



NOTICE IS HEREBY GIVEN that the Twenty-Fourth (24th) Annual General Meeting (“AGM”) of PMCK Berhad (formerly known as Unique Luxury Holdings Sdn Bhd) (“PMCK” or the “Company”) will be held at Raia Hotel, Ballroom 3, Lot 3860, Mukim Titi Gajah, Seksyen 2, Bandar, 06550 Alor Setar, Kedah, on Monday, 29 September 2025 at 10:00 a.m. or at any adjournment thereof for the following purposes: -

AGENDA

AS ORDINARY BUSINESS:-

1. To receive the Audited Financial Statements for the financial year ended (“FYE”) 30 April 2025 together with the Reports of the Directors and Auditors thereon.

(Please refer to Explanatory Note (B)(1))
2. To re-elect the following Directors who are due to retire in accordance with Clause 21.7 of the Company's Constitution and being eligible, had offered themselves for re-election: -
2.1 Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff
2.2 Dato’ Dr. Lim Kim Huat

Resolution 1
Resolution 2
3. To approve the payment of Directors’ fee amounting to RM184,000 only for the FYE 30 April 2025 and Directors’ fee amounting to RM414,000 only for the financial year ending 30 April 2026 up to the next AGM of the Company in year 2026.

Resolution 3
4. To approve the payment of Directors’ benefits payable up to RM14,000 only for the period from 16 October 2024 until this AGM of the Company pursuant to Section 230(1)(b) of the Companies Act 2016 (“Act”).

Resolution 4
5. To approve the payment of Directors’ benefits payable up to RM31,000 only for the period from the conclusion of this AGM until the next AGM of the Company pursuant to Section 230(1)(b) of the Act.

Resolution 5
6. To re-appoint Messrs. TGS TW PLT as Auditors of the Company, to hold office until the conclusion of the next AGM, at a remuneration to be determined by the Directors.

Resolution 6

AS SPECIAL BUSINESS:-

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

7. **Ordinary Resolution**
Authority to issue and allot shares and Waiver of pre-emptive rights
“THAT subject always to the Companies Act 2016 (“Act”), the Constitution of the Company and approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby empowered to issue and allot shares in the Company, pursuant to Section 75 and Section 76 of the Act, at any time to such persons 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 pursuant to this mandate 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 the Directors be and are also empowered to obtain the approval for the listing and quotation of the additional shares so issued on Bursa Malaysia Securities Berhad; THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until: -
(a) the conclusion of the Company's next AGM, at which time it will lapse, unless the authority is renewed by a resolution passed at the general meeting;
(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 Company's shareholders in a general meeting, whichever is earlier.
AND THAT pursuant to Section 85 of the Act to be read together with Clause 16.6 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Section 75 and Section 76 of the Act.”

Resolution 7
8. **Ordinary Resolution**
Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions (“Proposed Shareholders’ Mandate”)
“THAT subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (“PMCK Group”) to enter into recurrent related party transactions (“RRPT”) of a revenue or trading nature as specified in Section 2.5 of the Circular to shareholders in relation to the Proposed Shareholders’ Mandate dated 29 August 2025, which transactions are necessary for the day-to-day operations in the ordinary course of business of PMCK Group on terms not more favourable to the related parties than those generally available to the public or unrelated third parties and are not to the detriment of the minority shareholders of the Company and the shareholders mandate is subject to annual renewal and disclosure being made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders’ mandate during the financial year and that such approval shall continue to be in force until: -
(a) the conclusion of the Company's next AGM, at which time it will lapse, unless the authority is renewed by a resolution passed at the general meeting;
(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 Company's shareholders in a general meeting, whichever is earlier.
AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the RRPT.”

Resolution 8
9. To transact any other business of which due notice shall have been given.

By Order of the Board,

YEOW SZE MIN, SSM PC NO. 201908003120, MA/CSA 7065735
POH MING YI, SSM PC NO. 202408000861, LS 0010863
Company Secretaries

Date: 29 August 2025
Penang

(A) Notes:-

1. A member may appoint more than one (1) proxy to attend the same meeting, speak and vote in his/her place in the Meeting. A proxy may but need not be a member of the Company. If a member appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholding to be represented by each proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 (“SICDA”), it may appoint at least one (1) but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
3. 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) 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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA. Where an Exempt Authorised Nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall be invalid unless the Exempt Authorised Nominee specifies proportion of its shareholding to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
5. The appointment of proxy(ies) may be made in hardcopy form or by electronic means as follows: -
a) In Hardcopy Form
The instrument appointing a proxy or representative and the duly registered power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Suite 18.05, MWE Plaza, No. 8, Lebuh Farquhar, 10200 George Town, Pulau Pinang.
- b) By Electronic Means
The proxy form may also be lodged electronically by email to info@sshb.com.my or by fax to +603-2094 9940. in either case, not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 22 September 2025 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.
7. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy.

NOTICE OF 24TH

ANNUAL GENERAL MEETING

(A) Notes:- (Cont’d)

8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all resolutions set out in this notice will be put to vote by way of a poll.

(B) Explanatory Notes to Ordinary Business:-

1. The first agenda of this meeting is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval for the Audited Financial Statements from the shareholders. Hence, this Agenda is not put forward to shareholders for voting.
2. **Resolutions 1 to 2 – Re-election of Directors**
Clause 21.7 of the Company's Constitution states that one-third (1/3) of the Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.
Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff and Dato’ Dr. Lim Kim Huat who retire in accordance with Clause 21.7 of the Company's Constitution and being eligible, have offered themselves for re-election. In determining the eligibility of the Directors to stand for re-election at the forthcoming AGM, the Nominating Committee (“NC”) has assessed and recommended to the Board the re-election of retiring Directors based on the following consideration: -
(i) satisfactory performance and have met the criteria of Fit and Proper Policy of the Company in terms of character, experience, integrity, competence and time in discharging their duties and responsibilities;
(ii) level of independence demonstrated by the independent director; and
(iii) their ability to act in the best interest of the Company in decision-making.
The Board approved the NC's recommendation for the re-election of the retiring Directors pursuant to Clause 21.7 of the Company's Constitution at the forthcoming AGM of the Company. The retiring Directors had abstained from deliberation as well as decision on their own eligibility to stand for re-election at the relevant Board meeting.
3. **Resolutions 3 to 5 – Proposed payment of Directors’ Remuneration**
Section 230(1) of the Act provides amongst others, that the fee of the Directors and any benefits payable to the Directors of a listed company shall be approved at the general meeting. Pursuant thereto, shareholders’ approval is sought for the payment of fees and benefits payable to Directors, in separate resolutions as follows: -
Resolution 3 – To approve the payment of Directors’ fee amounting to RM184,000 only for the FYE 30 April 2025 and Directors’ fee amounting to RM414,000 only for the financial year ending 30 April 2026 up to the next AGM of the Company in year 2026;
Resolution 4 – To approve the payment of Directors’ benefits payable up to RM14,000 only for the period from 16 October 2024 until this AGM of the Company pursuant to Section 230(1)(b) of the Act; and
Resolution 5 – To approve the payment of Directors’ benefits payable up to RM31,000 only for the period from the conclusion of this AGM until the next AGM of the Company pursuant to Section 230(1)(b) of the Act.
The fees payable to the Directors, details of which are as follows: -

No. Directors	Financial year ending	
	FYE 30 April 2025 Fees (RM)	30 April 2026 up to next AGM in 2026 Fees (RM)
1. Duli Yang Teramat Mulia Raja Puan Muda Kedah Che Puan Muda Zaheeda Binti Mohamad Ariff	56,000	126,000
2. Koay Kah Ee	48,000	108,000
3. Chan Chee Woei	40,000	90,000
4. Yeong Siew Lee	40,000	90,000

The Board of Directors at its meeting held on 4 August 2025 agreed as a whole the Remuneration Committee's recommendation for the proposed Directors’ fees for the FYE 30 April 2025 and for the financial year ending 30 April 2026 up to the next AGM of the Company in year 2026.
The benefits payable to each Director pursuant to Section 230(1)(b) of the Act have been reviewed by the Board of Directors of the Company, all of whom have recognised that the benefits payable are in the best interest of the Company. The benefits comprised of meeting allowances and reimbursement for meeting expenses, which will only be accorded based on actual attendance of meetings by the Directors.
The benefits payable to Directors are as follows: -

	16 October 2024 to 24 th AGM (RM)	24 th AGM to 25 th AGM (RM)
Meeting Allowance	7,200	12,000
Other benefits (Reimbursement for meeting expenses)	6,800	19,000

In the event, the proposed amount is insufficient, e.g. due to enlarged Board size, approval will be sought at the next AGM for the shortfall.

4. **Resolution 6 – Re-appointment of Auditors**
Pursuant to Section 271(3)(b) of the Act, shareholders shall appoint auditors who shall hold office until the conclusion of the next AGM in year 2026. The current auditors, Messrs. TGS TW PLT has expressed their willingness to continue in office.
The Board and Audit and Risk Management Committee of the Company have considered the re-appointment of Messrs. TGS TW PLT as auditors of the Company and collectively agreed that Messrs. TGS TW PLT has met the relevant criteria prescribed by Rule 15.21 of the Listing Requirements.
The Board of Directors recommends the re-appointment of Messrs. TGS TW PLT as External Auditors of the Company to hold the office until the conclusion of the next AGM.

(C) Explanatory Notes to Special Business:-

1. **Resolution 7 – Authority to issue and allot shares and Waiver of pre-emptive rights**
The Ordinary Resolution proposed herein is primarily to seek shareholders’ mandate to give flexibility to the Board of Directors to issue and allot shares up to 10% of the total number of issued share (excluding treasury shares) of the Company for the time being, at any time in their absolute discretion for such purposes as the Board of Directors considers to be in the best interests of the Company (hereinafter referred to as the “General Mandate”) and to waive the statutory pre-emptive rights of shareholders of the Company (“Waiver of pre-emptive rights”). This General Mandate is sought to avoid any delays and costs involved with the convening of a general meeting. This General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.
The Waiver of pre-emptive rights will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.
The General Mandate, upon granted, will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares for the purpose of funding future investment project(s), working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration.
2. **Resolution 8 – Proposed Shareholders’ Mandate**
The proposed Ordinary Resolution 8, if approved by shareholders, will authorise the Proposed Shareholders’ Mandate and allow the Company and its subsidiaries to enter into RRPT of a revenue or trading nature as set out in Section 2.5 of the Circular to shareholders in relation to the Proposed Shareholders’ Mandate dated 29 August 2025, with the related parties in the ordinary course of business which are necessary for the day-to-day operations based on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM after the date it 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 revoked/varied by resolutions passed by the shareholders of the Company in general meeting; whichever is the earlier. Further information on the Proposed Shareholders’ Mandate is set out in the Circular to shareholders in relation to the Proposed Shareholders’ Mandate dated 29 August 2025.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, speak and vote at the AGM and/or any adjournment thereof, 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 the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), 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.

STATEMENT ACCOMPANYING NOTICE OF AGM

(Pursuant to Rule 8.29(2) of the Listing Requirements)

1. **Details of individuals who are standing for election as Directors**
As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming Twenty-Fourth (24th) AGM.
2. **General mandate for issue of securities in accordance with Rule 6.04(3) of the Listing Requirements**
Details of the general mandate to issue securities in the Company pursuant to Section 75 and Section 76 of the Act are set out in Explanatory Note (C)(1) of the Notice of the Twenty-Fourth (24th) AGM.