

Notice of the Sixth Annual General Meeting



PEKAT GROUP BERHAD
[Registration No. 201901011563 (1320891-U)]
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Sixth (“6th”) Annual General Meeting (“AGM”) of the Company will be held at Connexion Conference & Event Centre, The Zenith Junior Ballroom (The Vertical, Level M1), Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 18 June 2025 at 10:00 a.m. for the following purposes:-

AGENDA

- | | |
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| 1. 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) |
| 2. To re-elect the following Directors, who are due to retire pursuant to Clause 128 of the Company's Constitution, and being eligible, have offered themselves for re-election:-

(a) Mr. Chin Soo Mau; and
(b) Datin Shelina Binti Razaly Wahi. | (Ordinary Resolution 1)
(Ordinary Resolution 2) |
| 3. To approve the payment of Directors' fees amounting to RM235,000.00 for the financial year ending 31 December 2025. | (Ordinary Resolution 3) |
| 4. To approve the payment of Directors' benefits of up to an amount of RM60,000.00 for the period from 1 July 2025 until the date of the next Annual General Meeting of the Company. | (Ordinary Resolution 4) |
| 5. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. | (Ordinary Resolution 5) |

As Special Business

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

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6. Ordinary Resolution

(Ordinary Resolution 6)

- Authority To Issue Shares Pursuant To The Companies Act 2016

“THAT pursuant to the Companies Act 2016 (**“the Act”**), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (**“Bursa Securities”**) and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 percent (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 Clause 15 of the Constitution of the Company, 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.”

7. Special Resolution

(Special Resolution)

- Proposed Amendments To The Constitution Of The Company

“THAT the proposed amendments to the Constitution of the Company, as annexed herewith as Appendix I of the Annual Report 2024, be and are hereby approved and adopted;

AND THAT the Directors be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the proposed amendments to the Constitution of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities.”

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

By Order of the Board

YEOW SZE MIN (MAICSA 7065735) (SSM PC NO. 201908003120)

YEE KIT YENG (MAICSA 7068292) (SSM PC NO. 202208000022)

Company Secretaries

Kuala Lumpur

Dated: 29 April 2025

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Explanatory Notes: -

1. Audited Financial Statements for the financial year ended 31 December 2024

This Agenda item is meant for discussion only, as the provisions of Section 340(1)(a) of the Companies Act 2016 require that the Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid at the Company's AGM. Hence, this Agenda item is not a business which requires a resolution to put forward for voting.

2. Ordinary Resolutions 1 to 2 - Re-election of Directors

For the purpose of determining the eligibility of the Director to stand for re-election at the 6th AGM of the Company, the Board of Directors through its Nominating 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. A fit and proper assessment was also conducted by the Nominating Committee on the Directors who are standing for re-election pursuant to Clause 128 of the Company's Constitution to ensure that they have the essential quality and integrity as well as the relevant character, experience, competence, time and commitment to discharge their roles as Directors.

Based on the results of the annual evaluations, the Board of Directors is satisfied with the performance and contributions of the retiring Directors namely, Mr. Chin Soo Mau and Datin Shelina Binti Razaly Wahi and supports the re-election based on the following considerations:

- (i) able to meet the Board of Directors' expectations in terms of character, experience, integrity, competency and time commitment in discharging their roles as Directors of the Company;
- (ii) exercised due care and carried out professional duties proficiently; and
- (iii) level of independence demonstrated by the Independent Non-Executive Director, where relevant.

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 Nominating Committee, where relevant.

The profiles of the Directors are set out in the Annual Report 2024.

3. Ordinary Resolution 3 – Payment of Directors' Fees

Pursuant to Section 230(1) of the Companies Act, 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.

The proposed resolution is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current Board size. In the event the Directors' fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

4. Ordinary Resolution 4 - Payment of Directors' benefits

This resolution is to facilitate payment of Directors' benefits from 1 July 2025 until the next AGM of the Company in 2026. In the event the Directors' benefits proposed are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

Directors' benefits include meeting allowance for directors and other emoluments payable to Directors. In determining the total estimated amount, the Board had considered various factors, including the number of scheduled meetings for the Board and Board Committees, covering the period from 1 July 2025 until the next AGM of the Company.

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5. Ordinary Resolution 5 - Re-appointment of Grant Thornton Malaysia PLT as Auditors of the Company

The Audit and Risk Management Committee (“**ARMC**”) have assessed the suitability, objectivity and independence of the External Auditors and recommended the re-appointment of Grant Thornton Malaysia PLT as External Auditors of the Company for the financial year ending 31 December 2025. The Board has in turn reviewed the recommendation of the ARMC and recommended the same be tabled to the shareholders for approval at the forthcoming 6th AGM of the Company under Ordinary Resolution 5. The evaluation criteria adopted as well as the process of assessment by the ARMC and Board, respectively, have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2024 of the Company.

6. Ordinary Resolution 6 - Authority to Issue Shares pursuant to the Companies Act 2016

The Company had been granted a general mandate on the authority to issue shares pursuant to the Act by its shareholders at the Fifth AGM of the Company held on 11 June 2024 (hereinafter referred to as the “Previous Mandate”). The Company wishes to renew the Previous Mandate at the 6th AGM of the Company (hereinafter referred to as the “New Mandate”) and seek for waiver of pre-emptive rights under Section 85 of the Act read together with Clause 15 of the Constitution of the Company.

The Previous Mandate granted by the shareholders of the Company had not been utilised and hence no proceed was raised therefrom.

The purpose of seeking the New Mandate is to provide flexibility to the Company for allotment of shares for any possible fundraising activities to fund working capital without convening a general meeting as it would be both time and cost-consuming to organise a general meeting.

Pursuant to Section 85 of the Act read together with Clause 15 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other securities.

The proposed Resolution 6, if passed, the shareholders of the Company shall agree to waive their statutory pre-emptive right and thus, would allow the Directors to issue new shares to any person under authority to issue shares pursuant to the Act without having to offer new shares to be issued equally to all existing shareholders of the Company prior to issuance.

7. Special Resolution – Proposed Amendments to the Constitution of the Company

The proposed amendments to the Constitution of the Company are to enhance administrative efficiency and provide greater flexibility and clarity in the Constitution of the Company.

The proposed amendments to the Constitution of the Company, shall take effect once the special resolution has been passed by a majority of not less than seventy-five percent (75%) of the members or by proxy who are entitled to vote at the 6th AGM of the Company.

Notes to the Notice of the 6th AGM:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 11 June 2025 (*General Meeting Record of Depositors*) shall be eligible to attend, speak and vote at this Meeting.
2. A member of the Company entitled to attend and vote at the Meeting shall be 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 not more than two (2) proxies in relation to a meeting, provided that the member specifies the proportion of the member’s shareholdings to be represented by each proxy.

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3. 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.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
5. Where a member or the authorised nominee appoints more than two (2) proxies, or when an exempt authorised nominee appoints more than one (1) proxy in respect of each omnibus account it holds to attend and vote at the Meeting, the appointment shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her 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.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjournment thereof.

The lodging of the Form of Proxy does not preclude a member from attending and voting at the 6th 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. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time stipulated for holding the 6th AGM or any adjournment thereof.

8. For a corporate member who has appointed a representative, please deposit the ORIGINAL OR DULY CERTIFIED certificate of appointment with the share registrar in accordance with Note (7) above. The certificate of appointment should be executed in the following manner:
 - a. If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - b. If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - i. at least two (2) authorised officers, of whom one (1) shall be a director; or
 - ii. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.