



BWYS GROUP BERHAD
REGISTRATION NO.: 202301000310 (1494229-W)
(Incorporated in Malaysia)

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting (“**2nd AGM**”) of BWYS Group Berhad (“**BWYS**” or “**Company**”) will be held at Grand Ballroom, Level 2, Penang Marriott Hotel, 55 Persiaran Gurney, 10250 George Town, Penang on **Thursday, 29 May 2025 at 10.00 a.m.**, to transact the following businesses:

A G E N D A

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 (Please refer to Explanatory together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors’ fees up to an amount of RM100,000.00 for the period from 1 August 2023 (date of appointment) to 31 December 2024.
3. To approve the payment of Directors’ fees to the following Directors for the period from 1 January 2025 until the next Annual General Meeting of the Company to be held in 2026:

(a) RM6,000.00 per month for Dato’ Saidi bin Ismail

(b) RM4,000.00 per month for Mr Lim Chee Hoong

(c) RM4,000.00 per month for Ms See Swee Sie

(d) RM4,000.00 per month for Ms Teresa Tan Siew Kuan
4. To approve the payment of Directors’ benefits up to an amount of RM50,000.00 for the period from 1 August 2023 (date of appointment) to 31 December 2024.
5. To approve the payment of Directors’ benefits up to an amount of RM200,000.00 for the period from 1 January 2025 until the next Annual General Meeting of the Company to be held in 2026.
6. To re-elect the following Directors who are retiring by rotation in accordance with Clause 95.1 of the Constitution of the Company and, who being eligible, offer themselves for re-election:

(a) Mr Kang Beng Hai

(b) Mr Lim Chee Hoong
7. To re-appoint BDO PLT as Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

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

8. ORDINARY RESOLUTION
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, 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 Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND 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 on the Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company in a general meeting.”

9. 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 (SSM PC NO. 202008001003) (MAICSA 7039304)
YENG SHI MEI (SSM PC NO. 202008001282) (MAICSA 7059759)
Company Secretaries

Selangor Darul Ehsan
28 April 2025

NOTES:-

1. For the purpose of determining who shall be entitled to attend this 2nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 21 May 2025**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this 2nd AGM or appoint a proxy to attend, speak and vote (collectively, “participate”) on his/her/its behalf.
2. A member who is entitled to participate in this 2nd AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the ACE Market Listing Requirements (“AMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. 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 hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Registered Office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(ii) By electronic means
The proxy form can be electronically lodged with the Share Registrar of the Company via **Dvote Online** website at <https://www.dvote.my>.
Kindly refer to the Administrative Details for the AGM on the procedures for electronic lodgement of proxy form.
9. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is **Tuesday, 27 May 2025 at 10.00 a.m.**
11. Please bring an **ORIGINAL** of the following identification papers (where applicable). Poll Administrator(s) and Scrutineer(s) may request you to show your identification papers in order to verify your eligibility to attend the meeting:

(i) Identity card (NRIC) (Malaysian); or

(ii) Police report (for loss of NRIC) / Temporary NRIC (Malaysian); or

(iii) Passport (Foreigner).

12. Any authority pursuant to which an appointment is made by a power of attorney must be deposited at the Registered Office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia 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. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
13. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative at the Registered Office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:

(i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.

(ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:

(a) at least two (2) authorised officers, of whom one shall be a director; or

(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

Explanatory Notes:

Ordinary Business

1. **Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2024**
This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 (“**the Act**”) does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this item on the Agenda will not be put forward for voting by shareholders of the Company.
2. **Ordinary Resolutions 1 to 7 – Payment of Directors’ fees and Benefits**
Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.
On 24 February 2025, the Remuneration Committee had reviewed the Directors’ fees and benefits for the Independent Non-Executive Directors for the following periods, taking into consideration the market trends for similar positions, time commitment and responsibilities of the respective Directors.
The proposed Ordinary Resolutions 1 and 6, if approved, will authorise the payment of the Directors’ fees and benefits for the period from 1 August 2023 (date of appointment) to 31 December 2024.
The proposed Ordinary Resolutions 2 to 5, if passed, will give authority to the Company to pay the Directors’ fees for the period from 1 January 2025 until the next Annual General Meeting of the Company to be held in 2026 as and when their services are rendered.
The proposed Ordinary Resolution 7 is to facilitate the payment of Directors’ benefits for the period from 1 January 2025 until the next Annual General Meeting of the Company to be held in 2026. Directors’ benefits include meeting allowances and other emoluments payable to Directors and in determining the estimated total, the Board had considered various factors including the number of scheduled meetings for the Board and Board Committees meetings.
The proposed structure of the Directors’ benefits for the period from 1 January 2025 until the next Annual General Meeting of the Company to be held in 2026 is as follows:

Type of Benefits	Amount
Meeting Allowance	
Chairman of the Board	RM1,500.00 per meeting
Members of the Board	RM1,000.00 per meeting
Chairman of Audit and Risk Management Committee	RM1,000.00 per meeting
Members of Audit and Risk Management Committee	RM500.00 per meeting
Chairman of Nomination Committee	RM500.00 per meeting
Chairman of Remuneration Committee	RM500.00 per meeting
Members of Nomination Committee	RM250.00 per meeting
Members of Remuneration Committee	RM250.00 per meeting
Insurance Premium	
Directors & Officers Liability Insurance	RM15,000.00
Public Offering of Securities Insurance	RM22,000.00

Payment of the Directors’ benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolution 7 is passed by the shareholders at the 2nd AGM.
In the event the Directors’ fees and benefits proposed are insufficient, approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

3. **Ordinary Resolutions 8 and 9 – Re-election of Directors who retire in accordance with Clause 95.1 of the Constitution of the Company**
Mr Kang Beng Hai and Mr Lim Chee Hoong are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 2nd AGM.
Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profiles of both Directors are set out on pages 11 and 14 of the Annual Report 2024. For the purpose of determining the eligibility of both Directors to stand for re-election at the 2nd AGM, the Board had through its Nomination Committee (“NC”), considered, assessed and deliberated on the suitability of the said Directors to be re-elected as Directors of the Company based on the assessment on fit and proper and the results of the board assessment and fit and proper assessment of the aforementioned Directors for the financial year ended 31 December 2024. Based on the recommendation of NC, the Board supports the re-election of the aforementioned Directors with the following justifications:
Ordinary Resolution 8: Re-election of Mr Kang Beng Hai as Non-Independent Executive Director/Managing Director
Mr Kang Beng Hai remains objective in expressing his views and managing the daily operations of the Group efficiently. He has enormous experience in manufacturing and trading of sheet metal products, scaffoldings and steel-related products. He is principally responsible for overseeing the day-to-day operations and implementation of the business strategies, corporate directions and business development of our Group.
He has exercised his due care and carried out his professional duties proficiently during his tenure as Non-Independent Executive Director/Managing Director of the Company.
Ordinary Resolution 9: Re-election of Mr Lim Chee Hoong as Independent Non-Executive Director
Mr Lim Chee Hoong fulfils the requirements of independence set out in Guidance Note 9 of the ACE Market Listing Requirements of Bursa Securities (“AMLR”). He remains objective and independent in expressing his views and participating in Board deliberations and decision-making.
He has vast experience in the field of accounting and is able to provide the Board with a diverse set of expertise and perspective. He has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.
Based on the above, the Board collectively agreed that both Directors had met the criteria as prescribed by Rule 2.20A of the AMLR on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. The Board was also satisfied with the fit and proper assessment completed by the retiring Directors.
4. **Ordinary Resolution 10 – Re-appointment of Auditors**
The Audit and Risk Management Committee (“**ARMC**”) had at its meeting held on 24 February 2025 assessed the suitability and independence of the External Auditors and recommended the re-appointment of BDO PLT as External Auditors of the Company for the financial year ending 31 December 2025. BDO PLT had notified the Company of their intention to seek re-appointment as auditors.
The Board has in turn reviewed the recommendation of the ARMC and recommended the same to be tabled to the shareholders for approval at the 2nd AGM.

Special Business

5. **Ordinary Resolution 11 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act**
The proposed Ordinary Resolution 11, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being (“**Proposed General Mandate**”).
The authority for the Proposed General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.
This proposed resolution is a renewal of the previous year’s mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders’ approval so as to avoid incurring additional costs and time.
The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.
The Company had issued and allotted a total of 1,025,212,999 ordinary shares pursuant to the mandate granted to the Directors at the Extraordinary General Meeting held on 2 April 2024 as per the details below, before the listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad on 22 July 2024 pursuant to the share sale agreements and initial public offering:

Date of allotment	Issue price per share	Number of ordinary shares
22 April 2024	RM0.19	242,671,784
9 May 2024	RM0.19	526,238,215
18 July 2024	RM0.22	256,303,000
		1,025,212,999

As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.