

GENERAL MEETINGS: Notice of Meeting

ADVANCECON HOLDINGS BERHAD

Type of Meeting	General
Indicator	Notice of Meeting
Description	Notice of Twenty-Eighth Annual General Meeting ("28th AGM")
Date of Meeting	18 Jun 2025
Time	10:00 AM
Venue(s)	Greens III (Sports Wing) Tropicana Golf & Country Resort, Jalan Kelab Tropicana 47410 Petaling Jaya Selangor Darul Ehsan Malaysia
Date of General Meeting Record of Depositors	10 Jun 2025

Resolutions

1. For Information

Description	To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon
Shareholder's Action	For Information Only

2. Ordinary Resolution 1

Description	To approve the payment of Directors' fees and other benefits of up to RM320,000 in respect of the period from 19 June 2025 until the conclusion of the next AGM of the Company
Shareholder's Action	For Voting

3. Ordinary Resolution 2

Description	To re-elect Yeoh Chong Keat as Director, who retires by rotation in accordance with Clause 125 of the Company's Constitution
Shareholder's Action	For Voting

4. Ordinary Resolution 3

Description	To re-elect Tung Kai Hung as Director, who retires by rotation in accordance with Clause 125 of the Company's Constitution
Shareholder's Action	For Voting

5. Ordinary Resolution 4

Description	To re-appoint Messrs. UHY Malaysia PLT as auditors of the Company and to authorise the Directors to fix their remuneration
Shareholder's Action	For Voting

6. Ordinary Resolution 5

Description	Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and waiver of Pre-Emptive Rights pursuant to Section 85 of the Act
Shareholder's Action	For Voting

7. Ordinary Resolution 6

Description	Proposed Renewal of Authority for the Company to purchase its Own Ordinary Shares
Shareholder's Action	For Voting

Please refer attachment below.

Attachments

[Advancecon Holdings Berhad - Notice of 28th AGM.pdf](#)
49.0 kB

Announcement Info	
Company Name	ADVANCECON HOLDINGS BERHAD
Stock Name	ADVCON
Date Announced	29 Apr 2025
Category	General Meeting
Reference Number	GMA-28042025-00071
Corporate Action ID	MY250428MEET0071

NOTICE IS HEREBY GIVEN that the Twenty-Eighth Annual General Meeting ("28th AGM") of Advancecon Holdings Berhad ("the Company") will be held at Greens III (Sports Wing), Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 18 June 2025 at 10.00 a.m. for the following purposes:

AGENDA

AS 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.

(Please refer to Explanatory Note 1)

Ordinary Resolution 1
2. To approve the payment of Directors' fees and other benefits of up to RM320,000 in respect of the period from 19 June 2025 until the conclusion of the next AGM of the Company.

Ordinary Resolution 2
3. To re-elect the following Directors, who retire by rotation in accordance with Clause 125 of the Company's Constitution and being eligible, have offered themselves for re-election:
(a) Yeoh Chong Keat
(b) Tung Kai Hung

Ordinary Resolution 3
4. To re-appoint Messrs. UHY Malaysia PLT as auditors of the Company and to authorise the Directors to fix their remuneration.

Ordinary Resolution 4

AS SPECIAL BUSINESS

- To consider and if thought fit, with or without modifications to pass the following resolutions:
5. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT") AND WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE ACT

Ordinary Resolution 5

"THAT pursuant to Section 85 of the Act, read in conjunction with Clause 15 and Clause 16 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from the allotment and issuance of shares.

THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the capital of the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of 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.

AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company."

6. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

Ordinary Resolution 6

"THAT, subject always to the Act, the provisions of the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") and the approvals of all relevant authorities (if any), the Board of Directors of the Company be and is hereby unconditionally and generally authorised, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- (i) the maximum aggregate number of shares which may be purchased and held by the Company must not exceed 10% of the total number of issued shares of the Company at any point in time ("Proposed Share Buy-Back");

(ii) the maximum amount to be allocated for the Proposed Share Buy-Back must not exceed the aggregate of the Company's retained profits based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase of the Proposed Share Buy-Back; and

(iii) the shares of the Company so purchased may be cancelled, retained as treasury shares, distributed as dividends or resold on Bursa Securities, or a combination of any of the above, or be dealt with in such manner allowed by the Act and Listing Requirements from time to time.

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

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed at which time the authority will lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions;

(b) the expiration of the period within which the next AGM of the Company is required by law to be held; or

(c) the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first, but shall not preclude the completion of the purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority.

AND THAT authority be and is hereby unconditionally and generally given to the Directors to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991, and the entering into all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter in accordance with the Act, the provisions of the Constitution of the Company, the Listing Requirements and all other relevant governmental and/ or regulatory authorities."

7. To transact any other ordinary business for which due notice have been given.

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482 / SSM PC NO. 202208000250)
LOW VEN SIN (MAICSA 7076080 / SSM PC NO. 202208000340)
Company Secretaries

W.P. Kuala Lumpur
Dated: 30 April 2025

Notes:

1. In respect of deposited securities, only member whose names appear in the Company's Record of Depositors as at 10 June 2025 shall be eligible to attend, participate, speak and vote at this meeting or appoint proxy(ies) to attend, participate, speak and vote on his/ her behalf.

2. A member shall not be entitled to appoint more than (2) proxies. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.

3. A proxy may but need not be a shareholder of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the shareholder to speak at the meeting.

4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("Central Depositories Act"), it may appoint at least one proxy in respect of each securities account it holds with ordinary shares to the credit of the said securities account.

5. 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.

6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her 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.

7. The original instrument appointing a proxy be deposited at the Poll Administrator's office, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the drop box located at Ground Floor, Vertical Podium, Avenue, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively to lodge the proxy appointment electronically via TIiH Online website at <https://tiih.online> not less than 48 hours before the time set for holding this meeting. Kindly refer to the Administrative Guide for the 28th AGM for further information on electronic lodgement of Proxy Form.

8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate, speak and vote at this meeting, 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 this meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting, 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) to the Company (or its agents), the member has obtained the prior consent of such 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.

Explanatory Notes to Ordinary Resolutions and Special Business:

1. Item 1 of the Agenda - Audited Financial Statements for the Financial Year Ended 31 December 2024

This Agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1) (a) of the Act do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward to the shareholders for voting.
2. Item 2 of the Agenda - Payment of Directors' fees and other benefits payable

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Company is requesting for the shareholders' approval for the payment of fees in accordance with the proposed remuneration structure set out below:

	Director's fee (RM)	Meeting allowance (RM)	Business travel, accommodation and etc. (RM)
Independent Non-Executive Chairman	9,000 per month	500 per day	20,000 per annum
Independent Non-Executive Director	6,600 per month	500 per day	20,000 per annum
Independent Non-Executive Director	4,600 per month	500 per day	20,000 per annum

3. Item 3 of the Agenda - Re-election of retiring Directors who retire in accordance with Clause 125 of the Company's Constitution

Clause 125 of the Company's Constitution provides that one-third of the Directors of the Company for the time being shall retire by rotation at the AGM of the Company. All the Directors shall retire from office once at least in each three years but shall be eligible for re-election. Yeoh Chong Keat and Tung Kai Hung are standing for re-election as Directors of the Company. Yeoh Chong Keat, who is the Independent Non-Executive Chairman has reaffirmed his independence based on independence criteria applied by the Company which is also used in the yearly assessment of Independent Non-Executive Director's independence and fulfilled the independence definitions as prescribed under the Listing Requirements.

For the purpose of determining the eligibility of the Directors to stand for re-election at this meeting and in line with Practice 5.1 of the Malaysian Code on Corporate Governance, the Nomination Committee has assessed each of the retiring Directors under Ordinary Resolutions 2 and 3, and considered the following:

- (a) the Directors performance and contribution based on the results of the annual evaluation of board;

(b) the Director's level of contribution to the Board deliberations through their skills, experience and strength in qualities; and

(c) their abilities to act in the best interests of the Company in decision-making.

Based on the results of the annual evaluation of board, the individual Directors met the performance criteria required of an effective Board. Hence, the Board has recommended the re-election of Yeoh Chong Keat and Tung Kai Hung as Directors of the Company.

4. Item 4 of the Agenda - Re-appointment of Auditors

The Audit Committee and the Board have considered the re-appointment of Messrs. UHY Malaysia PLT as auditors of the Company and collectively agreed that they have met the relevant criteria prescribed by Paragraph 15.21 of Listing Requirements.
5. Item 5 of the Agenda - Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act and waiver of Pre-emptive Rights pursuant to Section 85 of the Act

The proposed Ordinary Resolution 5, allot new shares at any time to such persons, in their absolute discretion, deem fit ("General Mandate"), provided that the number of any shares issued pursuant to this General Mandate, when aggregated with the nominal value of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total issued share capital of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) at any time without convening a general meeting as it would be both costs and time consuming to organize a general meeting.

The Company is also seeking shareholders' approval to waive their statutory pre-emptive rights under Section 85 of the Act and to allow the Company's Directors to allot new shares without first offering them to existing shareholders in proportion to their holding pursuant to the general mandate.

As at the date of this Notice, no new shares in the Company were issued pursuant to the previous General Mandate granted to the Directors at the 27th AGM held on 13 June 2024.

6. Item 6 of the Agenda - Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 6, if passed, will provide the mandate for the Company to purchase up to 10% of the total number of issued ordinary shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Please refer to the Share Buy-Back Statement dated 30 April 2025 for further details of the Proposed Renewal of Authority for the Company to purchase its own ordinary shares.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. Details of persons who are standing for election as Directors

No individual is seeking election as a Director at the 28th AGM of the Company.
2. Statement relating to general mandate for issue of securities

Please refer to Explanatory Note 6 of the Notice of 28th AGM for information relating to general mandate for issue of securities.