

» NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Sixth Annual General Meeting (“36th AGM”) of Citra Nusa Holdings Berhad (“CNH” or “the Company”) will be held at Diamond Hall, First Floor, Wisma CNI, No. 2 Jalan Perunding U1/17, Hicom-Glenmarie Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan on **Tuesday, 10 June 2025** at 11.00 a.m. for the transaction of the following businesses:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire by rotation in accordance with Articles 110 and 111 of the Company’s Constitution and who, being eligible, offer themselves for re-election:
 - i) Dato’ Koh Peng Chor **Resolution 1**
 - ii) Carolyn Anne Kam Foong Kheng **Resolution 2**
3. To approve the payment of Directors’ fees amounting to RM300,000 for the Non-Executive Directors of the Company in respect of the financial year ended 31 December 2024. **Resolution 3**
4. To approve the payment of benefits payable to the Non-Executive Directors of the Company up to an amount of RM80,000 from the 36th AGM until the next AGM of the Company. **Resolution 4**
5. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to determine their remuneration. **Resolution 5**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions:

6. **AUTHORITY TO DIRECTORS TO ISSUE SHARES** **Resolution 6**

“THAT, subject always to the Companies Act, 2016, the Company’s Constitution and approvals of the relevant governmental/regulatory authorities, if applicable, the Directors be and are hereby authorised pursuant to Section 75 and Section 76 of the Companies Act, 2016, to issue 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 to be issued does not exceed 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 from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued 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.”
7. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **Resolution 7**

“THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and subject to the Companies Act, 2016 (“Act”), the Constitution of the Company, other applicable laws, guidelines, rules and regulations, and the approvals of the relevant government and/or regulatory authorities, approval be and is hereby given to the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.6 Part A of the Circular to Shareholders dated 30 April 2025, which are entered into in the ordinary course of business which are necessary for the day-to-day operations of the Company and/or its subsidiary companies on normal commercial terms which are not more favourable to the related parties than those generally available to the public, undertaken on arm’s length basis, and are not detrimental to the minority shareholders of the Company (Mandate);

THAT the Mandate is subject to annual renewal and shall continue to be in force until:

 - (a) the conclusion of the next AGM of the Company following this AGM at which such Mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at the next AGM the Mandate is renewed;
 - (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

- (c) the Mandate is revoked or varied by ordinary resolution passed by the shareholders in a general meeting of the Company,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate.”

8. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Resolution 8

“THAT, subject to the provisions of the Companies Act, 2016, the Company’s Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of the Company (“Proposed Renewal of Share Buy-Back Authority”) as may be determined by the Directors of the Company from time to time through Bursa Securities, as the Directors may deem fit in the interests of the Company, provided that:

- (a) the aggregate number of shares to be purchased does not exceed 10% of the total number of issued shares for the time being of the Company;
- (b) the maximum funds to be allocated by the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable); and
- (c) the Directors of the Company be and are hereby authorised to retain the shares so purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to distribute the treasury shares as share dividends to shareholders or to resell the treasury shares;

THAT the authority conferred by this resolution shall commence immediately upon the passing of this ordinary resolution and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company at which time it will lapse, unless by ordinary resolution passed at the AGM the authority is renewed unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting of the Company,

whichever occur first;

AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to effect the Proposed Renewal of Share Buy-Back Authority with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.”

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

BY ORDER OF THE BOARD

CHIN YOKE KWAI
SSM PC No. 201908002010
MAICSA 7032000
Company Secretary

Shah Alam
30 April 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. In respect of deposited securities, only members whose names appear on the General Meeting Record of Depositors as at **3 June 2025** shall be eligible to attend, participate, speak and vote at the 36th AGM or appoint proxy(ies) to attend, participate, speak and/or vote on his/her behalf.
2. A member entitled to attend and vote at the 36th AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting. A proxy may but need not be a member of the Company and there shall be no restriction to the qualification of the proxy. Where a member appoints up to two (2) proxies, he/she shall specify the proportions of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
3. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
4. Where a member of the Company is an Authorised Nominee as defined under the SICDA, it is entitled to 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 an Authorised Nominee appoints two (2) proxies to attend and vote at the 36th AGM, the proportions of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which the appointments shall be invalid.
5. The instrument appointing a proxy by a member who is entitled to attend and vote at the 36th AGM, shall be executed by the appointor or his/her attorney duly authorised in writing or via electronic submission. If the appointor is a corporation, the instrument shall be either under its common seal or the hand of its officers or its duly authorised attorney.
6. The appointment of proxy may be made either in the form of hardcopy or by electronic means as specified below and must be received by the Company not less than twenty-four (24) hours before the time for holding the 36th AGM i.e. by Monday, 9 June 2025 at 11.00 a.m., or any adjournment thereof:

In hardcopy form

Deposited at the Company's registered office at Wisma CNI, No. 2 Jalan Perunding U1/17, Hicom-Glenmarie Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan

By electronic means

Alternatively, the instrument appointing the proxy may also be lodged electronically by fax to 03-5569 3308 or by email to cnisec@cni.my

The lodging of the Proxy Form will not preclude you from attending and voting in person at the 36th AGM of the Company shall you subsequently wish to do so.

EXPLANATORY NOTES

1. Audited Financial Statements for the financial year ended 31 December 2024

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, shall not be put forward for voting.

2. Ordinary Resolutions 1 and 2: Re-election of Directors

Dato' Koh Peng Chor and Carolyn Anne Kam Foong Kheng who retire in accordance with Articles 110 and 111 of the Company's Constitution, are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 36th AGM.

The Directors standing for re-election have undergone a performance evaluation and have demonstrated that they remain committed to the role and continue to be an effective and valuable member of the Board.

3. Ordinary Resolution 3: Directors' fees for the Non-Executive Directors ("NEDs")

The Board subsequently approved the Nomination and Remuneration Committee ("NRC") recommendation for the Directors' fees in respect of the financial year ended 31 December 2024 to remain unchanged as they are still competitive and at par with the prevalent market rate.

4. Ordinary Resolution 4: Benefits payable to the Non-Executive Directors (“NEDs”)

The total amount of benefits payable to the NEDs is estimated to be up to RM80,000 for the period from the 36th AGM to the next AGM in 2026, taking into account various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of NEDs involved in these meetings, fixed allowance and other benefits for the NEDs.

5. Ordinary Resolution 5: Re-Appointment of Auditors

The Board and Audit Committee of the Company were satisfied with the quality of service, adequacy of resources provided, communication, interaction skills and independence, objectivity and professionalism demonstrated by the external auditors in carrying out their functions. Being satisfied with the external auditors’ performance, the Board recommends their re-appointment for shareholders’ approval.

6. Ordinary Resolution 6: Authority to Directors to Issue Shares

The proposed resolution, if passed, will give powers to the Directors to issue ordinary shares in the share capital of the Company and to provide the Company the flexibility to undertake any share issuance, including placement of shares for the purpose of funding current and/or future investments project, working capital and/or acquisition, as well as in the event of any strategic opportunities involving equity deals which may require the Company to allot and issue new shares on urgent basis, without having to convene a general meeting. This general mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The general mandate obtained from the shareholders of the Company at the previous AGM held on 6 June 2024 had not been utilised and hence, no proceeds were raised therefrom.

7. Ordinary Resolution 7: Proposed Shareholders’ Mandate

The proposed resolution, if passed, will allow the Company and its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Please refer to the Circular to Shareholders dated 30 April 2025 which is available on the Company’s website at <https://www.citranusaholdings.com/agm.php>

8. Ordinary Resolution 8: Proposed Renewal of Share Buy-Back Authority

The proposed resolution, if passed, will empower the Directors to allocate an amount not exceeding the retained profits of the Company for the purpose of and to purchase its own shares of up to 10% of the total number of issued shares of the Company for the time being.

Based on the Audited Financial Statements of the Company as at 31 December 2024, the Company’s retained profits amounted to RM11,291,017

Please refer to the Share Buy-Back Statement dated 30 April 2025 which is available on the Company’s website at <https://www.citranusaholdings.com/agm.php>

9. Pursuant to Section 320 of the Companies Act 2016, the Notice of the Company’s 36th AGM is also available on the Company’s website at <https://www.citranusaholdings.com/agm.php> throughout the period beginning from the date of notice until the conclusion of the 36th AGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, 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 agents) for the purpose of the processing and administration by the Company (or its agents) 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 agents) 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) for the collection, use and disclosure by the Company (or its agents) 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 in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.