



STEEL HAWK BERHAD
Company No. 202001043293 (1399614-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of the Company will be held at Duyong, Malaysian Petroleum Club, No, 42, Tower 2, Petronas Twin Towers, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia, on Thursday, 15 June 2023 at 10.00 a.m., for the following purposes:

AGENDA

As Ordinary Business:

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' and the Auditors' Reports thereon. | Please refer to Explanatory Note 1 |
| 2. To approve the payment of the additional Directors' fees and benefits amounting to RM134,100.00 from 1 January 2022 to 15 June 2023. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors' fees and benefits of up to RM449,500.00 from 16 June 2023 until the conclusion of the next Annual General Meeting of the Company to be held in the year 2024. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors of the Company who retire pursuant to Clause 76 of the Company's Constitution and who being eligible, have offered themselves for re-election:- Dato' Sharman Kristy A/L Michael Salimi Bin Khairuddin | Ordinary Resolution 3 Ordinary Resolution 4 |
| 5. To re-appoint KPMG PLT as Auditors of the Company 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. Ordinary Resolution

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 Act, Rule 5.04 of LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Constitution of the Company and subject to the approvals from Bursa Securities and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to issue and allot shares or convertible securities in the capital of the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares or convertible securities to be issued must be not more than 100% of the total number of issued shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of the issued shares of the Company for the time being ("Proposed General Mandate").

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting of the Company, whichever is the earlier.

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 76 of the Companies Act 2016.

THAT the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares or convertible securities on the LEAP 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.

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."

- To transact any other business 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

REBECCA KONG SAY TSUI (MAICSA 7039304)

(SSM PC No.: 202008001003)

YAP SIEK LEE (MAICSA 7049598)

(SSM PC No.: 201908002140)

Company Secretaries

Kuala Lumpur, Malaysia

Dated: 16 May 2023

Notes:

- 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 place. A proxy may but need not be a Member of the Company.
 - A Member shall appoint not more than two (2) proxies to attend and vote at the meeting.
 - 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.
 - 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.
 - Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed shall exercise all or any of his rights to attend, participate, speak and vote at a meeting of the Company.
 - The Proxy Form must be signed by the appointor or his 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.
 - 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:
 - In hard copy form**
In the case of an appointment made in hard copy form, the Proxy Form duly completed must be deposited at the Company's registered office situated at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.
 - By electronic means**
The Proxy Form duly completed can be electronically lodged via email to halim.amin@my.tricorglobal.com or fax to +603-2783 9222.
 - For the purpose of determining a Member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 9 June 2023 and only a depositor whose name appears on the said Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.
- 2022 in Agenda item 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.
- Items 2 and 3 of the Agenda – Directors' Fees and Benefits**
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.
The Proposed Ordinary Resolution 1 is to facilitate payment of the shortfall of Directors' fees and benefits amounting to RM134,100.00 from 1 January 2022 to 15 June 2023 due to short estimation as the cost factored was only for 12 months Directors' fee excluding meeting allowances. The Company had sought the shareholders' approval in the previous Annual General Meeting ("AGM") for an amount of up to RM276,250.00.
The Proposed Ordinary Resolution 2 is to facilitate payment of Directors' fees and benefits for the period from 16 June 2023 until the conclusion of the Company's next AGM to be held in the year 2024. 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.
 - Item 4 of the Agenda – Re-election of Directors**
Dato' Sharman Kristy A/L Michael and Salimi Bin Khairuddin ("Retiring Directors") are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 2nd AGM.
The Board had carried out fit and proper assessment on the Retiring Directors and agreed that they met the criteria as prescribed by Paragraph 2 of the Directors' Fit and Proper Policy of the Company on character, experience, integrity, competence and time to effectively discharge their role as Directors.
 - Item 6 of the Agenda – Approval for Issuance of New Ordinary 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 5.04 of the LEAP 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.

Explanatory Notes on Agenda Items:

- Item 1 of the Agenda – Audited Financial Statements**
The Audited Financial Statements for the financial year ended 31 December