CENSOF HOLDINGS BERHAD
Registration No.: 200801026945 (828269-A)
(Incorporated in Malaysia)

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting (**"16th AGM"**) of Censof Holdings Berhad (**"Censof"** or **"Company"**) will be conducted virtually through remote participation and electronic voting via the online meeting platform at https://conveneagm.my/censofagm2024 from the broadcast venue at Level 10, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 11 September 2024 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

AGENDA
AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with Reports of the Directors' and the Auditors' thereon. **Please refer to Explanatory Note 1**
2. To approve the Directors' Fees and Benefits Payable to the Non-Executive Directors of the Company and its subsidiaries amounting to RM500,000.00 per annum until the next Annual General Meeting of the Company. **Ordinary Resolution 1**
3. To re-elect the following Directors, who are retiring pursuant to Clause 86 of the Constitution of the Company and being eligible, offer themselves for re-election:
   i. Tan Sri Datuk Wira Dr Hj. Mohd Shukor bin Hj. Mahfar **Ordinary Resolution 2**
   ii. Ameer bin Shaik Mydin **Ordinary Resolution 3**
4. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

AS SPECIAL BUSINESS

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

5. **AUTHORITY TO ALLOT AND ISSUE SHARES BY THE DIRECTORS AND WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO THE COMPANIES ACT 2016** **Ordinary Resolution 5**
   "THAT pursuant to Section 75 and Section 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever 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 issued shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue.

   THAT pursuant to Section 85 of the Companies Act 2016 approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued Company's shares arising from any issuance of new Company's shares pursuant to Section 75 and Section 76 of the Companies Act 2016.

   THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
6. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")** **Ordinary Resolution 6**
   "THAT subject to the Companies Act 2016, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to make purchases of the Company's shares as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:

   (a) the aggregate number of ordinary shares which may be purchased and/ or held by the Company as treasury shares shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time of the said purchase(s);

   (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained earnings of the Company at the time of purchase; and

   (c) the authority conferred by this resolution shall continue to be in force until:
   (i) the conclusion of the next Annual General Meeting (**"AGM"**) of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
   (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
   (iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

   whichever occurs first,

   but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and / or any other relevant governmental and /or regulatory authorities (if any).

   THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:
   (a) cancel all the ordinary shares so purchased; and/or
   (b) retain the ordinary shares so purchased as treasury shares; and/or
   (c) retain part thereof as treasury shares and cancel the remainder.

   AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including the opening and maintaining of depository account(s) under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interests of the Company."
7. To transact any other business that may be transacted at the 16th AGM of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD
CHIN WAI YI (MAICSA 7069783) (SSM PC NO. 202008004409)
Company Secretary

Kuala Lumpur
Dated : 31 July 2024

Explanatory Notes on Ordinary and Special Businesses:

1. **Item 1 of the Agenda**
   This item is meant for discussion only as the provisions of Section 340 of the Companies Act 2016, it does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
2. **Items 3(i) and 3(ii) of the Agenda**
   The Nominating and Remuneration Committee (**"NRC"**) have considered the performance and contribution of each of the retiring Directors. Based on the results of the Board Evaluation conducted for the financial year ended 31 March 2024, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the retiring Directors had provided their annual declaration/confirmation on their fitness and propriety as well as independence, where applicable.

   Based on the recommendation of the NRC, the Board supports the re-election of the Directors based on the following justifications:

Tan Sri Datuk Wira Dr. Hj. Mohd Shukor bin Hj. Mahfar	:	Tan Sri Datuk Wira Dr. Hj. Mohd Shukor bin Hj. Mahfar fulfils the requirements of independence set out in Listing Requirements of Bursa Securities. He remains objective and independent in expressing his view and participating in Board's deliberations and decision-making process. Tan Sri Datuk Wira Dr. Hj. Mohd Shukor bin Hj. Mahfar has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Chairman of the Company.
Ameer bin Shaik Mydin	:	Ameer bin Shaik Mydin serves as the Managing Director overseeing all the Company's subsidiaries. He takes a hands-on approach with all things concerning business development, group strategy, human resource and corporate affairs. Ameer bin Shaik Mydin has exercised his due care and carried out his professional duties proficiently during his tenure as Managing Director of the Company.

3. **Item 5 of the Agenda**
   The Company had, during its Fifteenth Annual General Meeting held on 6 September 2023, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 75 and Section 76 of the Companies Act 2016. The Company did not issue any shares pursuant to this mandate obtained.

   The Ordinary Resolution 5 proposed under item 5 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 75 and Section 76 of the Companies Act 2016. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the total issued shares/ total number of voting shares of the Company capital for such purpose as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM. The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding investment project(s) and/or working capital.

   The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.
4. **Item 6 of the Agenda**

   The proposed Ordinary Resolution 6 if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the total number of issued shares of the Company. This authority unless revoked or varied by the Company at a general meeting will expire at the next AGM of the Company.

   Please refer to the statement to shareholders in relation to the proposed renewal of authority for purchase of own ordinary shares by the Company dated 31 July 2024 for further information.

Notes:

1. *The 16th AGM of the Company will be conducted as a virtual meeting through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities. The Company has appointed KPMG Management & Risk Consulting Sdn. Bhd. as the Poll Administrator for the 16th AGM to facilitate the RPV facilities via https://conveneagm.my/censofagm2024.* ***(Please follow the procedures as stipulated in the Administrative Guide)***
2. *The Broadcast Venue mentioned above is strictly for the purpose of complying with Section 327 of the Companies Act 2016.* ***Shareholders and/or proxies are not allowed to be physically present at the Broadcast Venue as the venue is only meant to facilitate the conduct of the 16th AGM****. Shareholders or proxies who turn up at the Broadcast Venue would be requested to leave the venue politely.*
3. *A member of the Company who is entitled to attend, speak and vote at this 16th AGM may appoint proxy(ies) to attend, speak and vote on his(her) behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his(her) proxy without limitation.*
4. *Where a member appoints more than one (1) proxy to attend and vote at the same 16th AGM, the appointment shall be invalid unless he(she) specifies the proportion of his(her) holdings to be represented by each proxy.*
5. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 (****"SICDA"****), he(she) may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.*
6. *Where a member of the Company is an exempt authorised nominee holding 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.*
   An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
7. *The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.*
8. *The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the 16th AGM or at any adjournment thereof, as follows:*

   (a) In hard copy form

   *The original instrument appointing a proxy (****"Proxy Form"****) must be deposited at KPMG Management & Risk Consulting Sdn. Bhd. at Concourse, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia.*

   (b) By electronic means

   The Proxy Form can also be lodged electronically via ConveneAGM Meeting Platform at https://conveneagm.my/censofagm2024 or by email to support_conveneagm@kpmg.com.my. Please follow the procedures provided in the Administrative Guide for the 16th AGM in order to deposit the Proxy Form electronically.
9. *The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the Securities Industry (Central Depositories) Act, 1991; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Constitution of the Company.*
10. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 3 September 2024 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this 16th AGM.*
11. *Any alteration in the Proxy Form must be initialed.*
12. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the resolution set out in the Notice of 16th AGM will be put to the vote by poll.*