

Notice of Second Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting ("**2nd AGM**") of the Company will be held at Central Walk (1&2), Level 1, DoubleTree by Hilton Shah Alam i-City of Finance Avenue, i-City, 40000 Shah Alam, Selangor ("**Main Venue**") on Wednesday, 24 June 2026 at 10:00 a.m. to transact the following businesses:-

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.
- To approve the payment of Non-Executive Directors' Fees for an aggregate amount of up to RM240,000.00 payable to the Non-Executive Directors on a quarterly basis for the period from 25 June 2026 until the next Annual General Meeting of the Company to be held in year 2027, in such proportions and manner as the Directors may determine as follows: -

[Please refer to Explanatory Note 1]

***[Please refer to Explanatory Note 2]
[Ordinary Resolution 1]***

No	Type of Directorship	Aggregate Amount of Non-Executive Directors' Fees (RM)
1	Chairwoman of the Board	60,000.00
2	Independent Non-Executive Directors	180,000.00
	Total	240,000.00

- To re-elect the following Directors who retire pursuant to Clause 84.1 of the Company's Constitution and being eligible, have offered themselves for re-election: -
 - Mr. Cheah Boon Hwa
 - Mr. Cheah Boon Huat
- To re-appoint Messrs. TGS TW PLT as the External Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration.

[Please refer to Explanatory Note 3]

***[Ordinary Resolution 2]
[Ordinary Resolution 3]***

[Ordinary Resolution 4]

AS SPECIAL BUSINESS

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

- ORDINARY RESOLUTION**
- AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

***[Please refer to Explanatory Note 4]
[Ordinary Resolution 5]***

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***THAT** subject always to the Companies Act 2016 (**"the Act"**), the Constitution of the Company, the ACE Market Listing Requirements (**"Listing Requirements"**) of Bursa Malaysia Securities Berhad (**"Bursa Securities"**) and approvals of the relevant government and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the capital of the Company, grant rights to subscribe for new ordinary shares in the Company, convert any securities into new ordinary shares in the Company, or allot new ordinary shares under an agreement or option or offer (**"New Shares"**) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of New Shares to be issued, to be subscribed under any rights granted, to be issued from the conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such New Shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued ordinary shares of the Company (excluding treasury shares) for the time being (**"Proposed General Mandate"**);*

***THAT** the existing shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85(1) of the Act read together with Rule 7.08 of the Listing Requirements and the Company's Constitution to be offered the New Shares to be allotted and issued under the Proposed General Mandate, which rank equally with the existing issued ordinary shares in the Company;*

***THAT** such approval on the Proposed General Mandate shall continue to be in force until: -*

- a) the conclusion of the next Annual General Meeting of the Company held after the approval was given;*
- b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or*
- c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;*

whichever is the earlier.

***THAT** the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities;*

***THAT** authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities;*

***AND THAT** the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."*

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6. **ORDINARY RESOLUTION**
- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

**[Please refer to Explanatory Note 5]
[Ordinary Resolution 6]**

*"THAT authority be and is hereby given in line with Rule 10.09 of the ACE Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") to the Company and/or its subsidiaries to enter into any of the transactions falling within the types of the Recurrent Related Party Transactions, particulars of which are set out in Circular to Shareholders dated 28 April 2026, with the Related Parties as described in the said Circular, provided that such transactions are of revenue or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are generally available to the public and are not detrimental to the interest of the minority shareholders of the Company ("**Proposed RRPT Mandate**");*

***THAT** such authority shall commence immediately upon passing of this Ordinary Resolution and continue to be in force until:-*

- a) *the conclusion of the next Annual General Meeting ("**AGM**"), unless the authority is renewed by a resolution passed at the next AGM; or*
- b) *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 Companies Act 2016 (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or*
- c) *revoked or varied by resolution passed by the shareholders in a general meeting,*

whichever is the earlier.

***AND THAT** the Board of Directors be and is hereby authorised to do all acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed RRPT Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed RRPT Mandate in the best interest of the Company."*

7. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and/or the Companies Act 2016.

BY ORDER OF THE BOARD

TEO SOON MEI (SSM PC No. 201908000235) (MAICSA 7018590)
LIM JIA HUEY (SSM PC No. 201908000929) (MAICSA 7073258)
Company Secretaries

Kuala Lumpur

Dated: 28 April 2026

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Explanatory Notes on Ordinary Business and Special Business: -

1. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("**Act**") does not require a formal approval of the shareholders. As such, this Agenda item is not put forward for voting.

2. Item 2 of the Agenda

Section 230(1) of the Act provides that the fees of the Directors and any benefits payable to the Directors including any compensation for loss of employment of a Director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Company had, at its First Annual General Meeting ("**1st AGM**") held on 25 June 2025, obtained approval from the shareholders for the payment of Non-Executive Directors' Fees for an aggregate amount of up to RM143,424.72 for the financial year ended 31 December 2024 and an aggregate amount of up to RM240,000.00, for the period from 1 January 2025 until the conclusion of the 2nd AGM of the Company to be held in 2026 ("**the Period**"). The actual fees paid to the Non-Executive Directors for the Period were RM360,000.00 and this amount did not exceed the aggregate amount approved by the shareholders at the 1st AGM.

The Company is seeking the shareholders' approval for the payment of Non-Executive Directors' Fees for an aggregate amount of up to RM240,000.00 payable to the Non-Executive Directors of the Company on a quarterly basis for the period from 25 June 2026 until the next Annual General Meeting of the Company to be held in year 2027 under Ordinary Resolution 1.

The proposed Non-Executive Directors' Fees have been estimated based on the current Board size and the expected number of scheduled Board and Board Committees meetings, and the existing remuneration framework.

The proposed Ordinary Resolution 1 is intended to facilitate the payment of Directors' fees for the financial year 2026/2027 to the Non-Executive Directors on a quarterly basis. In the event that the proposed Non-Executive Directors' Fees payable is insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the next AGM of the Company for the additional Directors' fees and benefits, if any, payable to meet the shortfall.

Details of Directors' Remuneration for the financial year ended 31 December 2025 are enumerated in the Corporate Governance Report 2025.

3. Item 3 of the Agenda

Ir. Cheah Boon Hwa and Mr. Cheah Boon Huat, the Directors of the Company, are seeking re-election at the 2nd AGM of the Company (the "**Retiring Directors**") pursuant to Clause 84.1 of the Company's Constitution and being eligible, have offered themselves for re-election under Ordinary Resolution 2 and Ordinary Resolution 3 respectively.

The Nominating Committee ("**NC**") has reviewed the performance and contribution of the Retiring Directors based on the Board Effectiveness Evaluation conducted, which encompassed several factors outlined in the Company's Fit and Proper Policy.

The NC and Board of Directors ("**Board**") have also evaluated the tenure of the Directors and the Board's composition to ensure that it has an appropriate mix of skills and experience to meet the business requirements. Additionally, the NC and Board have assessed the Retiring Directors' compliance with Rule 2.20A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad in terms of their quality and integrity.

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Based on the results of the above assessments, the NC and Board collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence, and time required to effectively discharge their roles as Directors. The NC and Board have satisfied the Directors' fit and proper assessment criteria.

The Board approved the NC's recommendation that the Retiring Directors who retire in accordance to Clause 84.1 of the Company's Constitution are eligible to stand for re-election and recommend for the shareholders to approve Ordinary Resolution 2 and Ordinary Resolution 3.

Save for the interests of the Retiring Directors as disclosed in the Circular to shareholders in relation to the Proposed RRPT Mandate, the Retiring Directors have confirmed that they do not have any conflict of interest or potential conflict of interest, including any interest in any competing business with the Company and/or its subsidiaries or family interest that could affect the execution of their role as Directors.

4. Item 5 of the Agenda

Ordinary Resolution 5 is to seek shareholders' approval for a renewal of the general mandate for allotment and issuance of new ordinary shares by the Company pursuant to the Act. The purpose of this general mandate, if passed, shall give power to the Directors to issue new ordinary shares in the capital of the Company up to an aggregate number not exceeding ten per centum (10%) of the total number of issued ordinary shares of the Company ("**Renewed General Mandate**").

The Renewed General Mandate, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

However, pursuant to Section 85(1) of the Act and Clause 53 of the Company's Constitution, the new ordinary shares will have to be offered to the existing shareholders of the Company unless there is a direction to the contrary given in the general meeting of the Company. Should the existing shareholders of the Company approve the proposed Ordinary Resolution 5, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Act, which then would allow the Directors to issue new ordinary shares to any person without having to offer the said shares equally to all existing shareholders of the Company prior to the issuance which will result in a dilution to the shareholding percentage of the existing shareholders.

The Board of Directors of the Company is of the view that the Renewed General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to issue new ordinary shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. It will also enable the Directors to take swift action in case of a need to issue and allot new ordinary shares for fund raising activities, including but not limited to further placement of ordinary shares for the purpose of funding the Company's current and/or future investment projects, working capital, acquisitions and/or for issuance of ordinary shares as settlement of purchase consideration, or such other purposes as the Directors may deem fit in the best interest of the Company, or other circumstances arise which involve grant of rights to subscribe for new ordinary shares, conversion of any securities into new ordinary shares, or allotment of new ordinary shares under an agreement or option or offer, or such applications as the Directors may deem fit in the best interest of the Company and its shareholders, provided that the aggregate number of new ordinary shares to be allotted and issued must not be more than ten per centum (10%) of the total number of issued ordinary shares of the Company.

As of the date of this Notice, no new ordinary shares in the Company were issued pursuant to the General Mandate granted to the Directors at the last AGM of the Company held on 25 June 2025 and which will lapse at the conclusion of the 2nd AGM.

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5. **Item 6 of the Agenda**

Ordinary Resolution 6, if passed, will allow the Company and/or its subsidiaries ("**Group**") to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature ("**RRPT**") with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and at arm's length and on normal commercial terms not favourable more to the related parties than those generally available to the public, and are not detrimental to the interest of the minority shareholders of the Company. The procurement of the Proposed RRPT Mandate would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek shareholders' approval as and when potential RRPT arise. The Proposed RRPT Mandate when approved by the shareholders at the 2nd AGM is subject to renewal on an annual basis.

The authority given for Ordinary Resolution 6 mentioned above unless revoked or varied at a general meeting, will expire at the conclusion at the next AGM.

Further information on these Ordinary Resolution 6 is set out in the Circular to Shareholders of the Company dated 28 April 2026 which is despatched together with the Company's Annual Report 2025.

Notes:

- (1) *The 2nd AGM of the Company will be held at Main Venue. Members and proxies will have to attend physically in person at the Main Venue.*
- (2) *A member who is entitled to attend and vote at the 2nd AGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the 2nd AGM. 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 2nd AGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.*
- (3) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), 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.*
- (4) *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.*
- (5) *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. Any alteration in the Form of Proxy must be initialled.*
- (6) *The Company shall be entitled to reject any instrument of proxy lodged if the member is not shown to have any ordinary shares entered against his name in the Register and/or subject to the Constitution of the Company in relation to the Record of Depositors made available to the Company.*

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(7) 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 2nd AGM or at any adjournment thereof**:-

(i) In Hardcopy Form (applicable to all shareholders)

The Form of Proxy shall be deposited at the Company's address at **12, Jalan Anggerik Vanilla AD 31/AD, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan.**

OR

(ii) By Electronic Means (only applicable to Individual Shareholder)

The Form of Proxy shall be electronically submitted via <https://web.vote2u.com>.

You may refer to the Administrative Guide of the 2nd AGM for guidance and further details.

(8) Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of 2nd AGM will be put to vote by poll.

(9) In respect of deposited securities, only members whose names appear in the Record of Depositors on **18 June 2026** (General Meeting Record of Depositors) shall be entitled to participate at the 2nd AGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.

(10) Those Forms of Proxy which are indicated with "**X**" 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.

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to participate at the 2nd AGM and/or any adjournment thereof, a member of the Company:

- (i) 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 2nd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2nd AGM (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**");
- (ii) 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
- (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 Second Annual General Meeting ("2nd AGM")

(Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. STATEMENT RELATING TO THE ELECTION OF DIRECTORS (EXCLUDING DIRECTORS STANDING FOR RE-ELECTION)

Other than the Retiring Directors standing for re-election at the 2nd AGM, there is no individual seeking election as a Director at the 2nd AGM.

Please refer to Explanatory Note 3 of the Notice of the 2nd AGM detailing the Directors standing for election or re-appointment in accordance to the Company's Constitution and their profiles of the Retiring Directors are disclosed in the Company's Annual Report 2025.

2. STATEMENT RELATING TO THE GENERAL MANDATE FOR ISSUANCE OF SECURITIES

Ordinary Resolution 5 on the general mandate for the issuance of securities

Statement relating to a general mandate for the issuance of securities in accordance with Rule 6.04(3) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

Please refer to the Explanatory Note 4 of the Notice of the 2nd AGM set out on page 159.