

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 27th Annual General Meeting (“AGM”) of the Company will be conducted fully virtual through live streaming and online participation and voting using Remote Participation and Voting (“RPV”) facilities via the online meeting platform at <https://www.symphonycorporateservices.com.my> provided by Symphony Corporate Services Sdn Bhd in Malaysia (Domain registration number D1C534619) on Tuesday, 28 November 2023 at 10.00 am for the following purposes:-

AGENDA

ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of Directors and Auditors thereon. | Please refer to Note 8 |
| 2. | To re-elect Krishnan A/L Dorairaju, a Director who retires pursuant with Clause 99 of the Company’s Constitution and who, being eligible, offers himself for re-election. | Ordinary Resolution 1 |
| 3. | To re-elect Datuk Kuan Poh Huat, a Director who retires pursuant with Clause 102 of the Company’s Constitution and who, being eligible, offers himself for re-election. | Ordinary Resolution 2 |
| 4. | To re-elect Datuk Aureen Jean Nonis, a Director who retires pursuant with Clause 102 of the Company’s Constitution and who, being eligible, offers herself for re-election. | Ordinary Resolution 3 |
| 5. | To re-elect Lester Chin Kent Lake, a Director who retires pursuant with Clause 102 of the Company’s Constitution and who, being eligible, offers himself for re-election. | Ordinary Resolution 4 |
| 6. | To approve the payment of Directors’ fees up to an amount of not exceeding RM435,000 from the forthcoming AGM of the Company to the next AGM of the Company. | Ordinary Resolution 5 |
| 7. | To approve the payment of Directors’ benefits up to an amount not exceeding RM100,000 from the forthcoming AGM of the Company to the next AGM of the Company. | Ordinary Resolution 6 |
| 8. | To re-appoint Messrs. PKF PLT as Auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 7 |

SPECIAL BUSINESS

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

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| 9. | AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 | Ordinary Resolution 8 |
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“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (“CA 2016”) and subject always to the approval of the relevant authorities, the Directors be hereby authorised to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company.

THAT pursuant to Section 85 of the CA 2016 to be read together with Clause 63(1) 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 CA 2016.

THAT the Directors of the Company be also empowered to obtain the approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation of the additional shares so issued and to do all such acts and things necessary to give full effect to such transactions as authorised by this resolution.

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 AGM of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

To consider and if thought fit, to pass with or without any modifications the following Ordinary Resolutions (Cont'd):-

10. **PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE** **Ordinary Resolution 9**

"THAT, subject to the CA 2016, the Company's Constitution, the Main Market Listing Requirement of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the authority be hereby given for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue and/or trading nature ("**Proposed New Shareholders' Mandate**") as set out in Section 2.4 of the Circular to Shareholders in relation to the Proposed New Shareholders' Mandate provided that such transactions are in the ordinary course of business which are necessary for the day-to-day operations on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders and that such authority shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the AGM at which the Proposed New Shareholders' Mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at the AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of CA 2016); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

Whichever is the earlier;

AND THAT, the Directors of the Company and the subsidiary companies be and are hereby authorised to complete and do all such acts including executing any documents as may be required to give full effect to such transactions as authorised by this resolution."

11. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the CA 2016.

By Order of the Board,

P'NG CHIEW KEEM (MAICSA 7026443)
SSM PC NO. 201908002334
Company Secretary

Penang
Date: 31 October 2023

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NOTES ON APPOINTMENT OF PROXY

- (1) A member entitled to attend and vote at the 27th AGM is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company.
- (2) A member shall be entitled to appoint more than one person as his proxy in relation to the 27th AGM provided that he specifies the proportion of his shareholding to be represented by each proxy. Failing which, the appointment shall be invalid.
- (3) 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 proxy in respect of each securities account it holds with the ordinary shares of the Company standing to the credit of the said securities account.
- (4) 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**”), 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 provision of subsection 25A(1) of SICDA.
- (5) The instrument appointing a proxy shall be under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the common seal of the corporation or under the hand of an officer or attorney duly authorised.
- (6) 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 of that power of attorney or authority must be deposited at the Company’s registered office at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 George Town, Penang not less than 48 hours before the time for holding the 27th AGM or any adjournment thereof, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (7) For the purpose of determining a member who shall be entitled to attend the 27th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 21 November 2023. Only a depositor whose name appears on the Record of Depositors as at 21 November 2023 shall be entitled to attend the AGM or appoint proxies to attend and/or vote on his/her behalf.

NOTES ON ORDINARY BUSINESS

- (8) **Agenda 1 – Audited Financial Statements**
The Audited Financial Statements for the financial year ended 30 June 2023 will be laid to shareholders at the forthcoming AGM of the Company pursuant to Section 340(1)(a) of the Companies Act, 2016. Hence, the Agenda 1 is not put forward for voting.
- (9) **Agenda 2 to Agenda 5 – Re-election of Directors**
The Nominating Committee had assessed the performance and contribution of each of the retiring Directors seeking for re-election and was satisfied therewith. The Board had endorsed the Nominating Committee’s recommendation to seek shareholders’ approval for the re-election of the retiring Directors at the forthcoming AGM of the Company. The retiring Directors had abstained from deliberations and decisions on their respective re-election at the Nominating Committee and Board meetings. The details and profiles of the Directors who are standing for re-election at the forthcoming AGM are provided in the Company’s Annual Report 2023.

NOTICE OF ANNUAL GENERAL MEETING

NOTES ON ORDINARY BUSINESS (CONT'D)

(10) **Agenda 6 and Agenda 7 – Directors’ Fees and Benefits**

The Ordinary Resolutions 6 and 7, if passed, will enable the Company to pay Directors’ fees and benefits in accordance with Section 230(1) of the Companies Act, 2016. The total amount of Directors’ benefits payable is estimated based on number of scheduled meetings of the Board and Board Committees as well as the number of Directors involved; and these benefits may comprised of meeting allowances, trainings, accommodations, insurance and other emoluments and benefits-in-kinds.

(11) **Agenda 8 – Re-appointment of Auditors**

The Audit Committee and the Board had considered the re-appointment of Messrs. PKF PLT as Auditors of the Company. The Audit Committee and the Board collectively agreed and are satisfied that Messrs. PKF PLT meets the relevant criteria prescribed in Paragraph 15.21 of the Main Market Listing Requirements of Bursa Securities.

NOTES ON SPECIAL BUSINESS

(12) **Agenda 9 - Authority to issue shares pursuant to Companies Act, 2016**

The Ordinary Resolution 8, if passed, will enable the Directors to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting will expire at the conclusion of the next AGM.

The proposed renewal of general mandate for issuance of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for the purpose of funding future investment, working capital and/or acquisition.

As at the date of this notice, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.

(13) **Agenda 10 – Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature**

The Ordinary Resolution 9, if passed, will enable the Company and its subsidiaries to enter into recurrent transactions involving the interests of the related parties which are of a revenue and/or trading nature and necessary for the Group’s day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of minority shareholders of the Company. Further information of the Proposed New Shareholders’ Mandate is set out in the Circular to Shareholders dated 31 October 2023, a copy of which can be downloaded from the Company’s website www.classitaholdings.com.

PERSONAL DATA PRIVACY

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 27th AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclose of the member’s personal data by the Company for the purpose of processing and the administration by the Company (or its agents) for the 27th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 27th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”); (ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company (or its agents) for the Purposes; and (iii) agrees that the member will indemnify the Company (or its agents) in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member’s breach of warranty.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES

- 1) No individuals are standing for election as Directors at the forthcoming 27th Annual General Meeting of the Company.
- 2) The profiles of the Directors who are standing for re-election as in Agenda 2 to 5 of the Notice of the 27th Annual General Meeting of the Company are set out in the Profile of Directors section of this Annual Report.
- 3) The details of the Directors' interests in the securities of the Company as at 05 October 2023 are set out in the Analysis of Shareholdings section of this Annual Report.
- 4) The Ordinary Resolution 9 tabled under Special Business as per the Notice of 27th Annual General Meeting of the Company dated 31 October 2023 is a renewal of general mandate granted by shareholders of the Company at the last Annual General Meeting held on 28 November 2022.

The proposed renewal of general mandate for issuance of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.

As at the date of notice of meeting, the Directors have not issued any shares pursuant to the general mandate granted at the last Annual General Meeting of the Company.