



## MERCURY INDUSTRIES BERHAD

Registration No. 198201008273 (105550-K)  
(Incorporated in Malaysia)

### NOTICE OF FORTY-FIRST ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Forty-First Annual General Meeting (“AGM”) of the Company will be convened and held at Lot T3.07(C), 3rd Floor, South City Plaza, Persiaran Serdang Perdana, Seksyen 1, 43300 Seri Kembangan, Selangor Darul Ehsan on Friday, 29 November 2024 at 10.00 a.m. to transact the following business:-

#### AGENDA

##### **ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial period ended 30 June 2024 together with the Directors’ and Auditors’ Reports thereon.
2. To approve the payment of Directors’ Fees amounting to RM147,616.44 for the financial period ended 30 June 2024. *(Resolution 1)*
3. To approve the payment of Directors’ allowances and benefits up to RM30,000.00 for the period from 30 November 2024 until the conclusion of the next Annual General Meeting of the Company. *(Resolution 2)*
4. To re-elect Mr Koo Hoong Kwan, who will be retiring by rotation pursuant to Clause 110 of the Company’s Constitution. *(Resolution 3)*
5. To re-elect Dato’ Ting Heng Peng, who will be retiring by rotation pursuant to Clause 110 of the Company’s Constitution. *(Resolution 4)*
6. To re-elect Ms Wong Heng Hui, who will be retiring pursuant to Clause 113 of the Company’s Constitution. *(Resolution 5)*
7. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. *(Resolution 6)*

##### **SPECIAL BUSINESS**

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

8. **ORDINARY RESOLUTION** *(Resolution 7)*  
**AUTHORITY FOR DIRECTORS TO ISSUE SHARES**

##### **RESOLVED:**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby empowered to allot and issue new shares in the Company at any time, without first offer to holders of existing issued shares of the Company, 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 10% of the total number of issued shares of the Company (excluding treasury shares) at the time of issue.

THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

9. **ORDINARY RESOLUTION**

*(Resolution 8)*

**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)**

**RESOLVED:**

“THAT subject always to the provisions of the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad or other relevant regulatory authorities, approval and is hereby given to the Company and/or its subsidiaries to enter into related party transactions with such related parties, details and particulars of which as set out in the Circular to Shareholders dated 29 October 2024 provided that such transactions are:-

- (a) recurrent transactions of a revenue or trading nature;
- (b) necessary for the day-to-day operations of the Company and/or its subsidiaries;
- (c) carried out in the ordinary course of business of the Company and/or its subsidiaries, made on an arm’s length basis and on normal commercial terms in line with those generally available to the public; and
- (d) not detrimental to the interests of the minority shareholders of the Company;

AND THAT such authority, once renewed, shall continue to be in force until:-

- (a) the conclusion of the next annual general meeting (“AGM”) of the Company, at which time the authority will lapse unless by a resolution passed at that AGM, such authority is renewed; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting;

whichever is earlier;

AND THAT the Directors of the Company be authorised to do, carry out and complete all such acts, things and arrangements (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions as contemplated/authorised by the Proposed Shareholders’ Mandate.”

9. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Constitution.

**BY ORDER OF THE BOARD**

**YEOH CHONG KEAT** (SSM PC No. 201908004096) (MIA 2736)  
**TAN FONG SHIAN** (SSM PC No. 201908004045) (MAICSA 7023187)  
Secretaries

Kuala Lumpur  
29 October 2024

**Notes:-**

- (i) *A member of the Company entitled to attend and vote at this meeting is entitled to appoint two (2) or more proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*
- (ii) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint two (2) or more proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- (iii) *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.*
- (iv) *Only a depositor whose name appears in the Company’s Record of Depositors as at 22 November 2024 shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote on his/her behalf.*
- (v) *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
- (vi) *The original 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 or authority shall be deposited at the Registered Office of the Company at Lot 5, Level 10, Menara Great Eastern 2, No. 50, Jalan Ampang, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting.*

## **EXPLANATORY NOTES:**

### **Ordinary Resolutions 3 to 5 – Re-election of Directors**

Pursuant to Clause 110 of the Company's Constitution, Mr Koo Hoong Kwan ("Mr Koo") and Dato' Ting Heng Peng ("Dato' Ting"), who are retiring by rotation, are to retire at this Forty-First AGM of the Company, and being eligible, have offered themselves for re-election. The Board has through the Nomination Committee ("NC") carried out the necessary assessment on Mr Koo and Dato' Ting and has then recommended the re-election of Mr Koo and Dato' Ting.

Pursuant to Clause 113 of the Company's Constitution, Ms Wong Heng Hui ("Ms Wong"), who was appointed on 15 August 2023, is to retire at this Forty-First AGM of the Company, and being eligible, has offered herself for re-election. The Board has through the NC carried out the necessary assessment on Ms Wong during her appointment and recommended her re-election at the Forty-First AGM.

The profiles of the Directors standing for re-election are set out in the Directors' Profiles section of the 2024 Annual Report.

### **Ordinary Resolution 7 – Authority for Directors to Issue Shares**

Ordinary Resolution 7, if passed, will renew the authority given to the Directors of the Company to allot and issue new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("General Mandate"), without first offer to holders of existing issued shares of the Company, provided that the number of shares issued pursuant to this General Mandate, when aggregated with the number of shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The purpose to seek the General Mandate is to enable the Company to raise funds expeditiously for the purpose of funding future investment project(s), working capital, repayment of borrowings and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

The Company did not issue any new shares pursuant to mandate obtained at the Fortieth AGM of the Company held on 24 May 2023.

### **Ordinary Resolution 8 – Proposed Shareholders' Mandate**

Ordinary Resolution 8, if passed, will renew the mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with specified related parties in accordance with the applicable regulatory rules and requirements. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

Details of the Proposed Shareholders' Mandate are contained in the Circular to Shareholders of the Company dated 29 October 2024.

## ***STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING***

No individual is standing for election as Director at the Forty-First Annual General Meeting of the Company.