

NOTICE OF 51ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 51st Annual General Meeting (“AGM”) of Credit Guarantee Corporation Malaysia Berhad (“CGC”) will be held fully virtual at the broadcast venue at Bangunan CGC, Kelana Business Centre, 97, Jalan SS 7/2, 47301 Petaling Jaya, Selangor Darul Ehsan (“Broadcast Venue”) on Thursday, 20 June 2024, at 12.00 p.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESSES:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire by rotation in accordance with Articles 76A and 76B of CGC’s Constitution and who being eligible offer themselves for re-election:
 - a) Encik Lim Choon Eng; and **Resolution 1**
 - b) Encik Suhaimi bin Ali. **Resolution 2**
3. To re-elect Encik Kellee Kam Chee Khiong who retire in accordance with Article 77 of CGC’s Constitution and who being eligible offer himself for re-election. **Resolution 3**
4. To approve the payment of the following fees to Non-Executive Directors for the period from the 51st AGM to the 52nd AGM of CGC, payable in a manner as the Board of Directors may determine: **Resolution 4**
 - (i) Non-Executive Chairman’s fee of RM204,000.00 per annum;
 - (ii) Non-Executive Directors’ fee of RM96,000.00 per annum for each Non-Executive Director;
 - (iii) Board Committee Chairman’s fee of RM20,000.00 per annum for Chairman of each Board Committee; and
 - (iv) Board Committee Member’s fee of RM10,000.00 per annum for member of each Board Committee.
5. To approve Directors’ benefits up to an amount of RM904,960.00 payable to the Non-Executive Chairman and Non-Executive Directors from the 51st AGM to the 52nd AGM of CGC, payable in a manner as the Board of Directors may determine. **Resolution 5**
6. To re-appoint Messrs. Ernst & Young PLT as Auditors of CGC for the financial year ending 31 December 2024 and to authorise the Board of Directors to fix their remuneration. **Resolution 6**
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and CGC’s Constitution.

BY ORDER OF THE BOARD

DAENG HAFEZ ARAFAT BIN ZUHUD
(LS0007002) (SSM PC No.: 202008003092)
 Company Secretary

Petaling Jaya
 21 May 2024

NOTICE OF 51ST ANNUAL GENERAL MEETING

NOTES:

Proxy

1. A member entitled to attend, participate, speak and vote is entitled to appoint a proxy to attend, participate, speak and vote on his behalf. A proxy may but need not be a member of CGC and there shall be no restriction as to the qualification of a proxy.
2. 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 company under the hand of an officer or attorney of the company.
3. A company member having share capital may appoint more than one proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarial certified copy of that power of authority shall be deposited at the Registered Office of CGC - Level 14, Bangunan CGC, Kelana Business Centre, No. 97, Jalan SS7/2, 47301 Petaling Jaya, Selangor Darul Ehsan or email to CompanySecretarial@cgc.com.my, not less than 48 hours before the time for holding the meeting or any adjournment thereof.

Audited Financial Statements for Financial Year ended 31 December 2023

5. The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 ("CA 2016") for discussion only under Agenda 1 which do not require shareholders' approval and hence, will not be put for voting.

Ordinary Resolutions 1, 2 and 3 - Re-election of Directors who retire in accordance with Articles 76A, 76B and 77 of CGC's Constitution

6. The Board had on 23 April 2024 endorsed the Board Nomination and Remuneration Committee ("BNRC")'s recommendation for re-election of the following directors who shall retire in accordance with Articles of CGC's Constitution:
 - (i) Articles 76A and 76B:
Encik Lim Choon Eng and Encik Suhaimi bin Ali, who have been the longest in office since their last election to retire and shall be eligible for re-election.
 - (ii) Article 77:
Encik Kellee Kam Chee Khiong who was appointed as Independent Non-Executive Director of CGC on 16 October 2023, shall hold office until the 51st AGM and shall be eligible for re-election.

A brief profile of the abovementioned Non-Executive Directors is set out in pages 211, 212 and 213 respectively of CGC Annual Report 2023.

All the above Directors had abstained from deliberations and decision on their eligibility to stand for re-election at the Board Meeting.

Ordinary Resolution 4 - Directors' Fees

7. Section 230(1)(a) of CA 2016 provides that "the fees" of the Directors and "any benefits" payable to the Directors of a public company shall be approved at a general meeting.

The last revision of directors' remuneration was conducted in 2018. Taking into consideration of director's heavy duties and responsibilities with the current composition of seven (7) directors and based on benchmarking against industry peers, a comprehensive review exercise on directors' remuneration was undertaken.

The Board had on 19 February 2024 deliberated the BNRC's recommendation on the proposed revision of directors' remuneration and thereafter endorsed the proposal on 3 April 2024 to increase the Non-Executive Directors' fee and introduce Board Committees Fee as follows:

Description	Current Fees (RM) (Approved at the 45 th AGM on 25 June 2018)		Proposed Fees (RM) (Approval sought at 51 st AGM)	
	Chairman	Member	Chairman	Member
Board Fee	RM180,000 per annum	RM72,000 per annum	RM204,000 per annum	RM96,000 per annum
Board Committee Fee	-	-	RM20,000 per annum	RM10,000 per annum

The above proposal is made to attract, retain and motivate current and future Non-Executive Directors on Board of CGC. CGC believes that based on complexity of role of its Non-Executive Directors and onerous risk and personal liability borne by them, the abovementioned proposed fees are fair and equitable. The proposed fees are also in line with peers within the industry.

With the introduction of Board Committees Fee, Chairman and member of Board Committees will be accorded a distinct and appropriate remuneration package to reflect their role and responsibilities in respective Board Committees.

Ordinary Resolution 5 - Directors' Benefits

8. The proposed Directors' Benefits payable to Non-Executive Chairman and Non-Executive Directors comprise allowances, benefits-in-kind and other emoluments payable to them. Details of the proposed benefits are as follows:

Type	Detail/Amount	Chairman	Members
Meeting Allowance	RM5,000 per meeting	√	
	RM3,500 per meeting		√
Mobile Phone Allowance	RM500 per month	√	√
Car Allowance	RM6,000 per month	√	
Entertainment Allowance	RM2,000 per month	√	
Company Driver	RM7,200 per annum (based on taxable rate)	√	
Other benefits	Medical coverage, travel & communication, working tool and other claimable benefits	√	√

NOTICE OF 51ST ANNUAL GENERAL MEETING

The proposed Directors' Benefit amounting to RM904,960.00 will be paid to Non-Executive Chairman and Non-Executive Directors from the 51st AGM until the 52nd AGM. Payment of Directors' Benefit will be made by CGC on monthly basis and/or as and when incurred.

The estimated amount of the Directors' Benefit is calculated based on an estimated number of scheduled Board and Board Committees Meetings, training organised for the Board, and also number of Non-Executive Directors involved in these meetings/trainings.

Ordinary Resolution 6 - Re-appointment of Auditors

9. The Board Audit Committee ("BAC") had at its meeting on 4 April 2024 assessed the suitability and independence of the external auditors, Messrs. Ernst & Young PLT ("EY") in accordance with CGC's External Auditor Policy.

The BAC was satisfied with EY's performance in 2023 based on the quality of audit, efficiency, independence and sufficiency of resources provided to complete their assignment. Subsequently, the BAC had recommended to the Board on the re-appointment of EY as CGC's external auditors for the financial year ending 31 December 2024.

The Board at its meeting held on 23 April 2024 endorsed the BAC's recommendation for the shareholders' approval to be sought at the 51st AGM on the re-appointment of EY as CGC's external auditors for the financial year ending 31 December 2024.