

BEDI

BERHAD

BEDI BERHAD

(Formerly known as WMG Holdings Bhd.)
Registration No. 201501041664 (1166985-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of BEDI Berhad (formerly known as WMG Holdings Bhd.) (“**the Company**”) will be held at Ground Floor, Lobby 1, Crystal Plaza, No.4, Jalan 51A/223, 46100 Petaling Jaya, Selangor Darul Ehsan (“**Main Venue**”) on Thursday, 26 February 2026 at 3.00 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution: -

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY ASTERASIA SDN. BHD. (“ASB”), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF BEDI BERHAD (FORMERLY KNOWN AS WMG HOLDINGS BHD.) TO MYDIN WHOLESALE CASH AND CARRY SDN. BHD., OF A DOUBLE-STOREY HYPERMARKET BUILDING BEARING POSTAL ADDRESS OF LOT 3A, SEJATI COMMERCIAL, JALAN MERPATI, BATU 7, JALAN AIRPORT, 90000 SANDAKAN, SABAH, HELD UNDER COUNTRY LEASE 075636172 LOCATED IN THE DISTRICT OF SANDAKAN, SABAH (“SUBJECT PROPERTY”) FOR A TOTAL CASH CONSIDERATION OF RM85.00 MILLION (“PROPOSED DISPOSAL”)

THAT subject to the approvals of all relevant authorities and/or parties (where required), and the conditions precedent in the conditional sale and purchase agreement dated 13 November 2025 entered into between ASB (as vendor) and Mydin Wholesale Cash and Carry Sdn. Bhd. (as purchaser) for the Proposed Disposal (“**SPA**”) being obtained/fulfilled or waived (as the case may be), approval be and is hereby given to ASB to dispose the Subject Property for a total cash consideration of RM85.00 million, in accordance with the terms and conditions as stipulated in the SPA;

THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised and empowered to do all acts, deeds and things and to make all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in connection with or to give full effect to the Proposed Disposal, with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, at their discretion and/or imposed or permitted by the relevant authorities and/or parties.

THAT the Board be and is hereby authorised to execute, sign and deliver all such documents and/or agreements with any party or parties, and to take all necessary steps for and on behalf of the Company as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Disposal.

By Order of the Board,

TEO SOON MEI (SSM PC NO. 201908000235) (MAICSA 7018590)

TEE WAN TING (SSM PC NO. 202208000388) (MAICSA 7077906)

Company Secretaries

Kuala Lumpur

11 February 2026

Notes:

- The EGM of the Company will be held at the Main Venue. Members and proxies will have to attend physically in person at the Main Venue.*
- A member who is entitled to attend and vote at the EGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the EGM. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the EGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.*
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint at least one (1) proxy 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.*
- 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 appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised.*
- The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof: -*
 - In Hardcopy Form*
The Form of Proxy shall be deposited at the Share Registrar’s office, Symphony Corporate Services Sdn. Bhd. at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia.
 - By Electronic Means*
The Form of Proxy shall be electronically submitted via email at the Poll Administrator’s email address at symphonycorporateservices@gmail.com
- Pursuant to Paragraph 8.29A(1) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of EGM will be put to vote by poll.*
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 February 2026 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the EGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.*
- Those forms of proxy which are indicated with “x” or “✓” in the spaces provided to show how the votes are to be cast will also be accepted. Any alteration in the form of proxy must be initialled.*
- The Company shall be entitled to reject any instrument of proxy lodged if the member is not shown to have any shares entered against his/her name in the Register and/or subject to the Company’s Constitution in relation to the General Meeting Records of Depositors made available to the Company.*

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclose of the member’s personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”);*
- warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company for the Purposes; and*
- 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.*



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ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Day and Date : Thursday, 26 February 2026

Time : 3.00 p.m.

Main Venue : Ground Floor, Lobby 1, Crystal Plaza, No.4, Jalan 51A/223, 46100 Petaling Jaya, Selangor Darul Ehsan

REGISTRATION ON THE DAY OF EGM

The registration counter will be opened at **2.00 p.m. on Thursday, 26 February 2026** at Ground Floor, Lobby 1, Crystal Plaza, No.4, Jalan 51A/223, 46100 Petaling Jaya, Selangor Darul Ehsan.

Attendees are requested to produce/show their original MyKAD or Passport (for non-Malaysian) to the registration personnel for verification purposes. Kindly ensure the original MyKAD or Passport is returned to you thereafter. Please take note that no person will be allowed to register on behalf of another person, even with the original MyKAD or Passport of that person.

PARKING

Vehicles may be parked at the designated location at your convenience. Please be advised that the parking fees are to be borne by the individual parking the vehicle.

NO DOOR GIFT OR FOOD VOUCHERS

Please be informed that no door gift or food voucher will be provided to members/proxies at the Main Venue. Light refreshments will be provided.

MOBILE DEVICES

Please ensure that all mobile devices (i.e. phones/other sound emitting devices) are switched off or put in silent mode during the Meeting to ensure smooth and uninterrupted proceedings.

Photography and recording of the Meeting proceedings, either vocal and/or audio-visual, are strictly prohibited.

ELIGIBILITY TO ATTEND BASED ON THE RECORD OF DEPOSITORS

Only shareholder whose name appears on the Record of Depositors as at **19 February 2026** is entitled to attend, participate, speak and vote at the EGM or appoint proxy(ies) to attend, participate, speak and vote on his/her behalf in respect of the number of shares registered in his/her name at that time.

APPOINTMENT OF PROXY(IES)

A shareholder who is unable to attend the EGM on 26 February 2026 may appoint proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy.



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If you wish to appoint proxy/proxies to participate in the EGM, the Form of Proxy **must be completed and deposited** to the Share Registrar Office at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan not less than forty-eight (48) hours before convening the EGM, otherwise the Form of Proxy shall be treated as invalid.

You may also submit the proxy appointment electronically via email at the Poll Administrators' email address at symphonycorporateservices@gmail.com.

The last date and time for lodging the Form of Proxy is on **Tuesday, 24 February 2026 at 3.00 p.m.**

Kindly note that if you wish to attend the EGM in person, you are advised not to submit a Form of Proxy. If you attend the meeting yourself, your appointed proxy will not be allowed to attend on your behalf.

REVOCATION OF PROXY

If you have submitted your Form of Proxy either in hard copy or by electronic means prior to the EGM, and subsequently, you have decided to appoint another person or wish to participate in the EGM yourself, please write to **SYMPHONY Portal** at symphonycorporateservices@gmail.com to revoke your earlier appointed proxy(ies) at least forty-eight (48) hours before the EGM or proceed to the Help Desk counter on the EGM day to do your proxy(ies) revocation.

VOTING PROCEDURE

Pursuant to Paragraph 8.31A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the EGM will be conducted by poll. The Company has appointed Symphony Corporate Services Sdn. Bhd. as Poll Administrator to conduct the poll voting and Propoll Solutions Sdn. Bhd. as Independent Scrutineers to verify and validate the poll results.

SUBMISSION OF QUESTIONS FOR THE EGM

1. Prior to the Meeting

Shareholders may submit questions in relation to the agenda items of the EGM at symphonycorporateservices@gmail.com. Please submit your questions no later than 3.00 p.m. on Tuesday, 24 February 2026. The responses to these questions will be shared at the EGM.

2. During the Meeting

You may also speak or raise questions during the meeting.

HEALTH AND SAFETY MEASURES

1. All physical attendees at the Main Venue must be medically fit to attend the EGM. If you have symptoms of being unwell with sore throat, flu, fever, cough or other common symptoms of Covid-19, you are advised not to attend the EGM or you are encouraged to keep your mask on during the Meeting.
2. The Company will take the necessary measures against any of the attendees who does not meet the foregoing health protocols.



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PERSONAL BELONGINGS

Please take care of your personal belongings. The Company will not be held responsible for any missing personal belongings.

ENQUIRY

If you have any enquiries prior to the EGM, please contact our Share Registrar during office hours on Monday to Friday, from 9.00 a.m. to 5.00 p.m. (except public holidays), details are stated below:

SYMPHONY CORPORATE SERVICES SDN. BHD.

Address : S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan.
General Line : 016-439 7718
Fax Number : 03- 5131 9134
Email : symphonycorporateservices@gmail.com
Website : <https://symphonycorporateservices.com.my>

PERSONAL DATA PRIVACY:

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



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Dear Shareholders of BEDI Berhad (formerly known as WMG Holdings Bhd.) (“**BEDI**” or “**the Company**”),

We are pleased to invite you to the Extraordinary General Meeting (“**EGM**”) of the Company, which will be held physically as set out below:

Day, Date : Thursday, 26 February 2026
Time : 3:00 p.m.
Venue : Ground Floor, Lobby 1, Crystal Plaza, No.4, Jalan 51A/223, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia

The following documents of the Company can be viewed and downloaded from the Company’s website at <https://bediberhad.com.my/general-meeting/>:

1. Notice of EGM
2. Proxy Form
3. Circular to Shareholders
4. Administrative Guide for the EGM



Shareholders may request for printed copy of the Annual Report/Circular through Symphony Corporate Services Sdn Bhd (“**SYMPHONY Portal**”) website at <https://www.symphonycorporateservices.com.my> (Domain Registration No. D1C534619-MYNIC) by selecting “Request for Annual Report/Circular” and submit the completed Requisition Form to the Company. Printed copy of the Annual Report/Circular will be delivered to the shareholders by ordinary post as soon as reasonably practicable after the receipt of the request. We sincerely hope that you will join our sustainability efforts and embrace e-communication.

If you wish to appoint proxy/proxies to participate on your behalf at the EGM, the Proxy Form **must be completed and deposited** at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before convening the EGM, otherwise the Proxy Form shall be treated as invalid.

Should you require any assistance, kindly contact Symphony Corporate Services Sdn Bhd at +6016 – 439 7718 or email to symphonycorporateservices@gmail.com. We thank you for your continued support to the Company.

Yours faithfully,
Kong Chung Vui
Managing Director

11 February 2026