



SIGNATURE INTERNATIONAL BERHAD

200601034359 (754118-K) (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting ("17th AGM") of the Company will be conducted virtually through live streaming from the Broadcast Venue at the Auditorium of Signature International Berhad at Lot No. 24, Jalan Teknologi, Taman Sains Selangor 1, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan on Monday, 10 June 2024 at 9.30 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.
Please refer to the Explanatory Notes to the Agenda
- To approve the payment of Directors' fees up to an aggregate amount of RM500,000 for the period from 10 June 2024 until the next AGM of the Company.
Ordinary Resolution 1
- To re-elect the following Directors who are retiring pursuant to Clause 96 of the Constitution of the Company:-
 - Datuk Seri Chiau Beng Teik, JP
Ordinary Resolution 2
 - Dato' Che Halin Bin Mohd Hashim
Ordinary Resolution 3
 - Rozahan Bin Osman
Ordinary Resolution 4
- To re-appoint UHY as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.
Ordinary Resolution 5

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions, with or without modification(s):-

- Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**
Ordinary Resolution 6
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be authorised to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company held after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
Ordinary Resolution 7
"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries (the "Group") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.5 of Part A of the Circular to Shareholders dated 30 April 2024, provided that such transactions are necessary for the Group's day-to-day operations and carried out in the ordinary course of business and at arm's length basis on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.
THAT the authority conferred by such mandate shall continue to be in force until-
 - the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
 - revoked or varied by a resolution passed by the shareholders in a general meeting,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 as they may consider expedient or necessary or in the best interest of the Company to give effect to this resolution."
- Proposed Renewal of Shareholders' Mandate for Share Buy-Back**
Ordinary Resolution 8
"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of the relevant regulatory authorities, where such approval is required, the Company be and is hereby authorised to purchase such amount of ordinary 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 ("Share Buy-Back Mandate") provided that:
 - the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point of time pursuant to the Share Buy-Back Mandate shall not exceed ten per centum (10%) of the total number of the issued shares of the Company as at the point of purchase(s);
 - the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase; and
 - the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in force until:-
 - the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or
 - revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority.
AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Share Buy-Back Mandate with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company in accordance with the Act, regulations and guidelines."

7. Proposed Renewal of Shareholders' Mandate for Share Buy-Back

Notes:

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members/proxies/authorised representatives/attorneys **WILL NOT BE ALLOWED** to attend the 17th AGM in person at the Broadcast Venue on the day of the meeting. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at this General Meeting via Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn Bhd (the "Share Registrar") via its TIH Online website at <https://tjih.online>. For further information, kindly refer to the Administrative Guide of the 17th AGM.
- For the purposes of determining who shall be entitled to attend this General Meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company, a **Record of Depositors as at 31 May 2024**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member of the Company who is entitled to attend and vote at a general meeting may appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than 2 proxies to attend, participate, speak and vote instead of the member at the general meeting.
- 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 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.
- 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.
- Where a member, an authorised nominee or an exempt authorised nominee appoints more than 1 proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 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 17th AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - In hard copy form
To be deposited with the Company's Share Registrar, 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 alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - By electronic means via TIH Online website at <https://tjih.online>
Please refer to the Administrative Guide of the 17th AGM for further information on electronic submission of proxy form via TIH Online.
- Please ensure **ALL** the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last day, date and time for lodging the proxy form is **Saturday, 8 June 2024 at 9.30 a.m.**
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the general meeting 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 notariarily and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative instead of a proxy to attend this meeting, please deposit the **original or duly certified** certificate of appointment of authorised representative with the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. The certificate of appointment of authorised representative should be executed in the following manner:
 - 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.
 - 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:
 - at least two authorised officers, one of whom shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 17th AGM will be put to vote by way of poll.

EXPLANATORY NOTES TO THE AGENDA

- Item 1 of the Agenda**
Audited Financial Statements for the financial year ended 31 December 2023
This item is meant for discussion only. The provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 require the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. Hence, this agenda item is not a business which requires a motion to be put forward to vote by shareholders.
- Ordinary Resolution 1**
Payment of Directors' fees
This proposed resolution, if passed, will facilitate the payment of Directors' fees for the period from 10 June 2024 until the next AGM of the Company.
The Directors' fees payable to Directors are calculated based on the current board size and assuming that all Non-Executive Directors will hold office until the next AGM of the Company. In the event the proposed amount is insufficient due to enlarged board size, approval will be sought at the next AGM for the shortfall.
- Ordinary Resolutions 2 to 4**
Re-election of Directors
Datuk Seri Chiau Beng Teik, JP, Dato' Che Halin Bin Mohd Hashim and Rozahan Bin Osman, are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 17th AGM.
Their profiles are disclosed in the Board of Directors' Profile of the Annual Report 2023.
Saved as disclosed, the retiring Directors have no conflict of interest with the Company and its subsidiaries, and have no family relationship with any Director and/or major shareholder of the Company. The Nomination Committee ("NC") had considered the performance and contribution of the retiring Directors including the review of their fit and proper declaration in accordance with the Directors' Fit and Proper Policy. Based on the recommendation of the NC, the Board is supportive of their re-elections based on the following justifications:-
 - Ordinary Resolution 2 - Re-election of Datuk Seri Chiau Beng Teik, JP as Non-Independent Non-Executive Chairman
Datuk Seri Chiau Beng Teik, JP is the father of Chiau Haw Choon (the Managing Director and major shareholder of the Company) and Shelly Chiau Yee Wern (the Executive Director of the Company). He possesses relevant knowledge and experience which complement the Board's competencies in growing the businesses of the Group.
 - Ordinary Resolution 3 - Re-election of Dato' Che Halin Bin Mohd Hashim as Independent Non-Executive Director
Dato' Che Halin Bin Mohd Hashim has demonstrated his independence through his engagement in Board and Board Committee meetings. He also exercised due care and carried out his duties professionally and proficiently as an Independent Non-Executive Director of the Company.
 - Ordinary Resolution 4 - Re-election of Rozahan Bin Osman as Independent Non-Executive Director
Rozahan Bin Osman has extensive experience in financial management and corporate management. He has exercised due care and remains objective and independent in expressing his view and participating in Board's deliberation and decision-making process.
- Ordinary Resolution 5**
Re-appointment of Auditors
The Board had, through the Audit and Risk Management Committee ("ARMC"), considered the re-appointment of UHY as the Auditors of the Company. The factors considered by the ARMC in making the recommendation to the Board to table their re-appointment at the 17th AGM are disclosed in the ARMC Report of the Annual Report 2023.
- Ordinary Resolution 6**
Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016
This proposed resolution, if passed, will empower the Directors to issue and allot up to a maximum of 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. This authority 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 the earlier.
This is a renewal of the mandate obtained from shareholders at the 16th AGM held on 12 June 2023. 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, repayment of bank borrowings, acquisitions or such other application as the Directors may deem fit in the best interest of the Company.
As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 16th AGM held on 12 June 2023 and the mandate will lapse at the conclusion of the 17th AGM.
- Ordinary Resolution 7**
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
The proposed resolution, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature with its related parties in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad without the necessity to convene separate general meetings to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company and is subject to renewal on an annual basis.
Further details relating to this proposed resolution are set out in Part A of the Company's Circular to Shareholders dated 30 April 2024 which is available at <https://signatureinternational.com.my/annual-reports/>.
- Ordinary Resolution 8**
Proposed Renewal of Shareholders' Mandate for Share Buy-Back
The proposed resolution, if passed, will empower the Company to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.
Further details relating to this proposed resolution are set out in Part B of the Company's Statement to Shareholders dated 30 April 2024 which is available at <https://signatureinternational.com.my/annual-reports/>.

By Order of the Board
KUAN HUI FANG (MIA 16876) (SSM PC NO. 202008001235)
TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)
Company Secretaries
Kuala Lumpur
30 April 2024