

## NOTICE OF TWENTY-THIRD ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Third Annual General Meeting ("23rd AGM") of Wang-Zheng Berhad will be held at Royal Selangor Club, Dewan Tan Sri Hamzah at 1st Floor, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Tuesday, 26 May 2026 at 10.00 a.m. for the following purposes:

### A G E N D A

#### 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 of up to RM108,000 to the Non-Executive Directors for the period from 26 May 2026 until the conclusion of the next Annual General Meeting of the Company to be held in 2027.  
*Ordinary Resolution 1*  
*(Please refer to Explanatory Note 2)*
- To approve the payment of Directors' benefits of up to RM130,600 to the Non-Executive Directors of the Company for the period from 26 May 2026 until the conclusion of the next Annual General Meeting of the Company to be held in 2027.  
*Ordinary Resolution 2*  
*(Please refer to Explanatory Note 2)*
- To re-elect the following Directors, who are retiring by rotation in accordance with Clause 105(1) of the Constitution of the Company and being eligible, have offered themselves for re-election:
  - Maj Gen Dato Pahlawan Dr Mohana Dass A/L Ramasamy (Rtd)
  - Hui Ching Chi
  - Sze Man Bok  
*Ordinary Resolution 3*  
*Ordinary Resolution 4*  
*Ordinary Resolution 5*  
*(Please refer to Explanatory Note 3)*
- To re-appoint Messrs. Deloitte Malaysia PLT (formerly known as Deloitte PLT) as Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Board of Directors to fix their remuneration.  
*Ordinary Resolution 6*  
*(Please refer to Explanatory Note 4)*

#### As Special Business:

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

#### ORDINARY RESOLUTION

#### AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), the Constitution of the Company, and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such issue 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 such New Shares to be issued, to be subscribed under any rights granted, to be issued from 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 shares (excluding treasury shares) of the Company for the time being ("Proposed General Mandate").

THAT such approval of the Proposed General Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT pursuant to Section 85 of the Act, read together with Clause 61 of the Constitution of the Company, approval be and is given to waive the Company's shareholders' statutory pre-emptive rights of the shareholders of the Company to be offered the New Shares in the Company ranking equally to the existing issued shares of the Company arising from issuance of the New Shares in the Company to the allottees.

THAT the Directors be and are hereby authorised to issue any New Shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main 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 FURTHER 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."

*Ordinary Resolution 7*  
*(Please refer to Explanatory Note 5)*

#### ORDINARY RESOLUTION

#### PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")

"THAT, subject always to the provisions of the Companies Act 2016 ("the Act"), the Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory authorities, approval be and is hereby given to the Company and/or subsidiary companies to enter into all arrangements and/or transactions as specified in Appendix I of the Circular to Shareholders of the Company dated 27 April 2026, involving the interests of directors, major shareholders or persons connected with such Directors or major shareholders of the Company ("Related Parties") as detailed in Appendix I of the Circular to Shareholders of the Company dated 27 April 2026, provided that such arrangements and/or transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for day-to-day operations; and
- carried out in the ordinary course of business or the normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to be detrimental to the minority shareholders of the Company,

(the "Shareholders' Mandate").

THAT the Shareholders' Mandate shall take effect from this resolution and shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company following the general meeting at which such Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed either unconditionally or subject to conditions; or
- the expiration of the period within which the next annual general meeting after the date it is required to be held pursuant to Section 340(2) of the Act but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

*Ordinary Resolution 8*  
*(Please refer to Explanatory Note 6)*

#### ORDINARY RESOLUTION

#### PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

"THAT, subject always to the Companies Act 2016 ("Act"), the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("MMLR") and the approvals of all relevant authorities (if any), the Board of Directors of the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase and/or hold such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- the maximum aggregate number of shares which may be purchased and/or held as treasury shares by the Company does not exceed 10% of the total number of issued shares of the Company at any point in time ("Proposed Share Buy-Back");
- the maximum amount to be allocated for the Proposed Share Buy-Back shall not exceed the aggregate of the Company's retained profits based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase of the Proposed Share Buy-Back; and
- the shares of the Company so purchased may be cancelled, retained as treasury shares, distributed as dividends or resell on Bursa Securities, or a combination of any of the above, or be dealt with in such manner allowed by the Act and MMLR from time to time.

THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution is passed, at which time the authority will lapse, unless by an ordinary resolution passed at the general meeting, the authority is renewed either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first, but shall not prejudice the completion of the purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company."

*Ordinary Resolution 9*  
*(Please refer to Explanatory Note 7)*

- To transact any other ordinary business for which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

#### BY ORDER OF THE BOARD

TAI YIT CHAN (SSM PC No. 2022008001023) (MAICSA 7009143)  
QUECK WAI FONG (SSM PC No. 202208000287) (MAICSA 7023051)  
Secretaries

Selangor Darul Ehsan

27 April 2026

#### NOTES:

- A member of the Company shall be entitled to appoint another person(s) as his/her proxy(ies) to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the Company, in accordance with Section 334(1) of the Act. A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint one (1) or more proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee defined under the SICDA 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 nominees may appoint in respect of each omnibus account it holds.
- Where the authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its Common Seal or under the hands of an officer or attorney duly authorised.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be deposited with Boardroom Share Registrars Sdn Bhd not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting ("AGM") or adjourned general meeting at which the person named in the appointment proposes to vote:
  - In hard copy form  
In the case of an appointment made in hard copy form, the Form of Proxy must be deposited with:
    - Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia; or
    - email to [bsr.proxy@boardroomlimited.com](mailto:bsr.proxy@boardroomlimited.com)
  - By electronic means  
The Form of Proxy can be electronically lodged with Boardroom Share Registrars Sdn Bhd through Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com>. Kindly refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of Form of Proxy via BSIP.
- For purposes of determining a member who shall be entitled to attend, participate, speak (in the form of real time submission of typed texts) and vote at the meeting, the Company shall be requesting for the Record of Depositors as at Tuesday, 19 May 2026. Only a depositor whose name appears on the Record of Depositors shall be entitled to attend, participate, speak (in the form of real time submission of typed texts) and vote at the meeting as well as for appointment of proxy(ies) to attend, participate, speak (in the form of real time submission of typed texts) and vote on his/her stead.
- Pursuant to Paragraph 8.29A of the Listing Requirements, all resolutions set out above will be put to vote by way of poll.

#### EXPLANATORY NOTES

#### 1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2025

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act ("the Act") provide that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Hence, this Agenda item is not put forward to the shareholders for voting.

#### 2. Items 2 and 3 of the Agenda – Payment of Directors' fees and other benefits payable

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of public company or a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Company is requesting the shareholders' approval for the payment of fees in respect of the period from 26 May 2026 until the conclusion of the next AGM of the Company to be held in 2027 in accordance with the proposed remuneration structure set out below:

	Director's fee	
Non-Executive Director	RM1,500 per Director per month	
Attendance allowance	Chairman	Member
Board of Directors	-	RM2,000
Audit Committee	RM3,500	RM1,500
Nomination Committee	RM800	RM800
Remuneration Committee	RM800	RM800
Long-Term Incentive Plan Committee	RM800	RM800

In the event the proposed amount is insufficient (e.g. due to additional meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

#### 3. Item 4 of the Agenda – Re-election Directors

Clause 105(1) of the Constitution of the Company provides that, at every AGM, one third (1/3) of the Directors for the time being shall retire from office and every Director shall retire from office at least once in each three (3) years but shall be eligible for re-election. In this respect, Maj Gen Dato Pahlawan Dr Mohana Dass A/L Ramasamy (Rtd), Mr. Hui Ching Chi and Mr. Sze Man Bok are standing for re-election as Directors of the Company.

The Board through the Nomination Committee ("NC") had assessed the retiring Directors based on the Fit and Proper criteria and is satisfied that they have experience, competence, integrity and character in their respective roles as Board members. Based on the results of the Board Effectiveness Evaluation conducted for the financial year ended 31 December 2025, the performance of each of the retiring Directors was found to be satisfactory.

#### 4. Item 5 of the Agenda – Re-appointment of Auditors

The Audit Committee ("AC") was satisfied with the suitability of Messrs Deloitte Malaysia PLT (formerly known as Deloitte PLT) ("Deloitte") based on the quality of audit, performance, competency and sufficiency of resources of the external audit team provided to the Group. The AC was also satisfied in its review that the provisions of non-audit services by Deloitte to the Company for the financial year ended 31 December 2025 did not in any way impair their objectivity and independence as external auditors of Bursa Malaysia Securities Berhad.

The Board at its meeting held on 16 April 2026 approved the AC's recommendation for the shareholders' approval to be sought at the 23rd AGM on the appointment of Deloitte as external auditors of the Company for the financial year ending 31 December 2026 under Resolution 7 in accordance with Section 340(1)(c) and 218 Section 274(1)(a) of the Act.

#### 5. Item 6 of the Agenda – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and waiver of pre-emptive rights pursuant to Section 85 of the Act

The proposed resolution, if passed, will renew the mandate obtained at the last AGM and authorise the Directors to issue and allot ordinary shares up to 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being, for purpose of, including but not limited to, fund raising activities, placement of shares, funding future investments or projects, working capital and/or acquisitions and so forth. The general mandate will provide flexibility and expediency for issuance of new shares and waive shareholders' pre-emptive rights over new shares in connection with Section 85 of the Act to be read together with Clause 61 of the Constitution of the Company. As at the date of this Notice of AGM when the existing mandate is in force, the Company did not issue any new shares and hence no proceeds were raised.

#### 6. Item 7 of the Agenda – Proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature

The proposed resolution, if passed, will renew the shareholders' mandate obtained at the last AGM and allow Wang-Zheng Group to enter into the recurrent related party transactions of a revenue or trading nature as detailed in the Circular to Shareholders dated 27 April 2026.

#### 7. Item 8 of the Agenda – Proposed renewal of authority to purchase its own shares of up to 10% of the total number of issued shares in the Company

The proposed resolution, if passed, will renew the shareholders' mandate at the last AGM and authorise the Directors of the Company to purchase not exceed 10% of the total number of issued shares in the Company for the time being and hold shares so purchased in the manner as the Directors may deem appropriate in accordance with the Act as detailed in Circular to Shareholders dated 27 April 2026.

#### PERSONAL DATA PRIVACY

Personal data privacy by submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak (in the form of real time submission of typed texts) and vote at the AGM, 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 AGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM, 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.