



SMART ASIA CHEMICAL BHD
Registration No. 201901016953 (1326281-T)
(Incorporated in Malaysia)

NOTICE OF THE THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of Smart Asia Chemical Bhd (“**Company**”) will be held at No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100, Johor Bahru, Johor on Thursday, 26 June 2025 at 10.30 a.m. to transact the following business:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors’ fees and benefits of up to RM500,000.00 for the period from 27 June 2025 until the date of the next Annual General Meeting of the Company to be held in 2026.
3. To re-elect the following Directors who retire in accordance with Clause 95 (i) of the Company’s Constitution and being eligible, offer themselves for re-election:-
 - (a) Mr. Lim Kok Beng
 - (b) Mr. Yau Yin Wee

Please refer to Note B
Ordinary Resolution 1

Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4

As Special Business

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

ORDINARY RESOLUTIONS

6. **Authority to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act, 2016 (“the Act”)** (“**Proposed General Mandate**”)

Ordinary Resolution 5

“**THAT** pursuant to Sections 75 and 76 of the Act and the approvals of the relevant government and/or regulatory authorities, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 percent (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.

THAT pursuant to Section 85 of the Act to be read together with Clause 52 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offer new shares in the Company ranking equally to the existing issued shares of the Company arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed 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.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

7. **Proposed New Shareholders’ Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature (“Proposed Shareholders’ Mandate”)**

Ordinary Resolution 6

“**THAT** subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”), approval be and is hereby given to the Company and/ or its subsidiaries (“**Smart Asia Group**”) to enter into and give effect to the recurrent related party transactions of a revenue and/ or trading nature with the related parties as set out in the Circular to Shareholders of the Company dated 30 April 2025 (“**Circular**”), which are necessary for the day-to-day operations of Smart Asia Group within the ordinary course of business, at arm’s length basis, and on normal commercial terms, which are not more favourable to the related parties than those generally available to the public and are not detrimental of the minority shareholders of the Company.

THAT the authority for the Proposed Shareholders’ Mandate shall continue to be in full force until:-

- (i) the conclusion of the next Annual General Meeting of the Company (“**AGM**”), at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

AND THAT the Board of Directors be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Shareholders’ Mandate with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities.”

8. To transact any other business for which due notice shall have been given in accordance with the Company’s Constitution and the Act.

By Order of the Board

Lim Li Heong (MAICSA 7054716) (SSM Practising Certificate No.: 202008001981)
Wong Mee Kiat (MAICSA 7058813) (SSM Practising Certificate No.: 202008001958)
Company Secretaries

Kuala Lumpur
30 April 2025

Notes:-

A. Proxy

1. A proxy may but need not be a member of the Company.
2. To be valid, this form, duly completed must be deposited at the Registered Office of the Company, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than 24 hours before the time for holding the meeting Provided That in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy/proxies have been duly completed by the member(s).
3. A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 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.
5. 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”) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an attorney duly authorised.
7. Only depositors whose names appear in the Record of Depositors as at 19 June 2025 shall be entitled to attend the Third AGM.

B. Audited Financial Statements

Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act 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.

C. Resolution 1 – Payment of Directors’ Fees and Benefits Payable

Shareholders’ approval is sought at this AGM for the payment of Directors’ Fees and Benefits Payable to the Directors of the Company of up to an amount of RM500,000.00 for the period from 27 June 2025 until the next AGM of the Company to be held in 2026. The Directors’ Fees and Benefits Payable consist of Directors’ Fee paid monthly for duties performed as Directors and attendance allowance for Board, Board Committee and general meetings attended. The total amount of RM500,000.00 is estimated based on the current Board size and the estimated number of scheduled and additional unscheduled Board, Board Committees and general meetings to be held.

D. Resolution 2 & 3 – Re-election of Directors

Mr. Lim Kok Beng and Mr. Yau Yin Wee are retiring by rotation pursuant to Clause 95 (i) of the Constitution of the Company and are standing for re-election at this AGM. Their profiles are provided in the Directors’ Profile of this Annual Report 2024. In recommending their re-election, the Nomination Committee (“NC”) of the Company had assessed the contribution and the fit and proper criteria of the respective Directors. The Board had endorsed the NC’s recommendation that Mr. Lim Kok Beng and Mr. Yau Yin Wee be re-elected as Directors of the Company.

Explanatory Notes on Special Business

E. Resolution 5 – Proposed General Mandate

The Ordinary Resolution 5 proposed under Item 6 above, if passed, will give the Directors of the Company flexibility to allot and issue new shares up to an amount not exceeding ten per centum (10%) of the Company’s total number of issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/ or acquisitions.

The Board is of the opinion that the issue and allot shares up to an amount not exceeding ten per centum (10%) is in the best interest of the Company. The general mandate sought for issue of shares is a new mandate. This authority will expire at the conclusion of the next AGM of the Company or at the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Act shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 52 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 52 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of Act, which will result in a dilution to their shareholding percentage in the Company.

F. Resolution 6 – Proposed Shareholders’ Mandate

The proposed Ordinary Resolution 6, if passed, will enable the Company and/or its subsidiary companies to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group’s day-to-day operations and undertaken at arm’s length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. For more information, please refer to the Circular to Shareholders dated 30 April 2025.