



NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting ("2nd AGM") of SumiSaujana Group Berhad ("the Company") will be held at **Zamrud Room, The Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia, on Tuesday, 23rd June 2026 at 10.00 a.m.**, for the following purposes:

AGENDA

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 Note 1) |
| 2. To approve the payment of Directors' fees and benefits of up to RM700,000.00 for the period from 24 June 2026 until the next Annual General Meeting of the Company. | Ordinary Resolution 1 |
| 3. To re-elect Liang Kok Siang, who retires by rotation in accordance with Clause 76(3) of the Company's Constitution and being eligible, has offered himself for re-election. | Ordinary Resolution 2 |
| 4. To re-elect Toh Chee Seng, who retires by rotation in accordance with Clause 76(3) of the Company's Constitution and being eligible, has offered himself for re-election. | Ordinary Resolution 3 |
| 5. To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year 2026 and to authorise the Directors to fix their remuneration. | Ordinary Resolution 4 |

AS SPECIAL BUSINESS

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

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| 6. AUTHORITY TO ISSUE AND ALLOT NEW ORDINARY SHARES BY THE DIRECTORS PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 | Ordinary Resolution 5 |
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"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), the Constitution of the Company, ACE Market Listing Requirement of Bursa Malaysia Securities Berhad ("Bursa Securities") and approval from Bursa Securities, any other relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered to issue and allot new ordinary shares ("New 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 as the Directors may in their absolute discretion deem fit, provided always that the aggregate number of such New Shares to be issued and allotted, pursuant to this resolution, aggregated with the total number of any such New Shares issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being as stipulated under Rule 6.04(1) of ACE Market Listing Requirements of Bursa Securities ("Proposed General Mandate"); AND 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 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.

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.

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 ("AGM") of the Company.

THAT pursuant to Section 85 of the Act read together with Clause 12(2) of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer New Shares arising from the issuance and allotment of the New Shares pursuant to Sections 75 and 76 of the Act, the Constitution of the Company and the approvals from Bursa Securities and any other relevant governmental and/or regulatory authorities, where such approval is required; AND THAT such New Shares when allotted shall rank pari passu in all respects with the existing class of ordinary shares.

FURTHER THAT the Directors of the Company are exempted from the obligation to offer such New Shares to the existing shareholders of the Company.

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| 7. To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company. | |
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BY ORDER OF THE BOARD

TAN LAI HONG (MAICSA 7057707)
 SSM Practising Certificate No. 202008002309
NG SENG HOO (MAICSA 7068810)
 SSM Practising Certificate No. 202008004089
 Company Secretaries

Kuala Lumpur
 Date: 30 April 2026

NOTES:

- For the purpose of determining who shall be entitled to attend this 2nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at **15 June 2026** and only members whose names appear on such Record of Depositors shall be entitled to attend and vote at the meeting.
- 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.
- Where a member appoints more than one (1) proxy but not more than two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- 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 Securities Industry (Central Depositories) Act 1991, 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.
- The instrument appointing a proxy or proxies shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, shall either be executed under its Common Seal or signed by an officer or attorney so authorised.
- The duly completed and executed Proxy Form 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, drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or by electronic means through Vistra Share Registry and IPO (MY) portal ("The Portal") at <https://srmv.vistra.com> not less than 48 hours before the time appointed for holding the AGM or at any adjournment thereof.
- Last date and time for lodging the Proxy Form is on **Sunday, 21 June 2026 at 10.00 a.m.**
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to the Personal Data Protection Act 2010 set out below:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 agent) for the purpose of the processing and administration of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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 where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agent), 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 agent) 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 (or its agent) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

- Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
 - Identity card (NRIC) (Malaysian); or
 - Police report (for loss of NRIC) / Temporary NRIC (Malaysian); or
 - Passport (Foreigner).
- For a corporate member who has appointed a representative instead of a proxy to attend this AGM, please bring the ORIGINAL certificate of appointment executed in the manner as stated in the Proxy Form if it has not been lodged at the Company's registered office earlier.
- Pursuant to Rule 8.31A(1) of the ACE Market 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.

EXPLANATORY NOTES ON AGENDA ITEMS

- 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 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.

- Ordinary Resolution 1: Payment of Directors' Fees & Benefits**

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

The Directors' benefits payable comprises of meeting attendance allowances and other claimable benefits. In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the period from 24 June 2026 until the next AGM of the Company to be held in the year 2027. In the event the amount proposed is insufficient (i.e., due to enlarged Board size etc.), approval will be sought at the next AGM for the additional amount to meet the shortfall.

- Ordinary Resolutions 2 and 3: Re-election of Directors**

The following Directors are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 2nd AGM:-

- Liang Kok Siang; and
 - Toh Chee Seng
- (collectively, "the Retiring Directors").

The Board through the Nomination & Remuneration Committee ("NRC") has evaluated the Retiring Directors in terms of their character, integrity, competence, commitment, and ability to act in the best interests of the Company based on the criteria outlined in the Directors' Fit and Proper Policy ("Fit and Proper Criteria"). The Board and the NRC are satisfied that the Retiring Directors meet the Fit and Proper Criteria for re-election to the Board and able to continue to diligently discharge their duties as Directors. The Board, based on the annual assessment and evaluation conducted by the NRC for the financial year ended 31 December 2025, recommends the Retiring Directors to be re-elected at the 2nd AGM. The Retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant meetings of the Board and the NRC. The profiles of the Retiring Directors are set out in the Profile of the Board of Directors section of the Company's 2025 Annual Report.

- Ordinary Resolution 4: Appointment of Auditors**

The Board has through the Audit and Risk Management Committee ("ARMC") assessed the suitability and independence of the External Auditors, Messrs Crowe Malaysia PLT and considered the re-appointment of Messrs Crowe Malaysia PLT as Auditors of the Company. The Board and ARMC collectively agreed and satisfied that Messrs Crowe Malaysia PLT has the relevant criteria prescribed by Rule 15.21 of the ACE Market Listing Requirements of Bursa Securities. The Board approved the ARMC's recommendation to seek the shareholders' approval for the re-appointment of Messrs Crowe Malaysia PLT as Auditors of the Company.

- Ordinary Resolution 5: Authority to issue and allot new ordinary shares by the Directors pursuant to Sections 75 and 76 of the Act**

The Proposed Ordinary Resolution 5 is for the purpose of seeking a general mandate to empower the Directors of the Company to issue new shares or convertible securities in the Company pursuant to Sections 75 and 76 of the Act under the Proposed General Mandate and subject to Rule 6.04(1) of ACE Market Listing Requirements of Bursa Securities for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company or during the expiration of period within which the next AGM of the Company is required to be held after the approval was given, whichever is the earlier.

The mandate will provide flexibility to the Company to issue new shares or convertible securities for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares or convertible securities as settlement of purchase consideration or such other applications that the Directors of the Company may in their absolute discretion deemed fit.

The approval of the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act shall have the effect of the shareholders having agreed to irrevocably waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 12(3) of the Constitution of the Company, pertaining to the issuance and allotment of new shares pursuant to Sections 75 and 76 of the Act, which will result in a dilution to their shareholding percentage in the Company.

As of the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the First Annual General Meeting.