



NOTICE OF THIRTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Second Annual General Meeting of B.I.G. INDUSTRIES BERHAD will be held at Bilik Petaling, Kelab Shah Alam Selangor, No. 1A, Jalan Aerobik 13/43, Persiaran Kayangan, 40704 Shah Alam, Selangor Darul Ehsan on Friday, 25 November 2022 at 10.00 am for the following purposes:

- AGENDA**
- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2022 and the Directors' and Auditors' Reports thereon. **(Explanatory Note)**
 - To approve the payment of Directors' fees and benefits payable to the Non-Executive Directors of up to an aggregate amount of RM260,000 for the period from this Annual General Meeting ("AGM") until the conclusion of the next AGM. **(Ordinary Resolution 1)**
 - To re-elect Mr Lau Chia En who retires pursuant to Clause 95 of the Company's Constitution and being eligible offers himself for re-election. **(Ordinary Resolution 2)**
 - To re-elect Puan Edeleen Binti Dell Akbar who retires pursuant to Clause 102 of the Company's Constitution and being eligible offers herself for re-election. **(Ordinary Resolution 3)**
 - To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

AS SPECIAL BUSINESS

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

- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act") and subject always to the Constitution of the Company, the Main Market Listing Requirements ("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 to allot and issue shares in the Company at any 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 to be issued does not exceed ten per centum (10%) of the total number of issued 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 AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting **(Ordinary Resolution 5)**
- Proposed Shareholders' General Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed RRPT Mandate")**
"THAT subject to the provisions of the Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries ("Group") to enter into and to give effect to any of the recurrent related party transactions involving the interests of Directors, major shareholders or persons connected with such Directors or major shareholders of the Company ("Related Parties") as set out in Section 2.6 of the Circular to Shareholders dated 26 October 2022 ("Circular"), provided that such transactions are of revenue and/or trading nature, which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an 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 minority shareholders of the Company.
AND THAT such authority shall take effect from the passing of this resolution and shall continue to be in force until:
(a) the conclusion of the next AGM of the Company following this AGM at which the Proposed RRPT Mandate is passed, at which time it will lapse, unless the authority is renewed by an ordinary resolution passed at the said next AGM;
(b) the expiration of the period within which the next AGM after that date 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) revoked or varied by resolution passed by the shareholders in a general meeting;
whichever is the earlier;
AND FURTHER THAT the Directors of the Company be and is hereby authorised to complete and do all such acts, deeds and things as they may consider fit, necessary, expedient and/or appropriate in order to give effect to the Proposed RRPT Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities to give full effect to the Proposed RRPT Mandate in the best interest of the Company. **(Ordinary Resolution 6)**
- To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

WONG YOKE LIN
(MAICSA 0797575)
(SSM PC NO. 202008002138)
Company Secretary

Shah Alam
26 October 2022

Notes:

- In respect of the deposited securities, only member whose name appears on the Record of Depositors ("ROD") on 18 November 2022 (General Meeting ROD) shall be entitled to attend or appoint proxy to attend and/or vote on his behalf.
- A member who is entitled to participate, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) security 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.
- The form of proxy must be deposited at the Share Registrar's office, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia and must be received by Tricor at least forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. 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.
- For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment at Tricor's office, or alternatively, at its Customer Service Centre at the above addresses not later than 23 November 2022 at 10.00 am or any adjournment thereof to participate in the meeting.
- The Notice of the meeting together with the Proxy Form are available at the Company's website at www.bigind.com.my.

Explanatory Notes:

- Agenda item 1**
This agenda item 1 is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016 and the audited financial statements do not require the approval of shareholders. The matter will not put forward for voting.
- Ordinary Resolution 1**
The Company is requesting shareholders' approvals for payment of Directors' fees and benefits to the Non-Executive Directors of the Company. The Executive Director does not receive any Director's fees.
- Ordinary Resolution 5**
The Ordinary Resolution 5, if passed, will give the Directors authority to allot and issue shares 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 interests of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting, will expire at the conclusion of the next AGM.
The general mandate is a renewal which will provide flexibility to the Company for any possible fund raising exercises, including but not limited to placing of shares, for the purpose of funding future investment, working capital and/or acquisitions. The Company did not allot and issue any shares pursuant to the authority granted to the Directors at the Thirty-First AGM held on 25 November 2021. 10,580,284 new ordinary shares representing up to 20% of the total number of issued shares of the Company were issued at an issue price of RM0.75 per share under a private placement exercise on 29 December 2021 pursuant to the authority granted to the Directors at the Thirtieth AGM held on 27 November 2020. Bursa Securities had on 24 August 2021 approved the extension of time up to 31 December 2021 for the Company to complete the implementation of the private placement.
The proceeds of RM6,925,213 out of the total RM7,935,213 raised from the private placement exercise were utilised for funding of property development, working capital and defraying of expenses incidental thereof. The balance proceeds of RM1,010,000 would be utilised for funding of property development by end of December 2023.
- Ordinary Resolution 6**
The Ordinary Resolution 6, if passed, will give mandate for the Group to enter into recurrent related party transactions of a revenue or trading nature with specified related parties in accordance with the applicable regulatory rules and requirements. This authority unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company. Details of the Proposed RRPT Mandate are contained in the Circular to Shareholders dated 26 October 2022.