



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2nd Annual General Meeting ("AGM") of **NORTHEAST GROUP BERHAD** ("Company") will be held at **Bagan Hall, 9th Floor, Crowne Plaza Penang Straits City, Jalan Bagan Luar, Bandar Selat, 12000 Butterworth, Pulau Pinang** on Wednesday, 26 February 2025 at 10.30 a.m. or at any adjournment thereof, for the following purposes: -

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 September 2024 together with the Reports of the Directors and Auditors thereon.
2. To re-elect Mr. Ng Chay Chin, who retires in accordance with Article 88 of the Company's Constitution, and being eligible has offered himself for re-election. **(Resolution 1)**
3. To re-elect the following Independent Non-Executive Directors who retire in accordance with Article 95 of the Company's Constitution, and being eligible has offered themselves for re-election: -
 - 3.1 Dato' Seri Lee Kah Choon **(Resolution 2)**
 - 3.2 Dato' Faiza Binti Zulkifli **(Resolution 3)**
 - 3.3 Mr. Ong Kim Nam **(Resolution 4)**
 - 3.4 Ms Ong Guat Ean **(Resolution 5)**
4. To approve the payment of Directors' Fees amounting to RM170,000 for the financial year ending 30 September 2025. **(Resolution 6)**
5. To approve the payment of Directors' Other Benefits of up to RM14,000 from 27 February 2025 to the next AGM of the Company. **(Resolution 7)**
6. To re-appoint Messrs BDO PLT, the retiring Auditors, as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 8)**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following as Ordinary Resolution with or without modifications: -

7. **Authority to Issue Shares Pursuant to the Companies Act 2016** **(Resolution 9)**

"THAT, subject always to the Companies Act 2016 ("Act"), the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the provisions of the Constitution of the Company and approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Board of Directors of the Company ("Board") be and is hereby empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company, at any time upon such terms and conditions, for such purposes as the Board may, in its absolute discretion deem fit, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed ten (10%) per centum of the issued share capital of the Company for the time being and the Board be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities ("Mandate") and that such authority shall continue in force until the conclusion of the next AGM of the Company;

THAT pursuant to Section 85 of the Act, to be read together with Article 10 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company in respect of the allotment and issuance of new shares pursuant to the Mandate AND THAT such new shares when allotted shall rank pari passu in all respects with the existing class of ordinary shares;

AND FURTHER THAT the Board is exempted from the obligation to offer such new shares first to the existing shareholders of the Company in respect of the allotment and issuance of new shares pursuant to the Mandate."

NOTICE IS HEREBY GIVEN that for purpose of determining a member who shall be entitled to attend the 2nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 19 February 2025. Only a depositor whose name appears on the Record of Depositors as at 19 February 2025 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

Ch'ng Lay Hoon
SSM PC No.: 201908000494 MAICSA 0818580
Company Secretary
Penang

27 January 2025

NOTES:

1. Proxy

- 1.1 A member entitled to attend, speak and vote at the AGM is entitled to appoint proxy(ies) to attend, participate, speak and vote in his stead.
- 1.2 Where a member is an authorised nominee ("AN") as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), the AN may appoint proxy(ies) in respect of each securities account it holds which is credited with ordinary shares of the Company.
- 1.3 Where a member of the Company is an exempt authorised nominee ("EAN") as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), the EAN may appoint proxy(ies) in respect of each omnibus account it holds.
- 1.4 Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- 1.5 The appointment of a proxy may be made in hard copy form or by electronic means and must be received by the Company not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof. If the appointer is a corporation, under its common seal or in such other manner approved by its directors. Any alteration to the instrument appointing a proxy must be initiated.
- 1.6 Pursuant to Rule 8.31A of the ACE Market Listing Requirements issued by Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions set out in the Notice of 2nd AGM will be put to vote on poll.

2. Audited Financial Statements for the financial year ended 30 September 2024

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.

3. Explanatory Notes On Special Business

Resolution 9: Authority to Issue Shares

The proposed Resolution 9, if passed, will give a mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten (10%) per centum of the issued share capital of the Company for the time being, for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

The general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time.

At this juncture, there is no decision to issue any new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company would make an announcement in respect of the purpose and utilisation of the proceeds arising from such issue.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Rule 8.29 (2) of the ACE Market Listing Requirements of Bursa Securities

Save for re-election of Directors, there is no Director standing for election at the 2nd AGM of the Company.

The retiring Directors have confirmed that they do not have any conflict of interest or potential conflict of interest that arise, or might arise, where they have interest, whether direct or indirect financial interest as well as non-financial interest or competing loyalties or interests which are in conflict with the Company or its subsidiaries.