A member who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting, where a member appoints more than one (1) proxy, the member shall specify the proportion of his shareholdings to be represented by each proxy.
ii. A proxy may, but need not, be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
iii. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
iv. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
v. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
vi. To be valid, the instrument appointing a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting:-

(a) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinci, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinci,

(b) By electronic form

The proxy form can be electronically lodged via the ITH Online website at https://ithonline. Please refer to the Administrative Notes on the procedure for electronic lodgement of proxy form via ITH Online.

- vii. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 63(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 2 December 2024. Only members whose name appears in the General Meeting Record of Depositors as at 2 December 2024 shall be entitled to attend the Meeting and to speak and vote thereat.
viii. All the resolutions set out in this Notice of the Meeting will be put to vote by poll.
ix. The members are advised to refer to the Administrative Notes on the registration process for the Meeting.
x. Kindly check Bursa Securities' and the Company's website at www.awc.com.my for the latest updates on the status of the Meeting.

EXPLANATORY NOTES TO ORDINARY/SPECIAL BUSINESS

1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 30 June 2024

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

2. Item 2 of the Agenda - Directors' Fees and Benefits

The estimated Directors' fees and benefits are calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and benefits for the period commencing from the date immediately after this 23rd AGM until the date of the next AGM to be held in the year 2025. In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

3. Items 4 and 5 of the Agenda - Re-election of Directors

Clause 85 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Clause 91 of the Company's Constitution provides that the Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next AGM, and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

Following thereon, Tunku Puan Sri Dato' Hajjah Noor Hayati binti Tunku Abdul Rahman Putra Al-Haj will retire pursuant to Clause 85 of the Company's Constitution whereas Datuk Hashim bin Wahir will retire pursuant to Clause 91 of the Company's Constitution (collectively referred to as "the Retiring Directors"). The Retiring Directors being eligible, have offered themselves for re-election at the 23rd AGM.

The Board has endorsed the Nomination and Remuneration Committee's recommendation to seek shareholders' approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting. The details and profile of the Retiring Directors are provided in the Board of Directors' Profile of the Company's Annual Report 2024.

4. Item 7 of the Agenda - General Authority for the Directors to issue and allot ordinary shares ("Shares") pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 6 proposed under Item 7 of the Agenda, is to seek a general mandate for issuance and allotment of Shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will empower the Directors to issue and allot Shares 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 such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such new Shares. This authority, unless revoked or varied by the Company at a general meeting, will 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 earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of Shares for any possible fund raising activities, including but not limited to further placing of Shares, for the purpose of funding future investment projects, working capital and/or acquisitions.

The Company had at its Twenty-Second AGM held on 28 November 2023 ("22nd AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot Shares in the Company to such persons, at any time, and 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 to be issued does not exceed 10% of the total number of issued Shares of the Company (excluding treasury shares) at any point or time ("General Mandate"). This General Mandate will expire at the conclusion of the 23rd AGM.

As at the date of this Notice, no new Shares in the Company were issued and allotted pursuant to the General Mandate granted to the Directors at the 22nd AGM which will lapse at the conclusion of the 23rd AGM.

Pursuant to Section 85 of the Act shareholders have pre-emptive rights to be offered new Shares in the Company which rank equally to the existing issued Shares in the Company. This Ordinary Resolution 6, if passed, will exclude the shareholders' pre-emptive rights to be offered new Shares to be issued by the Company.