



**KONSORTIUM BERHAD**  
(formerly known as ConnectCounty Holdings Berhad)  
200301016513 (618933-D)  
(Incorporated in Malaysia)

**ADDENDUM TO THE NOTICE OF THE NINETEENTH ANNUAL GENERAL MEETING (“19<sup>TH</sup> AGM” OR “MEETING”)  
FOR INCLUSION OF ADDITIONAL ORDINARY RESOLUTIONS UNDER ORDINARY BUSINESS**

In view of the appointment of Mr. Chang Choon Ming and Mr. Peh Lian Hwa as the new Executive Directors of WAJA KONSORTIUM BERHAD (formerly known as ConnectCounty Holdings Berhad) (“WAJA” or “the Company”) on 12 May 2022 and 19 May 2022 respectively, and the change of the Board of Directors composition after the issuance of the Notice of 19<sup>th</sup> AGM (“Notice”) dated 29 April 2022, **NOTICE IS HEREBY GIVEN** by way of an addendum to the Notice for the inclusion of the following additional Ordinary Resolutions as Ordinary Business to be tabled at the 19<sup>th</sup> AGM of the Company to be held on a fully virtual basis on Thursday, 30 June 2022 at 10.00 a.m.:

**AS ORDINARY BUSINESS:**

3.	To approve the payment of additional Directors’ fees of RM7,000.00 for the period from 1 January 2021 up to the forthcoming Annual General Meeting (“AGM”) of the Company.	<b>Ordinary Resolution 2</b>
4.	To re-elect Mr. Chang Choon Ming who retires pursuant to Clause 107 of the Company’s Constitution.	<b>Ordinary Resolution 3</b>
5.	To re-elect Mr. Peh Lian Hwa who retires pursuant to Clause 107 of the Company’s Constitution.	<b>Ordinary Resolution 4</b>

With the above amendments, the existing items 3 to 10 and Ordinary Resolutions 2 to 5 in the Notice will be **RENUMBERED** as items 6 to 11 and Ordinary Resolutions 5 to 8 respectively and any references to the same in the Notice shall be renumbered accordingly.

By order of the Board

**TEA SOR HUA (MACS 01324) (SSM PC NO. 201908001272)**  
Company Secretary

Petaling Jaya, Selangor Darul Ehsan  
13 June 2022

**Notes:**

- a) *According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.*
- b) *A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*
- c) *A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy. There shall be no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
- d) *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.*

- e) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said securities account.*
- f) *Where a member of the Company is an exempt authorised nominee which holds deposited securities in the Company for multiple beneficial owners in one (1) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.*
- g) *For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 75 of the Company’s Constitution to issue the General Meeting Record of Depositors as at 23 June 2022. Only members whose names appear in the General Meeting Record of Depositors as at 23 June 2022 shall be regarded as members and entitled to attend, speak and vote at the Meeting.*
- h) *To be valid, the instrument appointing a proxy may be made in a hard copy form or by an electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting: -*
  - (i) *In hard copy form*  
*In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.*
  - (ii) *By electronic form*  
*The proxy form can be electronically lodged via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide of the 19th AGM on the procedure for electronic lodgement of the proxy form via TIIH Online.*
- i) *All resolutions as set out in the Notice of the Meeting will be put to vote by poll.*
- j) *The members are advised to refer to the Administrative Guide of the 19<sup>th</sup> AGM on the registration process for the Meeting.*
- k) *Members or proxies are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the Meeting using Remote Participation and Voting Facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide of the 19th AGM as enclosed for further information in relation thereto.*
- l) *A member who has appointed a proxy or attorney or authorised representative to participate at this Meeting must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.*
- m) *Given the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our Meeting at short notice. Kindly check Bursa Securities’ and the Company’s website at [www.waja.my](http://www.waja.my) for the latest updates on the status of the Meeting.*

## EXPLANATORY NOTES

### 1. Item 3 of the Agenda – Additional Directors’ Fees

The shareholders had at the Eighteenth AGM held on 15 June 2021 (“18<sup>th</sup> AGM”) approved the Directors’ fees of up to RM156,000.00 for the period from 1 January 2021 up to the forthcoming AGM of the Company. However, the proposed amount was insufficient due to the enlarged board size. This resolution is to facilitate the payment of the shortfall of Directors’ fees of RM7,000.00 for the period from 1 January 2021 up to the forthcoming AGM of the Company.

### 2. Items 4 and 5 of the Agenda – Re-election of Directors pursuant to Clause 107 of the Company’s Constitution

Clause 107 of the Company’s Constitution provides that a Director appointed in addition to the Board or to fill a casual vacancy, shall hold office until the next AGM of the Company and shall retire and be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. Following thereto, Mr. Chang Choon Ming (“Mr. Chang”) and Mr. Peh Lian Hwa (“Mr. Peh”) who were appointed to the Board on 12 May 2022 and 19 May 2022 respectively are due to retire at the 19<sup>th</sup> AGM and being eligible offered themselves for re-election.

The Board has endorsed the Nomination Committee’s recommendation to seek shareholders’ approval to re-elect Mr. Chang and Mr. Peh as they possess the required skill sets to facilitate and contribute to the Board’s effectiveness and value.

Mr. Chang and Mr. Peh had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of Mr. Chang and Mr. Peh are set out in Appendix I.

### Additional Notes for this Addendum

1. The Revised Proxy Form **DOES NOT INVALIDATE** the Proxy Form which was circulated together with the Notice (“Original Proxy Form”).
2. If the Company receives both the Original Proxy Form and the Revised Proxy Form from a member, **THE LATTER SHALL SUPERSEDE THE FORMER.**
3. In the event that the Company does not receive the duly executed Revised Proxy Form within the required timeframe, **THE MEMBER WHO HAS DEPOSITED THE ORIGINAL PROXY FORM IN THE MANNER STATED IN THE NOTICE WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS PROXY UNDER THE ORIGINAL PROXY FORM TO VOTE OR ABSTAIN ON THE ADDITIONAL RESOLUTIONS AS THE PROXY DEEMS FIT.**



**KONSORTIUM BERHAD**  
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**PROFILE OF NEW DIRECTORS WHO ARE STANDING FOR RE-ELECTION AT THE FORTHCOMING 19<sup>TH</sup> AGM**

**CHANG CHOON MING**

**Executive Director**

**Malaysian, Male, aged 45**

Date of Appointment as Director	:	12 May 2022
Length of Service since the Date of Appointment (as at 7 June 2022)	:	26 days
Board Committee(s) served on	:	Member of the Risk Management Committee (Appointed w.e.f. 12 May 2022)
Academic/ Professional Qualification(s) and Certification(s)	:	Bachelor of Science in Computer Science, Oxford Brookes University
Present Directorship(s) in Other Public Listed and Non-Listed Public Companies	:	Nil
Family Relationship with any Director and/or Major Shareholder of the Company	:	Mr. Chang is the brother of Ms. Chang Ai Nee, who is a major shareholder of the Company

**Working Experience and Occupation:**

Mr. Chang graduated from the Oxford Brookes University with a Bachelor of Science in Computer Science. He commenced his career where he was tasked with the planning and implementation of sales and marketing strategies. Over the last 18 years, he has also accumulated experience in risk management and has a proven ability to successfully analyse an organisation's marketing requirements, identify potential opportunities, and develop innovative strategies.

Mr. Chang does not hold directorship in other public companies and listed corporations but holds directorship in several private limited companies.

He has not been convicted of any offences within the past five (5) years, other than traffic offence (if any), or any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2021.

He has not attended any Board Meeting of the Company held during the financial year ended 31 December 2021 since his appointment to the Board on 12 May 2022.

**PEH LIAN HWA**  
**Executive Director**  
**Malaysian, Male, aged 59**

Date of Appointment as Director	:	19 May 2022
Length of Service since the Date of Appointment (as at 7 June 2022)	:	19 days
Board Committee(s) served on	:	Member of the Risk Management Committee (Appointed w.e.f. 19 May 2022)
Academic/ Professional Qualification(s) and Certification(s)	:	Tertiary
Present Directorship(s) in Other Public Listed and Non-Listed Public Companies	:	Technodex Bhd.
Family Relationship with any Director and/or Major Shareholder of the Company	:	No family relationship with any Director and/or major shareholder of the Company. However, Mr. Peh is a major shareholder of the Company.

**Working Experience and Occupation:**

Mr. Peh completed his tertiary education in 1984. He is a self-made entrepreneur, mostly involved in entrepreneurial activities throughout his career. He has over 38 years of experience and expertise in the property development and construction industry.

Mr. Peh is the founder of Teguh Harian Sdn. Bhd. Group of Companies ("Teguh Harian Group"), one of the established property developers in the northern region of Malaysia. He started to delve into the building materials trading and construction business in 1984. Since then, he led the expansion of Teguh Harian Group actively involved in the development of commercial, industrial, residential properties, special projects of hotels, retail malls, specialist medical centres, and controlling a 5-star hotel and quarry.

Currently, he is also the Non-Independent Non-Executive Deputy Chairman of Technodex Bhd where he is responsible to provide leadership to the Board, assist the Chairman to evaluate the contributions, effectiveness and the performance of the Board.

He has not been convicted of any offence within the past five (5) years, other than traffic offence (if any), or any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2021.

He has not attended any Board Meeting of the Company held during the financial year ended 31 December 2021 since his appointment to the Board on 19 May 2022.



# NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Nineteenth Annual General Meeting (“19<sup>th</sup> AGM” or “Meeting”) of WAJA KONSORTIUM BERHAD (formerly known as ConnectCounty Holdings Berhad) (“WAJA” or “the Company”) will be held on a fully virtual basis through an online meeting platform via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn. Bhd. on Thursday, 30 June 2022 at 10.00 a.m. or at any adjournment thereof, 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 2021 together with the reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
2. To approve the payment of Directors’ fees and benefits of up to RM267,000.00 for the period from 1 July 2022 until the next Annual General Meeting (“AGM”) of the Company. *Ordinary Resolution 1*
3. To approve the payment of additional Directors’ fees of RM7,000.00 for the period from 1 January 2021 up to the forthcoming AGM of the Company. *Ordinary Resolution 2*
4. To re-elect Mr. Chang Choon Ming who retires pursuant to Clause 107 of the Company’s Constitution. *Ordinary Resolution 3*
5. To re-elect Mr. Peh Lian Hwa who retires pursuant to Clause 107 of the Company’s Constitution. *Ordinary Resolution 4*
6. To re-elect Mr. Leu Kok Wai who retires pursuant to Clause 107 of the Company’s Constitution. *Ordinary Resolution 5*
7. To re-elect Major General Dato’ Mamat Ariffin Bin Abdullah who retires by rotation pursuant to Clause 124 of the Company’s Constitution. *Ordinary Resolution 6*
8. To re-appoint Moore Stephens Associates PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. *Ordinary Resolution 7*

### AS SPECIAL BUSINESS:

To consider and if thought fit, pass with or without any modifications, the following resolutions:-

9. **GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“ACT”)** *Ordinary Resolution 8*

“THAT subject always to the Constitution of the Company, the Act, the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company to such persons, 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 twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next AGM is required to be held after the approval was given, whichever is the earlier.”

NOTICE OF NINETEENTH  
ANNUAL GENERAL MEETING (cont'd)



10. **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

**Special Resolution**

“THAT the proposed amendments to the Constitution of the Company as set out in “Appendix A”, be approved and adopted with immediate effect AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company.”

11. To transact any other business of which due notice shall have been given.

By order of the Board

**TEA SOR HUA (MACS 01324) (SSM PC NO. 201908001272)**

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

29 April 2022

**Notes:**

- a) *According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.*
- b) *A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*
- c) *A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy. There shall be no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
- d) *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.*
- e) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said securities account.*
- f) *Where a member of the Company is an exempt authorised nominee which holds deposited securities in the Company for multiple beneficial owners in one (1) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.*
- g) *For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 75 of the Company’s Constitution to issue the General Meeting Record of Depositors as at 23 June 2022. Only members whose names appear in the General Meeting Record of Depositors as at 23 June 2022 shall be regarded as members and entitled to attend, speak and vote at the Meeting.*



## NOTICE OF NINETEENTH ANNUAL GENERAL MEETING (cont'd)

- h) *To be valid, the instrument appointing a proxy may be made in a hard copy form or by an electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting: -*
- (i) *In hard copy form*  
*In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.*
- (ii) *By electronic form*  
*The proxy form can be electronically lodged via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide of the 19<sup>th</sup> AGM on the procedure for electronic lodgement of the proxy form via TIIH Online.*
- i) *All resolutions as set out in the Notice of the Meeting will be put to vote by poll.*
- j) *The members are advised to refer to the Administrative Guide of the 19th AGM on the registration process for the Meeting.*
- k) *Members or proxies are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the Meeting using Remote Participation and Voting Facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide of the 19th AGM as enclosed for further information in relation thereto.*
- l) *A member who has appointed a proxy or attorney or authorised representative to participate at this Meeting must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.*
- m) *Given the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our Meeting at short notice. Kindly check Bursa Securities' and the Company's website at [www.waja.my](http://www.waja.my) for the latest updates on the status of the Meeting.*

### EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS

#### 1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2021

This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

#### 2. Item 2 of the Agenda - Directors' Fees and Benefits

The estimated Directors' fees and benefits were calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and benefits for the period from 1 July 2022 until the next AGM of the Company to be held in the year 2023. In the event the proposed amount is insufficient due to more meetings or an enlarged board size, approval will be sought at the next AGM for the shortfall.

#### 3. Item 3 of the Agenda - Payment of Additional Directors' Fees

The shareholders had at the Eighteenth AGM held on 15 June 2021 ("18th AGM") approved the Directors' fees of up to RM156,000.00 for the period from 1 January 2021 up to the forthcoming AGM of the Company. However, the proposed amount was insufficient due to the enlarged board size. This resolution is to facilitate the payment of the shortfall of Directors' fees of RM7,000.00 for the period from 1 January 2021 up to the forthcoming AGM of the Company.





**4. Items 4 and 5 of the Agenda - Re-election of Directors pursuant to Clause 107 of the Company's Constitution**

Clause 107 of the Company's Constitution provides that a Director appointed in addition to the Board or to fill a casual vacancy, shall hold office until the next AGM of the Company and shall retire and be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. Following thereto, Mr. Chang Choon Ming ("Mr. Chang") and Mr. Peh Lian Hwa ("Mr. Peh") who were appointed to the Board on 12 May 2022 and 19 May 2022 respectively are due to retire at the 19th AGM and being eligible offered themselves for re-election.

The Board has endorsed the Nomination Committee's recommendation to seek for shareholders' approval to re-elect Mr. Chang and Mr. Peh as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

Mr. Chang and Mr. Peh had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of Mr. Chang and Mr. Peh are set out in Appendix I.

**5. Items 6 and 7 of the Agenda – Re-election of Directors pursuant to Clause 107 and 124 of the Company's Constitution**

Clause 107 of the Company's Constitution provides that a Director appointed in addition to the Board or to fill a casual vacancy, shall hold office until the next AGM of the Company and shall retire and be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. Following thereto, Mr. Leu Kok Wai who was appointed to the Board on 28 January 2022 is due to retire at the 19th AGM and being eligible offered himself for re-election.

Clause 124 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or if their number is not a multiple of three, then the number nearest to one-third (1/3) shall retire by rotation at an AGM of the Company and be eligible for re-election provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Following thereto, Major General Dato' Mamat Ariffin Bin Abdullah who was appointed to the Board on 20 March 2019 is due to retire by rotation at the 19th AGM and being eligible offered himself for re-election.

The Board has endorsed the Nomination Committee's recommendation to seek for shareholders' approval to re-elect Mr. Leu Kok Wai and Major General Dato' Mamat Ariffin Bin Abdullah ("Retiring Directors") as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the Retiring Directors are provided in the Directors' Profile on Pages 7 to 11 of the Company's Annual Report 2021.

**6. Item 9 of the Agenda - General Authority for the Directors to Allot and Issue Shares pursuant to Sections 75 and 76 of the Act**

The Company had at its 18th AGM obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, 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 twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point of time ("20% General Mandate"). This 20% General Mandate will expire at the conclusion of this 19th AGM.

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the 20% General Mandate granted to the Directors at the 18th AGM which will lapse at the conclusion of this 19th AGM.



## NOTICE OF NINETEENTH ANNUAL GENERAL MEETING (cont'd)

In view of the challenging time due to the COVID-19 pandemic, Bursa Securities had on 16 April 2020 introduced this 20% General Mandate and on 23 December 2021, further extended the implementation and utilisation of this 20% General Mandate to 31 December 2022 to allow a listed issuer to seek a higher general mandate under Rule 6.04 of the Listing Requirements of Bursa Securities of not more than twenty per centum (20%) of the total number of issued shares (excluding treasury shares) for the issuance of new securities.

The Ordinary Resolution 9 proposed under item 6 is to seek the 20% General Mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act. This 20% General Mandate may be utilised by the Company to issue and allot new ordinary shares until 31 December 2022 and thereafter, unless extended by Bursa Securities, the 10% limit under Rule 6.04(1) of the Listing Requirements of Bursa Securities will be reinstated. This authority, unless revoked or varied at general meeting, will expire at the next AGM of the Company.

### The Board of Directors' Statement

The Board of Directors of WAJA ("Board"), after due consideration, is of the opinion that this 20% General Mandate is in the best interest of the Company and its shareholders due to the unprecedented challenges brought by the COVID-19 pandemic, this 20% General Mandate is the most appropriate avenue of fund raising at this juncture. This 20% General Mandate will enable the Company to raise funds expeditiously without having to incur interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow. The funds raised will be used to finance the day-to-day operational expenses, working capital for the on-going projects or future projects/ investments to ensure the long-term sustainability of the Company.

### **7. Item 10 of the Agenda – Proposed Amendments to the Constitution of the Company**

The proposed amendments to the Constitution of the Company under item 10 of the Agenda are mainly to enhance administrative efficiency.

The proposed amendments to the Constitution of the Company shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.



**KONSORTIUM BERHAD**  
(formerly known as ConnectCounty Holdings Berhad)  
200301016513 (618933-D)  
(Incorporated in Malaysia)

**REVISED PROXY FORM**

<b>NO. OF SHARES HELD</b>	
<b>CDS ACCOUNT NO.</b>	

I/We\* \_\_\_\_\_ NRIC/Registration No.\* \_\_\_\_\_  
(full name in capital letters)

of \_\_\_\_\_  
(full address)

with email address: \_\_\_\_\_ mobile phone no.: \_\_\_\_\_

being a member/members\* of Waja Konsortium Berhad (formerly known as ConnectCounty Holdings Berhad) ("Waja" or "the Company") hereby appoint(s):-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

and (if more than one (1) proxy)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

or failing him/her\*, the Chairman of the Meeting as my/our\* proxy to vote for me/us\* on my/our\* behalf at the Nineteenth Annual General Meeting ("19<sup>th</sup> AGM" or "Meeting") of the Company to be held on a fully virtual basis through an online meeting platform via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) provided by Tricor Investor & Issuing House Services Sdn. Bhd. on Thursday, 30 June 2022 at 10.00 a.m. or at any adjournment thereof.

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If no specific direction as to vote is given, the Proxy will vote or abstain from voting at his/her\* discretion.

No.	Ordinary Resolutions	For	Against
1.	To approve the payment of Directors' fees and benefits of up to RM267,000.00 for the period from 1 July 2022 until the next Annual General Meeting of the Company.		
2.	To approve the payment of additional Directors' fees of RM7,000.00 for the period from 1 January 2021 up to the forthcoming Annual General Meeting.		
3.	To re-elect Mr. Chang Choon Ming as Director of the Company.		
4.	To re-elect Mr. Peh Lian Hwa as Director of the Company.		
5.	To re-elect Mr. Leu Kok Wai as Director of the Company.		
6.	To re-elect Major General Dato' Mamat Ariffin Bin Abdullah as Director of the Company.		
7.	To re-appoint Moore Stephens Associates PLT as Auditors of the Company.		
8.	To approve the authority for Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
No.	Special Resolution	For	Against
9.	To approve the Proposed Amendments to the Constitution of the Company.		

\* delete whichever not applicable.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of Member(s) / Common Seal

**NOTES:**

- a) According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.
- b) A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- c) A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy. There shall be no restriction as to the qualification of the proxy and a proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- d) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- e) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said securities account.
- f) Where a member of the Company is an exempt authorised nominee which holds deposited securities in the Company for multiple beneficial owners in one (1) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- g) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 75 of the Company's Constitution to issue the General Meeting Record of Depositors as at 23 June 2022. Only members whose names appear in the General Meeting Record of Depositors as at 23 June 2022 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- h) To be valid, the instrument appointing a proxy may be made in a hard copy form or by an electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting: -
  - (i) In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
  - (ii) By electronic form  
The proxy form can be electronically lodged via TIIH Online website at <https://tjih.online>. Please refer to the Administrative Guide of the 19th AGM on the procedure for electronic lodgement of the proxy form via TIIH Online.
- i) All resolutions as set out in the Notice of the Meeting will be put to vote by poll.
- j) The members are advised to refer to the Administrative Guide of the 19th AGM on the registration process for the Meeting.
- k) Members or proxies are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the Meeting using Remote Participation and Voting Facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at <https://tjih.online>. Please refer to the Administrative Guide of the 19th AGM as enclosed for further information in relation thereto.
- l) A member who has appointed a proxy or attorney or authorised representative to participate at this meeting must request his/her proxy to register himself/herself for RPV via TIIH Online website at <https://tjih.online>.
- m) Given the constantly evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our Meeting at short notice. Kindly check Bursa Malaysia Securities Berhad's and the Company's website at [www.waja.my](http://www.waja.my) for the latest updates on the status of the Meeting.

**Additional Notes for this Revised Proxy Form**

1. The Revised Proxy Form **DOES NOT INVALIDATE** the Proxy Form which was circulated together with the Notice of the 19th AGM dated 29 April 2022 ("Original Proxy Form").
2. If the Company receives both the Original Proxy Form and the Revised Proxy Form from a member, **THE LATTER SHALL SUPERSEDE THE FORMER**.
3. In the event that the Company does not receive the duly executed Revised Proxy Form within the required timeframe, **THE MEMBER WHO HAS DEPOSITED THE ORIGINAL PROXY FORM IN THE MANNER STATED IN THE NOTICE OF THE 19TH AGM DATED 29 APRIL 2022 WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS PROXY UNDER THE ORIGINAL PROXY FORM TO VOTE OR ABSTAIN ON THE ADDITIONAL RESOLUTIONS AS THE PROXY DEEMS FIT.**

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The Share Registrar of

**WAJA KONSORTIUM BERHAD**  
(formerly known as ConnectCounty Holdings Berhad)

**c/o Tricor Investor & Issuing House Services Sdn Bhd**  
Unit 32-01, Level 32, Tower A,  
Vertical Business Suite, Avenue 3,  
Bangsar South, No. 8, Jalan Kerinchi,  
59200 Kuala Lumpur,  
Wilayah Persekutuan

Please  
Affix  
Stamp

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