



STEEL HAWK BERHAD

(Registration No. 202001043293 (1399614-A))
(Incorporated in Malaysia)

NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting of the Company will be held at Majestic 2, Level 3, The Majestic Hotel Kuala Lumpur, No. 5, Jalan Sultan Hishamuddin, City Centre, 50000 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia, on Tuesday, 24 June 2025 at 10.00 a.m., for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Directors' and the Auditors' Reports thereon.

Please refer to Explanatory Note 1
2. To approve the payment of Directors' fees and benefits of up to RM589,000.00 from 25 June 2025 until the conclusion of the next Annual General Meeting of the Company to be held in the year 2026.

Ordinary Resolution 1
3. To re-elect Aznita Binti Abdul Aziz, who retires pursuant to Clause 78 of the Company's Constitution and who being eligible, has offered herself for re-election.

Ordinary Resolution 2
4. To re-elect the following Directors, who retire pursuant to Clause 76(3) of the Company's Constitution and who being eligible, have offered themselves for re-election:-

(i) Dato' Sharman Kristy A/L Michael; and

Ordinary Resolution 3

(ii) Salimi Bin Khairuddin.

Ordinary Resolution 4
5. To appoint Messrs. TGS TW PLT as Auditors of the Company in place of the retiring Auditors, Messrs. KPMG PLT, and to hold office until the conclusion of the next Annual General Meeting in 2026 and to authorise the Directors to fix their remuneration.

Ordinary Resolution 5

As Special Business

- To consider and if thought fit, to pass the following resolution with or without modifications:
6. **Authority to issue new ordinary shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")**

Ordinary Resolution 6

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), the Constitution of the Company, ACE Market Listing Requirement of Bursa Malaysia Securities Berhad ("Bursa Securities") and approval from Bursa Securities and any other relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered to issue and allot shares ("New Shares") in the capital of the Company from time to time, at such price, and upon such terms and conditions, for such purposes, and to such person or persons as the Directors may in their absolute discretion deem fit, provided always that the aggregate number of such New Shares to be issued and allotted, pursuant to this resolution, aggregated with the total number of any such shares issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being as stipulated under Rule 6.04(1) of ACE Market Listing Requirements of Bursa Securities ("Proposed General Mandate"); AND THAT the Directors be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

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.

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.

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 ("AGM") of the Company.

THAT pursuant to Section 85 of the Act read together with Article 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer New Shares arising from the issuance and allotment of the New Shares pursuant to Sections 75 and 76 of the Act, the Constitution of the Company and the approvals from Bursa Securities and any other relevant governmental and/or regulatory authorities, where such approval is required; **AND THAT** such New Shares when allotted shall rank pari passu in all respects with the existing class of ordinary shares.

FURTHER THAT the Board of Directors of the Company is exempted from the obligation to offer such New Shares to the existing shareholders of the Company."

7. To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

By Order of the Board
TAN LAI HONG (MAICSA 7057707)
(SSM PC No.: 202008002309)
YAP SIEK LEE (MAICSA 7049598)
(SSM PC No.: 201908002140)
Company Secretaries
Kuala Lumpur
Dated: 30 April 2025

Notes:

1. A Member of the Company entitled to attend and vote at the meeting is entitled to appoint proxy(ies) or in the case of a corporation, to appoint representative(s) to attend and vote in his/her/its place. A proxy may but need not be a Member of the Company.
2. A Member shall appoint not more than two (2) proxies to attend and vote at the meeting.
3. Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each Securities Account it holds with 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 (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.
5. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his/her/its holdings to be represented by each proxy. A proxy appointed shall exercise all or any of his/her/its rights to attend, participate, speak and vote at a meeting of the Company.
6. The Proxy Form must be signed by the appointor or his/her attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised.

7. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
- (i) In the case of an appointment made in hard copy form, the Proxy Form duly completed must be deposited at the Share Registrar's office situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia or deposit into the Drop-in Box located at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia .

(ii) By electronic means, the Proxy Form duly completed can be electronically lodged via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of Proxy Form.
8. Last date and time for lodging the proxy form is on Sunday, 22 June 2025 at 10.00 a.m.
9. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to the Personal Data Protection Act 2010 set out below:
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agent) for the purpose of the processing and administration of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agent), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agent) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company (or its agent) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.
10. In respect of deposited securities, only members whose names appear on the Record of Depositors on 13 June 2025, shall be eligible to attend, participate and vote at the AGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her/its behalf.
11. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
(a) Identity card (NRIC) (Malaysian); or
(b) Police report (for loss of NRIC)/ Temporary NRIC (Malaysian); or
(c) Passport (Foreigner).
12. For a corporate member who has appointed a representative instead of a proxy to attend this Meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if it has not been lodged at the Company's registered office earlier.
13. Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 4th AGM will be put to vote by way of poll.

Explanatory Notes on Agenda Items:

1. **Audited Financial Statements for the financial year ended 31 December 2024**
The Audited Financial Statements for the financial year ended 31 December 2024 in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provision of Section 340(1)(a) of the Act. Hence, this Agenda item will not be put forward for voting by shareholders of the Company.
2. **Ordinary Resolution 1 – Directors' Fees and Benefits**
Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. The Directors' benefits payable comprises of meeting attendance allowances and other claimable benefits. In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the period commencing from 25 June 2025 until the next Annual General Meeting of the Company to be held in the year 2026. In the event the amount proposed is insufficient (i.e., due to enlarged Board size etc.), approval will be sought at the next AGM for the additional amount to meet the shortfall.
3. **Ordinary Resolutions 2 to 4 – Re-election of Directors**
The following Directors are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 4th AGM:-
(a) Aznita Binti Abdul Aziz;
(b) Dato' Sharman Kristy A/L Michael; and
(c) Salimi Bin Khairuddin
(collectively, "the Retiring Directors").
The Board through the Nomination Committee ("NC") has assessed individual Directors for financial year ended 31 December 2024 based on their self and peer assessments as well as Independent Directors' assessment of independence. Furthermore, the NC has evaluated the retiring Directors in terms of their character, integrity, competence, commitment, and ability to act in the best interests of the Company based on the criteria outlined in the Directors' Fit and Proper Policy ("Fit and Proper Criteria"). The Board and the NC are satisfied that the retiring Directors meet the Fit and Proper Criteria for re-election to the Board and able to continue to diligently discharge their duties as Directors. The Board recommends that shareholders approve the re-election of the retiring Directors, who have offered themselves for re-election at the forthcoming 4th AGM. The retiring Directors have abstained from deliberations and decision on their re-election at the relevant meetings of the Board and the NC. The profile of each retiring Director is set out in the Profile of the Board of Directors in the 2024 Annual Report of the Company.
4. **Ordinary Resolution 5 – Appointment of Messrs. TGS TW PLT in place of the retiring Auditors, Messrs. KPMG PLT**
The Company has decided to change the Auditors of the Company by proposing the appointment of Messrs. TGS TW PLT ("TGSTW") as Auditors of the Company in place of the retiring Auditors, Messrs. KPMG PLT ("KPMG") for the financial year ending 31 December 2025 ("Proposed Change of Auditors") for shareholders' approval at the forthcoming 4th AGM of the Company. The Board believes that the Proposed Change of Auditors is essential in terms of cost efficiency to the Company. By mutual consent, KPMG has agreed not to seek for re-election as the Company's External Auditor at the forthcoming 4th AGM vide their letter dated 25 April 2025, a copy of which is annexed as Appendix I.
The Board, through its Audit and Risk Management Committee ("ARMC"), had assessed the suitability of Messrs. TGS TW PLT ("TGSTW") and recommended their appointment as the Auditors of the Company in place of the retiring Auditors, KPMG, for the financial year ending 31 December 2025 and to hold office until the conclusion of the next Annual General Meeting in 2026. The Board and the ARMC are satisfied that TGSTW will be able to meet the audit requirements of the Company and the Group, after assessing TGSTW's independence, capabilities, audit team and proposed audit fees for the financial year ending 31 December 2025. TGSTW have consented to act as the Auditors of the Company, a copy of which is annexed as Appendix II.
The Board wishes to seek shareholders' approval for the appointment of TGSTW as Auditors of the Company in place of the retiring Auditors, KPMG, and to hold office until the conclusion of the next Annual General Meeting in 2026.
The Company confirms that there were no disagreements with the retiring auditors, KPMG, on accounting treatments within the last twelve (12) months from the date of this Notice. The Company is not aware of any circumstances regarding the proposed change of Auditors that should be brought to the attention of the Shareholders.

5. **Ordinary Resolution 6 – Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Act**
The Proposed Ordinary Resolution 6 is for the purpose of seeking a general mandate to empower the Directors of the Company to issue new shares or convertible securities in the Company pursuant to Sections 75 and 76 of the Act under the Proposed General Mandate and subject to Rule 6.04(1) of ACE Market Listing Requirements of Bursa Securities for such purposes as the Directors of the Company consider would be in the best interest 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 or during the expiration of period within which the next AGM of the Company is required to be held after the approval was given, whichever is the earlier.
The mandate will provide flexibility to the Company to issue new shares or convertible securities for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares or convertible securities as settlement of purchase consideration or such other applications that the Directors of the Company may in their absolute discretion deemed fit.
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 irrevocably waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 12(3) of the Constitution of the Company, pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Act, which will result in a dilution to their shareholding percentage in the Company.