



NOTICE OF THE FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First Annual General Meeting ("**1st AGM**") of Elridge Energy Holdings Berhad ("**Company**") will be held at Menara AFA, 1, Jalan Batu Caves, 68100 Batu Caves, Selangor Darul Ehsan on Monday, 23 June 2025 at 10:00 a.m. for the transaction of the following business:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon.
(Please refer to Explanatory Note 1)
- To approve the Directors' fees payable to the Non-Executive Directors of the Company amounting to RM203,500 for the period from 1 February 2024 (date of appointment) until 31 December 2024.
(Resolution 1)
- To approve the Directors' fees payable to the Non-Executive Directors of the Company amounting to RM438,000 for the period from 1 January 2025 until the date of the next Annual General Meeting of the Company in year 2026.
(Resolution 2)
- To approve the Directors' benefits payable to the Non-Executive Directors of the Company up to an amount of RM46,000 for the period from 1 February 2024 (date of appointment) until 31 December 2024.
(Resolution 3)
- To approve the Directors' benefits payable to the Non-Executive Directors of the Company up to an amount of RM153,000 for the period from 1 January 2025 until the date of the next Annual General Meeting of the Company in year 2026.
(Resolution 4)
- To re-elect the following Directors, who are due to retire pursuant to Clause 21.7 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - YBhg. Tan Sri Dr. Azmil Khalili Bin Dato' Khalid;
(Resolution 5)
 - Mr. Yeo Hock Cheong;
(Resolution 6)
 - Encik Salihudin Bin Mohd Razali;
(Resolution 7)
 - Dr. Wang Hong;
(Resolution 8)
 - Encik Ahmad Lutfi B. Abdull Mutalip @ Talib;
(Resolution 9)
 - Ms. Tan Suat Hoon; and
(Resolution 10)
 - Cik Rozainah Binti Baharuddin.
(Resolution 11)
- To re-appoint HLB Ler Lum Chew as Auditors of the Company until the conclusion of the AGM in year 2026 and to authorise the Directors to fix their remuneration.
(Resolution 12)

As Special Business

To consider and, if thought fit, with or without any modification, to pass the following Ordinary Resolution:-

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**
(Resolution 13)

"THAT subject always to the Companies Act 2016, the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Companies Act 2016, to issue and allot shares in the capital of the Company from time to time at such price and to such persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company ("**New Shares**") for the time being without first offering the New Shares to the existing shareholders of the Company;

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad;

AND FURTHER THAT such authority shall commence immediately upon passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company;

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

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC NO. 201908002648)
TAN LEY THENG (MAICSA 7030358) (SSM PC NO. 201908001685)
Company Secretaries

Kuala Lumpur
30 April 2025

EXPLANATORY NOTES:

- Audited Financial Statements for the financial year ended 31 December 2024**

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

- Resolutions 1 to 4 – Payment of Directors' Fees and Benefits**

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The payment of the Directors' fees and benefits for the period from 1 February 2024 (date of appointment) until 31 December 2024 will only be made if the relevant proposed Resolutions 1 and 2 have been passed at this AGM.

The proposed Resolution 3 is to facilitate payment of Directors' fees on current financial year basis. The Directors' fees proposed for the period from 1 January 2025 until the date of the next AGM of the Company in year 2026, are calculated based on the current board size and assuming that all Non-Executive Directors will hold office until the next AGM.

The proposed Resolution 4 is to facilitate payment of Directors' benefits for the period from 1 January 2025 until the date of the next AGM. Directors' benefits comprise the meeting attendance allowances payable to the Non-Executive Directors

In the event the Directors' fees and benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size etc.), approval will be sought at the next AGM for the additional amount to meet the shortfall

- Resolutions 5 to 11 - Re-election of Directors**

For the purpose of determining the eligibility of the Directors to stand for re-election at the 1st AGM, the Board of Directors through its Nomination Committee had reviewed and assessed each of the retiring Directors from the annual assessment and evaluation of the Board of Directors for the financial year ended 31 December 2024.

Based on the results of the annual evaluations, the Board of Directors is satisfied with the performance and contributions of the retiring Directors and supports the re-election based on the following considerations:

- satisfactory performance and have met the Board's expectation in discharging their duties and responsibilities;
- met the fit and proper criteria in discharging their roles as directors of the Company;
- level of independence demonstrated by the independent director; and
- their ability to act in the best interest of the Company in decision-making.

The retiring Directors have consented to their re-election and abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board and Nomination Committee, where relevant.

The profiles of the retiring Directors are set out in the Annual Report in respect of the financial year ended 31 December 2024.

- Resolution 12 – Re-Appointment of Auditors**

The Audit and Risk Management Committee has assessed the suitability, objectivity and independence of HLB Ler Lum Chew and was satisfied with their independence and performance.

The Audit and Risk Management Committee had recommended the re-appointment of HLB Ler Lum Chew as external auditors of the Company to the Board for their recommendation to the shareholders for re-appointment at this AGM until the conclusion of the next AGM in year 2026.

The Board, at the recommendation of the Audit and Risk Management Committee, endorsed the re-appointment of HLB Ler Lum Chew as external auditors of the Company, to be presented to the shareholders for approval.

- Resolution 13 - Authority to Issue Shares pursuant to the Act**

The proposed Resolution 13 is intended to grant authority to the Directors of the Company pursuant to the Act, to issue and allot new shares in the Company at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "**General Mandate**"). The 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 purpose to seek the General Mandate is to provide flexibility to the Directors of the Company for allotment of shares for any possible fund-raising activities for the purpose of funding future investment project(s), working capital, acquisition(s) and/ or such other purposes as the Directors may deem fit without convening a general meeting as it would be both time and cost-consuming to organise a general meeting.

In accordance with Clause 16.6 of the Constitution of the Company, the proposed Resolution 13, if passed, shall be taken as the members' agreement for the New Shares to be issued to such persons as the Directors may deem fit without first offer to the existing shareholders.

Notes to the Notice of the 1st AGM

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 June 2025 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the 1st AGM.
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead. A member may appoint more than one (1) proxy to attend the meeting, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- A proxy need not be a member 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 of the Company shall have the same rights as the members to attend, participate, speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- Where a member 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 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 (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 instrument appointing a proxy shall be in writing under the hand of the appointor or 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 in writing.
- Publication of Notice of 1st AGM on corporate website

Pursuant to Section 320(2) of the Act, a copy of this Notice together with the proxy form and Administrative Guide are available at the corporate website of the Company at https://elridgeenergyholdings.com/general_meeting.html.

- Appointment of Proxy(ies)

A member may obtain the proxy form for the 1st AGM vide Note (7) above or the Annual Report (hard copy) or Annual Report (electronic copy) released to Bursa Securities.

The appointment of proxy(ies) may now be made in hard copy or by electronic form, and shall be deposited with the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd., either at the designated office as stated below or vide **Securities Services e-Portal**, not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjournment thereof (**i.e. on or before Saturday, 21 June 2025 at 10:00 a.m.**):-

Mode of submission	Designated address / Facsimile No. / Email address
(i) Hard copy	Securities Services (Holdings) Sdn. Bhd. Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan Contact number for enquiry: +603-2084 9000 Fax: +603-2094 9940 and/or +603-2095 0292 Email: eservices@sshs.com.my
(ii) Electronic form	(A) Vide Facsimile (Fax No.: +603-2094 9940/ +603-2095 0292); or (B) Vide designated email address of Share Registrar: info@sshs.com.my

The lodging of the Form of Proxy does not preclude a member from attending and voting at the 1st AGM should he subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan prior to the time stipulated for holding the 1st AGM or any adjournment thereof.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING (pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

- Details of individuals who are standing for election as Directors**

There is no individual standing for election as a Director at the 1st AGM of the Company.

- Statement relating to General Mandate for Issue of Securities in accordance with Rule 6.04(3) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad**

Details on the authority to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in Explanatory Note (5) of the Notice of the 1st AGM.