

NOTICE OF FOURTH ("4TH") ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 4th Annual General Meeting ("AGM") of the Company will be held at The Vertical, Connexion Conference & Event Centre, The Zenith (Level M1), Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan on Friday, 9 June 2023 at 11:00 a.m. for the transaction of the following business:-

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.

(Refer to Note 2)

2. To approve the payment of Directors' fees payable to the Non-Executive Directors of the Group of up to RM468,000/- for the financial year ending 31 December 2024.

Ordinary Resolution 1

3. To re-elect Mr. Roy Thean Chong Yew, a Director who retires in accordance with Clause 21.7 of the Company's Constitution, and being eligible, has offered himself for re-election.

Ordinary Resolution 2

4. To re-elect Mr. Teo Lay Lee, a Director who retires in accordance with Clause 21.7 of the Company's Constitution, and being eligible, has offered himself for re-election.

Ordinary Resolution 3

5. To re-elect Mr. Annandan A/L Chandran, a Director who retires in accordance with Clause 21.7 of the Company's Constitution, and being eligible, has offered himself for re-election.

Ordinary Resolution 4

6. To re-appoint Messrs. RSM Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors of the Company to determine their remuneration.

Ordinary Resolution 5

Special Business

To consider and, if thought fit, with or without any modification, to pass the following resolutions as Ordinary and Special Resolutions:-

7. **PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS UNDER SECTION 230(1)(b) OF THE COMPANIES ACT 2016**

Ordinary Resolution 6

"THAT the benefits payable to the Directors of the Company up to an amount of RM51,000/- for the period from 10 June 2023 until the next Annual General Meeting of the Company to be held in year 2024 pursuant to Section 230(1)(b) of the Companies Act, 2016 ("the Act"), be and is hereby approved for payment."

8. **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

Ordinary Resolution 7

"THAT pursuant to Sections 75 and 76 of the Act, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered 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 and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities"); THAT pursuant to Section 85 of the Act to be read together with Clause 16.6 of the Constitution of the Company, 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 shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

9. **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

Special Resolution 1

"THAT the proposed amendments to the Constitution of the Company, as annexed as Appendix 1 of the Annual Report 2022, be and are hereby approved and come into effect upon transfer listing of the Company.

AND THAT the Directors be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the proposed amendments to the Constitution of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities."

10. **PROPOSED CHANGE OF NAME OF THE COMPANY**

Special Resolution 2

"THAT the name of the Company be changed from "TELADAN SETIA GROUP BERHAD" to "TELADAN GROUP BERHAD" with effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company ("Proposed Change of Name"); AND THAT the Directors and/or the Company Secretaries be and are hereby authorised and empowered to carry out all the necessary steps and formalities in effecting the Proposed Change of Name."

11. To transact any other business that may be transacted at an AGM, due notice of which shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD

(duly signed)

CHUA SIEW CHUAN (SSM PC No. 201908002648 & MAICSA 0777689)
CHENG CHIA PING (SSM PC No. 202008000730 & MAICSA 1032514)
Company Secretaries

Kuala Lumpur
28 April 2023

Notes:

(1) Information for Shareholders/Proxies

- For the purpose of determining a member who shall be entitled to attend this 4th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7(b) of the Constitution of the Company and Section 34(1) of Securities Industry (Central Depositories) Act, 1991 ("SICDA") to issue a General Meeting Record of Depositors as at 2 June 2023. Only a depositor whose name appears on the Record of Depositors as at 2 June 2023 shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.
- A member entitled to attend and vote at the AGM is entitled to appoint a proxy/proxies to attend, participate, speak and vote instead of him. A proxy may but need not be a member of the Company and a Member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak and vote at the meeting.
- A member may, subject to Notes (d) and (e) below, appoint more than one (1) proxy to attend and vote at the AGM, to the extent permitted by the Act, SICDA, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("ACE LR") and the Rules of Central Depository. Where a member appoints two (2) proxies to attend and vote at the AGM, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.
- Where a member of the Company is an exempt authorised nominee which holds security(ies) standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense, in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, 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 instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of an officer or attorney duly authorised.

g. **Publication of Notice of Annual General Meeting on corporate website.**

Pursuant to Section 320(2) of the Companies Act 2016, a copy of this Notice together with the proxy form are available at the corporate website of Teladan Setia Group Berhad at <https://teladan.my/investor-relations/investor-centre-reports/>.

h. **Appointment of Proxy(ies)**

A member may obtain the proxy form for the 4th AGM vide Note (g) above or the Annual Report (hard copy) or Annual Report (electronic copy) released to Bursa Malaysia Securities Berhad. The appointment of proxy(ies) may now be made vide a hard copy form or in electronic form. The appointment of proxy(ies) may now be made either in hard copy form or by electronic form, and shall be deposited with the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd., either at the designated office as stated below or vide Facsimile or designated Email address, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjournment thereof (i.e. on or before Wednesday, 7 June 2023 at 11:00 a.m.):-

Mode of Submission	Designated Address
(i) Hard copy form	Securities Services (Holdings) Sdn. Bhd. Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan Fax: 03-2094 9940 and/or 03-2095 0292 Email: info@sshsb.com.my
(ii) Electronic form	(A) Vide Facsimile (Fax Number: 03 - 2094 9940 / 03 - 2095 0292); or (B) Vide designated electronic mail (Email) Address of Share Registrar: info@sshsb.com.my

The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be submitted vide either one of the abovementioned modes to the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd. A member may call dedicated support line of Securities Services (Holdings) Sdn. Bhd. at 03-2084 9169 for assistance/clarification on item 1(h)(ii) above.

Explanatory Notes:-

(2) **Audited Financial Statements for the financial year ended 31 December 2022**

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

(3) **Payment of Directors' Fees – Ordinary Resolution 1**

The proposed Directors' Fees payable to the Directors of the Company for the financial year ending 31 December 2024 shall be up to a total of RM468,000/- only, comprised the following rates based on responsibilities assumed: -

Office	Amount (RM) per annum
Board Chairman	84,000/-
Non-Executive Directors	240,000/-
Subsidiary Board	144,000/-
	468,000/-

The Ordinary Resolution 1, if approved, will authorise the payment of Directors' Fees pursuant to Clause 21.4 of the Constitution of the Company.

(4) **Re-election of Directors – Ordinary Resolutions 2, 3 & 4**

In determining the eligibility of the Directors to stand for re-election at the forthcoming 4th AGM, the Nominating Committee ("NC"), guided by the Directors' Assessment Policy and Directors' Fit and Proper Policy has considered the criteria as stated in the said Policies as well as the requirements of ACE LR of Bursa Securities and recommended the re-election of the following Directors pursuant to Clause 21.7 of the Constitution of the Company: -

- Mr. Roy Thean Chong Yew;
 - Mr. Teo Lay Lee; and
 - Mr. Annandan A/L Chandran.
- (collectively, the "Retiring Directors")

The Board, vide the NC, has conducted a separate assessment and being satisfied with the performance/contribution/ fit and properness of the Retiring Directors, the Board would like to recommend the same be tabled to the shareholders for approval at the forthcoming 4th AGM of the Company under Ordinary Resolutions 2, 3 and 4 respectively. The fit and proper as well as evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2022 of the Company.

All the Retiring Directors have consented to their re-election, and have abstained from deliberation and voting in relation to their individual re-election at the NC and Board of Directors' meetings, respectively.

(5) **Re-appointment of Auditors – Ordinary Resolution 5**

The Audit Committee ("AC") have assessed the suitability, objectivity and independence of the External Auditors and recommended the re-appointment of Messrs. RSM Malaysia PLT as External Auditors of the Company for the financial year ending 31 December 2023. The Board has in turn reviewed the recommendation of the AC and recommended the same be tabled to the shareholders for approval at the forthcoming 4th AGM of the Company under Ordinary Resolution 5. The evaluation criteria adopted as well as the process of assessment by the AC and Board, respectively, have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2022 of the Company.

(6) **Payment of Benefits Payable to Directors – Ordinary Resolution 6**

The benefits payable to the Non-Executive Directors ("NEDs") comprise the meeting allowances, medical and insurance coverage. The total amount of benefits payable to the NEDs is estimated to be up to RM51,000/-, based on the number of scheduled Board/ Board Committee Meetings as well as the number of NEDs involved/covered.

(7) **Authority to Issue Shares pursuant to the Companies Act, 2016 – Ordinary Resolution 7**

The Company wishes to obtain the mandate on the authority to issue shares of not more than 10% of the total issued shares capital for the time being pursuant to the Act at the 4th AGM of the Company (hereinafter referred to as the "General Mandate").

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next AGM. The proceeds raised from the General Mandate 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 future investment project(s), working capital and/or acquisitions.

(8) **Proposed amendments to the Constitution of the Company – Special Resolution 8**

The proposed adoption of the Special Resolution is to facilitate any future transfer of listing of the Company to the Main Market of Bursa Malaysia Securities Berhad.

The Special Resolution, if passed will take effect upon the shareholders' approval at the 4th AGM of the Company.

Important Notes:-

The Company shall be closely monitoring the Covid-19 situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the AGM and/or its stakeholders. Any material developments will be announced on the Bursa Securities and members are advised to be mindful of the Company's announcement(s) made via Bursa Securities regularly for updates on the AGM and/or material developments.