

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting ("22nd AGM") of Aldrich Resources Berhad ("Aldrich" or "the Company") will be held at Westside Room, Level 8, St. Giles Boulevard, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200, Kuala Lumpur, Wilayah Persekutuan on Tuesday, 24 June 2025 at 10:00 a.m. or at any adjournment thereof 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 2024 together with the Reports of the Directors and Auditors thereon. | (Please refer Explanatory Notes 1) |
| 2. | To approve the payment of Directors' fees and benefits up to RM500,000.00 to the Directors in such manner as the Directors may determine for the period immediately after the 22 nd AGM until the conclusion of the next Annual General Meeting of the Company in year 2026. | Ordinary Resolution 1 |
| 3. | To re-elect the following Directors who retire by rotation pursuant to Clause 134 of the Constitution of the Company and being eligible, have offered themselves for re-election: - | |
| | (i) Encik Yahya Bin Razali | Ordinary Resolution 2 |
| | (ii) Ms. Er Kian Hong | Ordinary Resolution 3 |
| 4. | To re-elect the following Director who retires pursuant to Clause 119 of the Constitution of the Company and being eligible, has offered herself for re-election: - | |
| | (i) Ms. Tan Yieung Fung | Ordinary Resolution 4 |
| 5. | To re-appoint Messrs. Kreston John & Gan as Auditors of the Company and to hold office until the conclusion of the next AGM 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 resolutions:-

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| 6. | PROPOSED AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 | Ordinary Resolution 6 |
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- "THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons, firms or corporations 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 ten per centum (10%) of the total issued share capital of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; 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.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 65 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company."

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| 7. | PROPOSED GRANTING OF EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OPTIONS TO THE DIRECTORS OF SUBSIDIARIES WITHIN THE GROUP ("PROPOSED GRANTING OF ESOS OPTIONS") | |
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"THAT the Company has an existing ESOS which was effective on 2 January 2025, and subject to the approvals of the relevant authorities and/or parties (where required) being obtained, the approval be and is hereby given to the Board to authorise the ESOS Committee which administer the ESOS in accordance to the By-Laws, at any time and from time to time throughout the duration of the ESOS, to offer and grant to the following persons, ESOS options to subscribe for such number of ordinary shares in Aldrich under the ESOS:

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| (i) | Tan Tong Lang | Ordinary Resolution 7 |
| (ii) | Chua Szi Cian | Ordinary Resolution 8 |
| (iii) | Chong Fook Sin | Ordinary Resolution 9 |
| (iv) | Chua Yoke Bee | Ordinary Resolution 10 |
| (v) | Kang Chee Jing | Ordinary Resolution 11 |
| (vi) | Lau Mong Fah | Ordinary Resolution 12 |

PROVIDED ALWAYS THAT:

- The granting of ESOS options to the abovementioned persons will occur only they fulfill the criteria outlined in the By-Laws;
- The abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation;
- Not more than ten per cent (10%) of the total new Aldrich Shares made available under the ESOS shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty per cent (20%) or more of the total number of issued shares of the Company (excluding treasury shares, if any);
- Not more than eighty per cent (80) of the total ESOS Options available under the ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group (excluding dormant and/or foreign subsidiaries, if any);
- The allocation of ESOS options to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time.

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Granting of ESOS Options above with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities and to take all such steps and do all acts and things thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Granting of ESOS Options as above as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.

AND THAT, in connection with the above, pursuant to Section 85 of the Companies Act 2016, to be read together with Clause 65 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered under the ESOS and/or any new shares ranking equally to the existing issued shares of the Company"

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| 8. | To transact any other business of which due notice have been given in accordance with the Companies Act 2016. | |
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BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482) (SSM PC No. 202208000250)

LAU HOOI PIN (MAICSA 7081620) (SSM PC No. 202408000447)

Company Secretaries

Kuala Lumpur

Dated: 30 April 2025

Notes:

- A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate and vote in his stead.
- A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of his/her shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy 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 securities account ("omnibus account"), 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.
- The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar, Aldpro Corporate Services Sdn. Bhd. situated at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- Subject to the Constitution, members may deposit the instrument appointing the proxy by electronic means by way of submitting the instrument to the e-mail address admin@aldpro.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- For the purpose of determining a member who shall be entitled to attend the 22nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 77 of the Company's Constitution and the Securities Industry (Central Depositories) Act, 1996 to issue a General Meeting Record of Depositors as at 16 June 2025. Only a depositor whose name appears on the Record of Depositors as at 16 June 2025 shall be entitled to attend the said meeting remotely or appoint proxies to attend remotely and vote on his/her behalf.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Notes:

- Audited Financial Statements for the financial year ended 31 December 2024**
This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.
- Ordinary Resolution 1 – Directors' fees and benefits**
Section 230(1) of the Companies Act 2016 provides amongst others, that 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 proposed Ordinary Resolution 1, if approved, will authorise the payment of Directors' fees and benefits for the period immediately after the 22nd AGM until the conclusion of the next Annual General Meeting of the Company in year 2026.
The Non-Executive Directors had abstained from deliberation and voting on their own respective fees and benefits.
- Ordinary Resolutions 2 to 4 – Re-election of Directors pursuant to Clauses 134 and 119 of the Company's Constitution**
Clause 134 of the Constitution of the Company provides that at the Annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office once at least in each three (3) years but shall be eligible for re-election.
Clause 119 of the Company's Constitution, any Director so appointed shall hold office until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
The performance of each Director who is recommended for re-election has been assessed through the Board annual evaluation. The Nomination Committee and the Board are satisfied with the performance and effectiveness of Encik Yahya Bin Razali, Ms. Er Kian Hong and Ms. Tan Yieung Fung who are due for retirement as Directors, and being eligible, have offered themselves for re-election at the 22nd AGM. They had abstained from deliberation and decision on their own eligibility to stand for re-election at the relevant Board meeting.
- Special Business**
Ordinary Resolution 6 - Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016
The proposed Ordinary Resolution 6, if passed, is a renewal of the general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.
The General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organize a general meeting.
As at the date of the Notice, no shares were issued pursuant to the general mandate granted to the Directors at the 21st AGM held on 25 June 2024 and which will lapse at the conclusion of the 22nd AGM.
Pursuant to Section 85 of the Companies Act 2016 read together with Clause 65 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.
Section 85(1) of the Companies Act 2016 provides as follows:
"85. Pre-emptive rights to new shares
(1) Subject to the constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."
Clause 65 of the Constitution of the Company provides as follows:
"65. Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible securities shall before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or other convertible securities to which they are entitled. The offer shall be made by notice specifying the number of shares or other convertible securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or other convertible securities offered, the Directors may dispose of those shares or other convertible securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or other convertible securities which (by reason of the ratio which the new shares or other convertible securities bear to shares or other convertible securities held by persons entitled to an offer of new shares or other convertible securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution."
The proposed Ordinary Resolution, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.
- Special Business**
Ordinary Resolutions 7 to 12 - Proposed granting of ESOS options to the Directors of subsidiaries within the Group
The ESOS, which was approved by the shareholders at the Extraordinary General Meeting of the Company held on 21 October 2024, was implemented on 2 January 2025. Under the terms of the By-Laws governing and constituting the ESOS, Directors are eligible to participate in the scheme. However, their entitlement under the ESOS must first be approved by the shareholders of the Company in a general meeting. As such, the grant of ESOS options to the following Directors of subsidiaries will only take effect upon obtaining shareholder approval at the 22nd AGM: -
i) Mr. Tan Tong Lang
ii) Ms. Chua Szi Cian
iii) Mr. Chong Fook Sin
iv) Ms. Chua Yoke Bee
v) Mr. Kan Chee Jing
vi) Mr. Lau Mong Fah
For the purposes of the ESOS, Directors refer to all directors of Aldrich and its subsidiaries (excluding those that are dormant and/or foreign) and shall have the meaning as defined in Section 2(1) of the Companies Act and Section 2(1) of the Capital Markets and Services Act 2009, including non-executive directors.
As both Mr. Tan Tong Lang, Ms. Chua Szi Cian, Mr. Chong Fook Sin, Ms. Chua Yoke Bee, Mr. Kan Chee Jing and Mr. Lau Mong Fah are deemed interested in the Proposed granting of ESOS options, they have abstained and will continue to abstain from all deliberations, discussions or voting of their own allocation as well as that of persons connected with them, if any, under the proposed grant of ESOS.
By voting in favour of Ordinary Resolutions 7 and 12, the shareholders of the Company will agree to waive their pre-emptive rights under Section 85 of the Companies Act 2016 and under Clause 65 of the Constitution of the Company, over all options granted and/or to be offered/granted and all new shares to be issued pursuant to the ESOS.