

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Third (“3<sup>rd</sup>”) Annual General Meeting (“AGM”) of West River Berhad (“the Company”) will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on **Friday, 5 June 2026 at 10.00 a.m.** or at any adjournment thereof, to transact the following businesses: -

## **AS ORDINARY BUSINESS**

- (1) 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)**
- (2) To approve the payment of Directors’ fees and other benefits amounting to RM80,000 to the Directors of the Company from the conclusion of the 3<sup>rd</sup> AGM up to 31 December 2026. **(Ordinary Resolution 1)**
- (3) To approve the payment of Directors’ fees and other benefits amounting to RM180,000 to the Directors of the Company for the financial year ending 31 December 2027. **(Ordinary Resolution 2)**
- (4) To re-appoint Messrs. Ecovis Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 3)**

## **AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolution:-

- (5) **AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **(Ordinary Resolution 4)**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to 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 shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT in connection with the above, pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 61 of the Company’s Constitution, the shareholders of the Company by approving this resolution are deemed to have waived their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with the existing shares in the Company.”

- (6) To transact any other business of which due notice shall have been given.

# Notice of Annual General Meeting

## BY ORDER OF THE BOARD

**TAN TONG LANG (MAICSA 7045482 /SSM PC NO.: 202208000250)**

**ANG WEE MIN (MAICSA 7076022 /SSM PC NO.: 202208000334)**

Company Secretaries

Kuala Lumpur

Dated : 28 April 2026

### Notes:

- (1) A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) who is entitled to attend, participate, speak and vote at the meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy. The appointment of two (2) or more proxies shall not be valid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- (2) A proxy may but need not be a member of the Company. A proxy appointed to attend, participate, speak (in the form of real-time submission of typed texts) and vote at the Meeting shall have the same rights as the members to speak at the Meeting.
- (3) 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 the seal or under the hand of an officer or attorney duly authorised.
- (4) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (5) Where a member of the Company is an exempt authorised nominee 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (6) For the purpose of determining a member who shall be entitled to attend the meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 25 May 2026. Only members whose names appear in the General Meeting Record of Depositors as at 25 May 2026 shall be entitled to attend, participate, speak and vote at the Meeting.
- (7) Pursuant to Rule 8.31A(1) of the Listing Requirement, all resolutions set out in this Notice of the Meeting will be put to vote by way of poll.

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## Notes (Cont'd):

(8) The appointment of proxy(ies) may now be made vide a hard copy form or in electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the meeting or the adjournment thereof i.e. no later than 3 June 2026 at 10:00 a.m.: -

### (i) Hard copy form

In the case of appointment made vide hard copy form, the instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or notarially certified copy of such power or authority, shall be deposited at the Share Registrar's Office at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, at designated drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.

### (ii) Electronic form

In the case of appointment made in electronic form, the transmission/ lodgement of Proxy Form should be made via Vistra Share Registry and IPO (MY) Portal at <https://srmy.vistra.com>. Kindly refer to the Administrative Guide for the 3<sup>rd</sup> AGM on the procedures for electronic lodgement of proxy form.

## Explanatory Notes:

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

This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

### **Retirement of Directors**

Ms. Kho Zhen Qi and Mr. Wong Kian Leon, the Independent Non-Executive Directors of the Company, who are retiring pursuant to Clause 105(1) of the Company's Constitution at the forthcoming 3<sup>rd</sup> AGM of the Company, has expressed their intention not to seek for re-election at the forthcoming AGM. Hence, they shall retire as the Director of the Company at the conclusion of the 3<sup>rd</sup> AGM of the Company.

### **Ordinary Resolution 1 & 2 - Approval of the payment of Directors' fees and other benefits payable**

Section 230(1) of the Companies Act 2016 provides amongst others, that 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 proposed Ordinary Resolution 1 and 2, if approved, will authorise the payment of Directors' fees and other benefits payable for the period from the conclusion of 3<sup>rd</sup> AGM until 31 December 2027.

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## **Explanatory Notes (Cont'd):**

### **Ordinary Resolution 3 – Re-appointment of Auditors**

The Audit and Risk Management Committee (“ARMC”) has carried out an assessment on the suitability and independence of the External Auditors, Messrs. Ecovis Malaysia PLT (“Ecovis”) and was satisfied with the suitability of Ecovis based on the quality of audit, performance, competency, and sufficiency of resources the external audit team provided to the Group. The ARMC in its assessment also found Ecovis to be sufficiently objective and independent. The Board therefore approved the ARMC’s recommendation on the re-appointment of Ecovis as External Auditors of the Company be put forward for the shareholders’ approval at the 3<sup>rd</sup> AGM.

### **Ordinary Resolution 4 – Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 4 if passed, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors 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.

The general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital, repayment of bank borrowings, acquisitions and/or issuance of shares as settlement of purchase consideration at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 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 convertible securities.

### **Section 85(1) of the Companies Act 2016 provides as follows:**

“85. Pre-emptive rights to new shares

(1) Subject to the constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.”

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## Explanatory Notes (Cont'd)

### Clause 61 of the Constitution of the Company provides as follows

"In accordance with Rule 7.08 of the Listing Requirements, subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities 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 general meetings 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 Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may, likewise, also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause. For the avoidance of doubt, where approval of the Members is obtained in a general meeting for any issuance of shares or convertible Securities, including approvals 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. 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 the pre-emptive rights to the new Shares shall not apply."

The proposed Ordinary Resolution, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

## STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Securities: -

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

No individual is seeking election as a Director at the 3<sup>rd</sup> AGM of the Company.

- (2) General mandate for issue of securities in accordance with Rule 6.04 of the Listing Requirements of Bursa Securities.

The details of the proposed authority for Directors of the Company to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out under Explanatory Note.