



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Third Annual General Meeting ("3<sup>rd</sup> AGM") of the Company will be held at Wyndham Acmar Klang Hotel, AR 1, Level M, No. 1-G-1, Jalan Persiaran Bukit Raja 2/KU1, Bandar Baru Klang, 41150 Klang, Selangor on Wednesday, 3 June 2026 at 10.00 a.m., for the following purposes:

**AGENDA**

**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' and Auditors' Reports thereon.  | Please refer to<br><b>Explanatory Note 1</b>   |
| 2. To approve the payment of Directors' fees to the Non-Executive Directors of an aggregate amount of up to RM280,000.00 from 4 June 2026 until the next Annual General Meeting in 2027.              | <b>Ordinary Resolution 1</b>   |
| 3. To approve the payment of Directors' allowances to the Non-Executive Directors of an aggregate amount of up to RM20,000.00 from 4 June 2026 until the next Annual General Meeting in 2027.         | <b>Ordinary Resolution 2</b>   |
| 4. To re-elect the following Directors who are retiring in accordance with Clause 95 (a) of the Company's Constitution:<br>(a) Dato' Mohd Redza Shah Bin Abdul Wahid<br>(b) Ir. Abdul Rahman Bin Adam | <b>Ordinary Resolution 3</b><br><b>Ordinary Resolution 4</b><br><b>Ordinary Resolution 5</b> |
| 5. To re-appoint Crowe Malaysia PLT as the Company's Auditors for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration.                                | <b>Ordinary Resolution 5</b>   |

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following Ordinary Resolution:

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| 6. <b>AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016</b><br><b>THAT</b> subject always to the Companies Act 2016, Constitution of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot new ordinary 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, provided that the aggregate number of ordinary shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued ordinary shares of the Company (excluding treasury shares, if any) at the time of issue <b>AND THAT</b> the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional ordinary shares to be listed on Bursa Securities <b>AND FURTHER THAT</b> such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.<br><b>THAT</b> pursuant to Section 85 of the Companies Act 2016, read together with Clause 52 of the Constitution of the Company, approval be and is given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered the new ordinary shares in the Company ranking equally to the existing issued ordinary shares of the Company arising from issuance of the new ordinary shares in the Company to the allottees. | <b>Ordinary Resolution 6</b><br>Please refer to<br><b>Explanatory Note 5</b> |
| 7. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.  |  |

By Order of the Board

**EXPRESS POWERR SOLUTIONS (M) BHD**

**WONG YOUN KIM**

**SSM PC No.: 201908000410**

**(MAICSA 7018778)**

Company Secretary

Selangor

Dated this 29<sup>th</sup> day of April, 2026

**NOTES:**

- A member of the Company entitled to be present and vote at the 3<sup>rd</sup> AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy in the instrument appointing the proxies.
- If the appointer is a corporation, the Proxy Form must be executed under its Common Seal or under the hand of its attorney.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) 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 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 Central Depositories Act, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- A proxy appointed to attend and vote in the 3<sup>rd</sup> AGM of the Company shall have the same rights as the member to speak and vote at the said meeting.
- The duly completed Proxy Form must be deposited at the Registered Office of the Company at Unit 11.07, Amcorp Tower, Amcorp Trade Centre, 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor not less than twenty-four (24) hours before the time for holding the 3<sup>rd</sup> AGM or any adjournment thereof.  
Last date and time for lodging the Proxy Form is on **Tuesday, 2 June at 10.00 a.m.**
- General Meeting Record of Depositors**  
In respect of deposited securities, only members whose names appear on the Record of Depositors on 26 May 2026 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and vote on his behalf.

**EXPLANATORY NOTES ON ORDINARY BUSINESS AND SPECIAL BUSINESS**

- Item 1 of the Agenda - Audited Financial Statement for the Financial Year Ended 31 December 2025**  
The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.
- Ordinary Resolution 1**  
Section 230(1) of the Companies Act 2016 provides amongst others that the fees of the Directors of a listed company and its subsidiaries shall be approved at a general meeting. The Board of Directors is seeking approval from the shareholders for the payment of Directors' fees of an aggregate amount of up to RM 280,000.00 to Non-Executive Directors for the period from 4 June 2026 until the conclusion of the next AGM of the Company in 2027.
- Ordinary Resolution 2**  
Section 230(1) of the Companies Act 2016 provides amongst others that any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. The Board of Directors is seeking approval from the shareholders for the payment of Directors' allowance up to RM 20,000.00 to Non-Executive Directors for the period from 4 June 2026 until the conclusion of the next AGM of the Company in 2027.
- Ordinary Resolution 5 - Re-appointment of Crowe Malaysia PLT as the Company's Auditors**  
The Audit and Risk Management Committee ("ARMC") had at its meeting held on 20 April 2026 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Crowe Malaysia PLT as External Auditors of the Company for the financial year ending 31 December 2026.  
The Board has reviewed the recommendation of the ARMC and concurred to recommend the same to be tabled to the shareholders for approval at the 3<sup>rd</sup> AGM.
- Ordinary Resolution 6 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company, from the date of the 3<sup>rd</sup> AGM, with the authority to issue and allot new ordinary shares in the Company up to an amount not exceeding 10% of the total number of issued ordinary shares of the Company (excluding treasury shares, if any) for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting in 2027. The general mandate sought for issue of shares is a renewal of the mandate approved by the shareholders at the last AGM held on 20 May 2025 which will lapse at the conclusion of this 3<sup>rd</sup> AGM.  
However, pursuant to Section 85(1) of the Companies Act 2016 and Clause 52 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 6, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016, 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 to renew the 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 (excluding treasury shares, if any).  
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 20 May 2025 and which will lapse at the conclusion of the 3<sup>rd</sup> AGM.

**Personal data privacy:**

By submitting an instrument appointing proxy(ies) and/or representative(s) to participate at the 3<sup>rd</sup> AGM and/or any adjournment thereof, a member of the Company:

- 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 3<sup>rd</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 3<sup>rd</sup> 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");
- 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
- 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.