

Notice of 4th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 4th Annual General Meeting (“**AGM**”) of Zantat Holdings Berhad (“**the Company**”) will be held at Agate Room, Level G, M World Hotel PJ (formerly known as AVANTÉ Hotel), 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor on **Thursday, 28 May 2026 at 10.00 a.m.**, or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications the resolutions as set out in this notice:

A G E N D A

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Directors’ Report and Auditors’ Report thereon. | (Please refer to Explanatory Notes) |
| 2. To approve the payment of Directors’ fees for the Company and Group totalling RM820,000 for the financial year ending 31 December 2026. | RESOLUTION 1 |
| 3. To approve the payment of Directors’ benefits up to an amount of RM50,000 for the financial year ending 31 December 2026 and up to the date of the 5 th AGM of the Company. | RESOLUTION 2 |
| 4. To re-elect Mr Chan Jee Chet, who retires in accordance with Article 18.2 of the Company’s Constitution and being eligible, has offered himself for re-election. | RESOLUTION 3 |
| 5. To re-elect Dr Gan Seng Kian, who retires in accordance with Article 18.2 of the Company’s Constitution and being eligible, has offered himself for re-election. | RESOLUTION 4 |
| 6. To re-elect Puan Rima Ramona Binti Muhammad Arif, who retires in accordance with Article 18.2 of the Company’s Constitution and being eligible, has offered herself for re-election. | RESOLUTION 5 |
| 7. To re-elect Mr Chan Jee Yang, who retires in accordance with Article 18.9 of the Company’s Constitution and being eligible, has offered himself for re-election. | RESOLUTION 6 |
| 8. To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | RESOLUTION 7 |

Notice of 4th Annual General Meeting (Cont'd)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Special and Ordinary Resolution with or without modifications

9. **AUTHORITY TO ALLOT AND ISSUE SHARES BY THE DIRECTORS UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

RESOLUTION 8

“**THAT** subject always to the Companies Act, 2016 (“**the Act**”), the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”) and approvals of Bursa Securities and other relevant governmental/regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority, 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 continue to be in force until the conclusion of the next AGM of the Company, unless revoked or varied by ordinary resolution of the Company at a general meeting.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

10. **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (“PROPOSED AMENDMENTS”)**

**SPECIAL
RESOLUTION**

“**THAT** the Proposed Amendments as set out in “Appendix A” on Pages 223 to 226 of the Integrated Annual Report 2025 be and is hereby approved and adopted.

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Amendments.”

11. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD
SIEW SUET WEI (MAICSA 7011254)
SSM Practising Certificate No. 202008001690
Company Secretary

Petaling Jaya
Date: 30 April 2026

Notice of 4th Annual General Meeting (Cont'd)

NOTES:

1. For the purpose of determining a member who shall be entitled to attend and vote at the 4th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 15.9 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), to issue a General Meeting **Record of Depositors as of 19 May 2026**. Only a depositor whose name appears on the Record of Depositors as of 19 May 2026 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
3. Where a member appoints more than one (1) proxy but not more than two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under the SICDA, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
5. 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 corporation, either under its Common Seal or signed by an officer or attorney so authorised.
6. The duly completed and executed Form of Proxy must be deposited at the Company's Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, at the drop-in-box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the Form of Proxy may be submitted electronically via Vistra Share Registry and IPO (MY) portal ("**The Portal**") at <https://srmy.vistra.com> not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
7. Pursuant to Rule 8.31A(1) of the Listing Requirements, voting at the AGM of the Company will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed respectively to conduct the polling and to verify the results of the poll.
8. The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data, which may include your name and mailing address, you hereby consent, agree, and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this Meeting and convening the Meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement, and authorisation of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.

EXPLANATORY NOTES ON ORDINARY BUSINESS

1. Audited Financial Statements for the financial year ended 31 December 2025

This Agenda item is meant for discussion only as under the provisions of Section 340(1)(a) of the Act, the audited financial statements do not require the approval of the shareholders. As such, this matter will not be put forward for voting.

Notice of 4th Annual General Meeting (Cont'd)

2. Ordinary Resolutions No. 1 & 2: Payment of Directors' Fees & Benefits

Pursuant to Section 230(1) of the Act, the shareholders' approval is sought for the proposed payment of Directors' fees and benefits to the Directors.

Ordinary Resolution 1 is to seek shareholders' approval on the payment of Directors' fees for the Company and the Group for the financial year ending 31 December 2026 which have been reviewed by the Nomination and Remuneration Committee ("**NRC**") and recommended to Board of Directors of the Company.

Ordinary Resolution 2 is to seek shareholders' approval on the payment of Directors' benefits to the Non-Executive Directors in respect of financial year ending 31 December 2026 and up to the date of the 5th AGM of the Company which have been reviewed by the NRC and the Board of Directors of the Company. The calculation of the benefits is in respect of meeting allowance and based on the estimated number of scheduled and/or special Board and Board Committees' meetings and on the assumption that the number of Non-Executive Directors in office remain the same during the financial year ending 31 December 2026. If the proposed amount is insufficient (due to enlarged Board size and additional number of meetings), approval will be sought at the next AGM to meet the shortfall.

3. Ordinary Resolutions No. 3 to 6: Re-election of Directors

Article 18.2 of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one third (1/3) shall retire from office and be eligible for re-election. PROVIDED ALWAYS THAT all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Mr Chan Jee Chet, Dr Gan Seng Kian and Puan Rima Ramona Binti Muhammad Arif ("**Retiring Directors**") are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the forthcoming 4th AGM.

For the purpose of determining the eligibility of the Retiring Directors to stand for re-election at the 4th AGM and in line with Practice 5.1 of the Malaysian Code on Corporate Governance, the NRC has reviewed and assessed each of the Retiring Directors from the annual assessment and evaluation of the Board, Board Committees and Independent Directors for the financial year ended 31 December 2025. The NRC had recommended for the Retiring Directors to be re-elected based on the following:

- (i) satisfactory performance and have met Board's expectation in discharging their duties and responsibilities;
- (ii) met the fit and proper criteria in discharging their roles as Directors of the Company;
- (iii) level of independence demonstrated by the Independent Directors; and
- (iv) their ability to act in the best interest of the Company in decision-making.

The Board had endorsed the recommendation of the NRC on the above re-election. The profiles of the Retiring Directors are set out on pages 117 to 125 of the Integrated Annual Report 2025 of the Company.

Mr Chan Jee Yang was appointed as Director on 1 January 2026. Article 18.9 of the Company's Constitution provides that any Director appointed as an addition to the existing Board of Directors shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be considered in determining the Directors who are to retire by rotation at that meeting.

Notice of 4th Annual General Meeting (Cont'd)

4. Ordinary Resolution No. 7: Appointment of Auditors

The Audit and Risk Management Committee (“**ARMC**”) has assessed the suitability, effectiveness and independence of Crowe Malaysia PLT from the annual assessment and was satisfied with their independence and performance. The ARMC had recommended the re-appointment of Crowe Malaysia PLT as external auditors of the Company to the Board for their recommendation to the shareholders for re-appointment at the 4th AGM until the conclusion of the AGM in year 2026.

The Board, at the recommendation of the ARMC, endorsed the re-appointment of Crowe Malaysia PLT as external auditors of the Company for FYE2026, to be presented to the shareholders for approval.

5. Ordinary Resolution No. 8: Authority to allot and issue shares by the Directors under Sections 75 And 76 of the Act

The Company had during its 3rd AGM held on 30 May 2025 obtained from its shareholders, a general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company and this mandate had not been utilised by the Company.

The proposed Ordinary Resolution 8 is a renewal of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. This Ordinary Resolution 8, if passed, will give flexibility to the Board of Directors to raise fund, including but not limited to placing of shares to finance future investment(s), project(s), acquisition(s) and/or working capital without convening a separate general meeting for shareholders' approval, thereby saving time and avoiding additional costs. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next annual general meeting.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

6. Special Resolution: Proposed Amendments to the Constitution of the Company

The Proposed Amendments are mainly to ensure compliance with the relevant regulatory requirements as well as to enhance administrative efficiency. The Proposed Amendments to be made to the Constitution are listed as per Appendix A, which is circulated together with the Notice of 4th AGM dated 30 April 2026.

The Proposed Amendments shall take effect once the special resolution has been passed by a majority of not less than seventy-five percent (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.

STATEMENT ACCOMPANYING NOTICE OF 4TH ANNUAL GENERAL MEETING (pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Details of individual who are standing for election as Directors (excluding Directors standing for re-election)

There are no individuals who are standing for election as Directors.

2. General mandate for issue of securities in accordance with Rule 6.04(1) of the ACE Market Listing Requirements

The Company will seek shareholders' approval on the general meeting for issue of securities in accordance with Rule 6.04(3) of the ACE Market Listing Requirements. Please refer to the Proposed Ordinary Resolution 8 as stated in Notice of the 4th AGM of the Company for details.

Notice of 4th Annual General Meeting (Cont'd)

APPENDIX A

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

Details of the Proposed Amendments to the Constitution

This is the Appendix A referred to in Agenda 10 of the Notice of 4th Annual General Meeting of the Company dated 30 April 2026.

| Article | Existing | Proposed | Page |
|---------|---|---|------|
| 5.1 | <p><u>Modification of class rights</u></p> <p>If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to all Applicable Laws, be varied or abrogated with the consent in writing of the holders of three fourths (3/4) of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of this Constitution relating to meetings of Members shall mutatis mutandis apply so that the necessary quorum shall be two (2) persons at least holding or representing by proxy at least one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such Special Resolution the provisions of Section 292 of the Act shall apply with such adaptations as are necessary.</p> | <p><u>Modification of class rights</u></p> <p>If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to all Applicable Laws, be varied or abrogated with the consent in writing of the holders of seventy-five percent (75%) of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of this Constitution relating to meetings of Members shall mutatis mutandis apply so that the necessary quorum shall be two (2) persons at least holding or representing by proxy at least one-third (1/3) of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. To every such Special Resolution the provisions of Section 292 of the Act shall apply with such adaptations as are necessary.</p> | 6 |

Notice of 4th Annual General Meeting (Cont'd)

Details of the Proposed Amendments to the Constitution (Cont'd)

| Article | Existing | Proposed | Page |
|----------------|--|---|-------------|
| 13.2 | <p><u>Offer of new shares</u></p> <p>Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities of whatever kind shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Constitution.</p> | <p><u>Offer of new shares</u></p> <p>Subject to any direction to the contrary that may be given by the Company in a meeting of Members, all new shares or other convertible securities of whatever kind shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Constitution.</p> <p>For the avoidance of doubt, where the approval of Members is obtained in a general meeting for any issuance of shares or convertible Securities, including approvals obtained for implementation of a scheme that involves a new issuance of shares or other convertible Securities to employees of the Company and its subsidiaries and approval obtained under Sections 75 and 76 of the Act, such approval shall be deemed to be a direction to the contrary given in general meeting which will render the pre-emptive rights above inapplicable.</p> <p>In any case and in respect of any issuance of shares or convertible Securities, the pre-emptive rights of Members are strictly as contained in the Constitution and accordingly, the provisions of Section 85 of the Act in respect of pre-emptive rights to new shares, shall not apply and the Company is not required to offer new shares or convertible Securities in proportion to the shareholdings of the existing Members.</p> | 14 |
| 15.4 | <p><u>Meetings of members at two or more venues</u></p> <p>The meeting of Members may be held at more than (1) one venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting.</p> | <p><u>Meetings of members at two or more venues</u></p> <p>The meeting of Members may be held by fully virtual or hybrid at more than (1) one venue using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote at the meeting.</p> | 15 |

Notice of 4th Annual General Meeting (Cont'd)

Details of the Proposed Amendments to the Constitution (Cont'd)

| Article | Existing | Proposed | Page |
|----------------|---|--|-------------|
| 15.6 | <p><u>Business at meetings</u></p> <p>Subject always to all Applicable Laws, no business shall be transacted at a meeting of Members except business of which notice has been given in the notice convening the meeting. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring dividends, the laying of audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, the voting of the Directors' fees and benefits, and the appointment and fixing of the remuneration of the Auditors in accordance with the Act. The notice convening a meeting to consider a Special or Ordinary Resolution shall specify the intention to propose the resolution as a Special or Ordinary Resolution, as the case may be.</p> | <p><u>Business at meetings</u></p> <p>Subject always to all Applicable Laws, no business shall be transacted at a meeting of Members except business of which notice has been given in the notice convening the meeting. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the laying of audited financial statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, the voting of the Directors' fees and benefits, and the appointment and fixing of the remuneration of the Auditors in accordance with the Act. The notice convening a meeting to consider a Special or Ordinary Resolution shall specify the intention to propose the resolution as a Special or Ordinary Resolution, as the case may be.</p> | 16 |
| 18.1 | <p><u>Number of Directors</u></p> <p>Until otherwise determined by a meeting of Members, the number of Directors shall not be less than two (2) or more than eleven (11).</p> | <p><u>Number of Directors</u></p> <p>Until otherwise determined by a meeting of Members, the number of Directors shall not be less than two (2).</p> | 22 |
| 22.1 | <p><u>Meeting of Directors</u></p> <p>The Third Schedule of the Act shall not apply to the Company. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall at his requisition summon a meeting of the Directors. Directors may participate in a meeting of the Directors by means of a conference telephone or similar electronic telecommunication device by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a meeting pursuant to this Clause shall constitute presence in person at such meeting.</p> | <p><u>Meeting of Directors</u></p> <p>The Third Schedule of the Act shall not apply to the Company. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall at his requisition summon a meeting of the Directors. Directors or any invitees may participate in a meeting of the Directors by means of a conference telephone or similar electronic telecommunication device by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a meeting pursuant to this Clause shall constitute presence in person at such meeting.</p> | 26 |

Notice of 4th Annual General Meeting (Cont'd)

Details of the Proposed Amendments to the Constitution (Cont'd)

| Article | Existing | Proposed | Page |
|----------------|--|---|-------------|
| 33.1 | <p><u>Appointment of Auditors</u></p> <p>The Auditors shall be appointed for each financial year by Ordinary Resolution at the annual general meeting of the Company in accordance with Section 271 of the Act.</p> | <p><u>Appointment of Auditors</u></p> <p>The Auditors shall be appointed for each financial year in accordance with Section 271 of the Act.</p> | 33 |
| 25.5 | New provision | <p><u>Participation at Meeting of committees by way of telephone and video conference</u></p> <p>The committee meetings may be held by fully virtual or hybrid at more than one (1) venue using any technology or method. A committee member or any invitees may participate in a meeting of the committees by means of a conference telephone or similar electronic telecommunication device by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the meeting and participation in a meeting pursuant to this Article shall constitute presence in person at such meeting.</p> | |
| 27.2 | New provision | <p><u>Validity of Electronic / Digital Signature</u></p> <p>For the avoidance of doubt, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature of any of the following persons:</p> <ul style="list-style-type: none"> (a) a holder of Shares; (b) a Director (including Alternate Director); (c) a committee member; (d) in the case of a corporation, which is a holder of shares, its director or secretary or a duly appointed attorney or duly authorised representative, shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received. | |