

**AGRICORE CS HOLDINGS BERHAD**Registration No. 202301018008 (1511930-P)
(Incorporated in Malaysia)**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Third ("3rd") Annual General Meeting ("AGM") of Agricore CS Holdings Berhad ("Agricore" or "the Company") will be held at **Bendera 3, Level 3, Holiday Inn & Suites Penang Prai, 1919, Jalan Juru Sentral, 14000 Bukit Mertajam, Pulau Pinang on Tuesday, 19 May 2026 at 11:00 a.m.** for the following purposes: -

AGENDA

- As Ordinary Business:-**
- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
 - To approve the payment of Directors' fees to Non-Executive Directors of up to RM180,000.00 for the period from 1 June 2026 until the next AGM of the Company. **Ordinary Resolution 1**
 - To approve the payment of benefits (excluding Directors' fees) payable to the Non-Executive Directors up to an amount of RM20,000.00 for the period from 20 May 2026 until the next AGM of the Company. **Ordinary Resolution 2**
 - To re-elect Ms. Lee Seow Ling who is retiring pursuant to Paragraph 102(2) of the Constitution of the Company and being eligible, has offered herself for re-election. **Ordinary Resolution 3**
 - To re-elect the following Directors who are retiring pursuant to Paragraph 107(2) of the Constitution of the Company and being eligible, have offered themselves for re-election:
 - Mr. Wong Pak Yui
 - Ms. Ng Pei Jin**Ordinary Resolution 4**
Ordinary Resolution 5
 - To re-appoint Messrs. TGS TW PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

As Special Business:-

To consider and, if thought fit, with or without any modification, to pass the following resolution which will be proposed as Ordinary Resolution:

- Ordinary Resolution:-**
Authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights **Ordinary Resolution 7**

THAT subject always to the Companies Act 2016 (the "Act"), the Constitution of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("AMLR") and any relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the Company, 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 Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being; **THAT** in connection with the above, pursuant to Section 85 of the Act to be read together with Paragraph 62(1) of the Constitution of the Company, that 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 the Act; **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; **AND FURTHER THAT** such authority shall commence immediately upon the 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 business of which due notice shall have been given.

By Order of the Board,

YEOW SZE MIN (SSM PC No. 201908003120, MAICSA 7065735)**LOW SEOW WEI** (SSM PC No. 202008000437, MAICSA 7053500)

Company Secretaries

Date: 17 April 2026

- (A) Notes:**
- For the purpose of determining who shall be entitled to attend the 3rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at **12 May 2026**. Only a depositor whose name appears on this Record of Depositors shall be entitled to attend the 3rd AGM or appoint proxy/proxies to attend, speak and vote on his/her/their behalf.
 - A member of the Company (except an exempt authorised nominee) entitled to participate, speak and vote at the 3rd AGM of the Company may appoint not more than two (2) proxies or the Chairman as his/her proxy to participate, speak and vote in his/her stead, by indicating the voting instruction in the Form of Proxy:
 - A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
 - Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
 - A proxy appointed by the member shall have the same rights as the member to participate, speak, and vote at the Meeting.
 - In the case of a corporate member, the instrument appointing a proxy shall be in writing and must be either under its common seal or under the hand of its officer or attorney duly authorised.
 - 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 which is credited with ordinary shares of the Company.
 - Where a member is an exempt authorised nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
 - Where an authorised nominee or EAN appoints more than one (1) proxy, the appointment shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
 - The instrument appointing a proxy or representative and the duly registered power of attorney or other authority, if any, shall be in writing under the hand of the appointer or his/her attorney duly appointed under a Power of Attorney or, if such appointer is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a Director or its attorney duly appointed under a Power of Attorney.
 - The appointment of proxy(ies) may be made in hardcopy form or by electronic means as follow:-
 - In hardcopy form**
The proxy form shall be deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By electronic means**
The proxy form may also be lodged electronically via [Vistra Share Registry and IPO \(MY\) portal \("The Portal"\) at https://srmv.vistra.com](https://srmv.vistra.com).
 - All instrument appointing a proxy or representative and the duly registered power of attorney or other authority (if any), must be received by the Share Registrar of the Company not less than forty-eight (48) hours before the time set for holding the 3rd AGM or any adjournments thereof.
 - A member is not precluded from attending the Meeting in person after lodging the instrument of proxy. If you have submitted your instrument appointing a proxy prior to the Meeting and subsequently wish to revoke your proxy appointment(s), you may deposit a written notice of termination of proxy authority in the following manner:
 - In hardcopy form**
The written notice shall be deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd., at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or via the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By electronic means**
The written notice may also be lodged electronically via [The Portal at https://srmv.vistra.com](https://srmv.vistra.com).

Such notice must be received by the Share Registrar not less than forty-eight (48) hours before the time appointed for holding the 3rd AGM or any adjournment thereof. In such an event, you should advise your proxy(ies) accordingly. Alternatively, you may proceed to the Help Desk on the day of the Meeting to revoke the appointment of your proxy.
 - Any alteration to the instrument appointing a proxy must be initiated. The Company shall be entitled to reject an instrument of proxy that is incomplete, improperly completed, illegible, or where the true intentions of the appointer are not ascertainable from the instructions of the appointor specified on the instrument of proxy.
- Poll Voting**
Pursuant to Rule 8.31A of the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions set out in the Notice of 3rd AGM will be put to vote by way of a poll.
- (B) Explanatory Notes:**
- Item 1 of the Agenda: Audited Financial Statements for the financial year ended 31 December 2025**
The first agenda of this Meeting is meant for discussion only, as Section 340(1) of the Companies Act 2016 ("Act") does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda is not put forward to shareholders for voting.
Ordinary Resolutions 1 and 2: Payment of Directors' fee and benefits made payable to the Non-Executive Directors
Paragraph 108 of the Constitution of the Company provides that any fees and benefits payable to Directors shall be subject to shareholders' annual approval at a general meeting. Pursuant thereto, shareholders' approval is sought for the payment of fees to Directors (Ordinary Resolutions 1) and benefits payable to Directors (Ordinary Resolution 2). Ordinary Resolution 1 - The proposed ordinary resolution 1 is to facilitate the payment of Directors' fees for the period from 1 June 2026 until the next AGM of the Company, to be payable on monthly basis in arrears.
Ordinary Resolution 2 - The benefits payable to the Directors pursuant to Section 230(1)(b) of the Act have been reviewed by the Remuneration Committee and the Board of Directors ("the Board") of the Company, which recognised that the benefits payable is in the best interest of the Company for the applicable period from 20 May 2026 up to the conclusion of next AGM. The benefits are reimbursed for appropriate expenses incurred in the performance of their duties such as travelling expenses, accommodation, etc.
 - Ordinary Resolutions 3-5: Re-election of Directors**
Paragraph 102(2) of the Constitution of the Company states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election.
Paragraph 107(2) of the Constitution of the Company further states that any Director so appointed shall hold office until the next AGM but shall be eligible for re-election.
Ms. Lee Seow Ling who is due for retirement in accordance with Paragraph 102(2) of the Constitution of the Company has offered herself for re-election at the 3rd AGM.
Mr. Wong Pak Yui and Ms. Ng Pei Jin who are due for retirement in accordance with Paragraph 107(2) of the Constitution of the Company have offered themselves for re-election at the 3rd AGM.
The profiles of the Directors who are standing for re-election are provided in the Annual Report of the Company.
In determining the eligibility of the Directors to stand for re-election at the 3rd AGM, the Nomination Committee ("NC") has considered the following:-
(i) satisfactory performance and have met the criteria of Directors' Fit and Proper Policy of the Company in terms of character, experience, integrity, competence and time in discharging their duties and responsibilities;
(ii) for Independent and Non-Executive Director ("INED") only, the level of independence demonstrated by the INED and her ability to act in the best interest of the Company; and
(iii) their ability to act in the best interest of the Company in decision-making.
The Board to Paragraphs the NC's recommendation for the retiring Directors pursuant to Paragraphs 102(2) and 107(2) of the Constitution of the Company to seek shareholders' approval for re-election. All the retiring Directors have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NC and Board meetings.
 - Ordinary Resolution 6: Re-appointment of Auditors**
The Audit and Risk Management Committee and the Board having considered the re-appointment of Messrs. TGS TW PLT as auditors of the Company, are satisfied with the performance, competency, audit approach and independence of Messrs. TGS TW PLT and viewed that the Auditors have met the relevant criteria prescribed by Rule 15.21 of AMLR of Bursa Securities.
 - Ordinary Resolution 7: Authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights**
The Ordinary Resolution proposed under Ordinary Resolution 7 is primarily to seek for renewal of a Previous Mandate (as defined herein) to give flexibility to the Board to issue and allot shares up to 10% of the total number of issued shares of the Company for the time being, at any time in its absolute discretion without convening a general meeting (hereinafter referred to as the "General Mandate").
The Company has been granted a general mandate by its shareholders at the last AGM held on 22 May 2025 (hereinafter referred to as the "Previous Mandate"). The Previous Mandate was not utilised and accordingly, no proceeds were raised.
The General Mandate, upon renewal, will provide flexibility to the Company to undertake any possible fund raising activities, including but not limited to placement of shares, for the purpose of funding Company's future investment projects, working capital, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company. 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. The waiver of pre-emptive rights will allow the Board to issue new Ordinary 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.