

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting ("4th AGM") of EPB Group Berhad (the "Company") will be carried out in a hybrid format, whereby Main Venue will be at Mertajam Hall, Holiday Inn & Suites Penang Prai, 1919, Menara Sentral, Jalan Juru Sentral, 14000 Bukit Mertajam, Pulau Pinang and the meeting will be equipped with live streaming and online remote voting on Friday, 19 June 2026 at 10.00 a.m. for the following purposes:-

AS ORDINARY BUSINESSES

- 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 Note 3)
- To approve the payment of Directors' fees of RM196,800 to Directors of the Company for the financial year ended 31 December 2025. Ordinary Resolution 1
- To approve the payment of Directors' fees of up to RM272,800 to Directors of the Company for the financial year ending 31 December 2026. Ordinary Resolution 2
- To approve the payment of benefits other than Directors' fees to Independent Non-Executive Directors of the Company amounting to RM48,000 from 19 June 2026 until the next AGM of the Company. Ordinary Resolution 3
- To re-elect Mr. Noor Azman bin Nordin, who retires by rotation in accordance with Clause 165 of the Company's Constitution and who being eligible offers himself for re-election. Ordinary Resolution 4
- To re-elect Madam Ooi Kim Kew, who retires by rotation in accordance with Clause 165 of the Company's Constitution and who being eligible offers herself for re-election. Ordinary Resolution 5
- To re-elect Dr. Ooi Hun Pin, who retires by rotation in accordance with Clause 165 of the Company's Constitution and who being eligible offers himself for re-election. Ordinary Resolution 6
- To re-elect Ms Wong Sim Kuan, who retires in accordance with Clause 156 of the Company's Constitution and who being eligible offers herself for re-election. Ordinary Resolution 7
- To re-elect Ms Oh Lean Sim, who retires in accordance with Clause 156 of the Company's Constitution and who being eligible offers herself for re-election. Ordinary Resolution 8
- To re-appoint Messrs Folks DFK & Co PLT, as Auditors of the Company for the ensuing year and to authorise the Directors to fix the Auditors' remuneration. Ordinary Resolution 9

AS SPECIAL BUSINESSES

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

Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

- "THAT subject always to the Companies Act 2016 ("Act"), Constitution of the Company and approvals of the relevant regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time at such price, 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 to be 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 also empowered to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next annual general meeting ("AGM") of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier."

AND THAT pursuant to Section 85 of the Act read together with Clause 31 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act."

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") and Proposed New Shareholders' Mandate for RRPTs

- "THAT approval be and is hereby given to the Company and its subsidiary(ies) ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the specified classes of related parties as specified in Section 2.5 and Section 2.6 of the Circular to Shareholders dated 30 April 2026, provided that:
 - such arrangements and/or transactions are necessary for the Group's day-to-day operations;
 - such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
 - such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
 - the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:
 - the related transacting parties and their respective relationship with the Company; and
 - the nature of the recurrent transactions.
 THAT such authority shall continue to be in force until:
 - the conclusion of the next annual general meeting ("AGM") of the Company, unless the authority is renewed by a resolution passed at the next AGM; or
 - the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("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 ordinary resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.
 AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider necessary or expedient to give effect to transactions contemplated and/or authorised by this Ordinary Resolution."

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

By order of the Board

Kong Sown Kaey
(MAICSA 7047655)
(SSM PC No: 202008001434)

Nur Asmdia binti Rosli
(MAICSA 7069974)
(SSM PC No. 202308000678)
Secretaries

Penang

Date : 30 April 2026

Notes:

The 4th AGM will be conducted in a hybrid format, physically held at Mertajam Hall, Holiday Inn & Suites Penang Prai, 1919, Menara Sentral, Jalan Juru Sentral, 14000 Bukit Mertajam, Pulau Pinang ("Main Venue") and will be equipped with live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities which are available on the meeting platform at <https://meeting.boardroomlimited.my>. With RPEV facilities, members may exercise their rights to participate and vote at the 4th AGM through the following modes of communication: i) Typed text in the Meeting Platform ii) You may submit questions in advance on the AGM resolutions and Integrated Annual Report 2025 not later than 10.00 a.m. on Wednesday, 17 June 2026 via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, and select "SUBMIT QUESTION" to pose questions ("Pre-AGM Meeting Questions"). The Company has appointed Boardroom Share Registrars Sdn. Bhd. ("Boardroom") as the Poll Administrator for the 4th AGM to facilitate the Hybrid Meeting. Please follow the procedures set out in the Administrative Guide for the 4th AGM below to register, participate and vote remotely via RPEV facilities.

1. Appointment of Proxy

- Subject to Paragraph (c) below, a member entitled to attend and vote is entitled to appoint more than one (1) proxy to attend and vote instead of him. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, the appointment shall be invalid unless the member specifies the proportion of his holdings 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 proxy without restriction as to the qualification of the proxy.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one 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 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 seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy may be made in hardcopy form or by electronic means in the following manner not less than 48 hours before the time for holding the meeting or any adjournment thereof:
 - In hardcopy form:
 - The proxy form shall be deposited at the office of the Company's Share Registrar at 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.
 - By electronic means:
 - The proxy form shall also be submitted using the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not later than 48 hours before the time set for holding the Meeting or any adjournment thereof. Please refer to Administrative Guide below.
- Pursuant to Paragraph 8.31A of the ACE Market Listing Requirements of Bursa Securities, the resolutions set out above will be put to vote by way of poll.

2. Members entitled to attend 4th AGM

For the purpose of determining a member who shall be entitled to attend the 4th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Clause 129 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 12 June 2026. Only a depositor whose name appears in the Record of Depositors as at 12 June 2026 shall be entitled to attend the said meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

- Audited Financial Statements for the financial year ended 31 December 2025**
The audited financial statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

4. Ordinary Resolutions No. 1 and 2 – Proposed payment of Directors' fees

Pursuant to Section 230(1) of the Act, the Company shall at every AGM approve the fees of the Directors of the Company and its subsidiaries. The Directors' fees payable to the Directors have been reviewed by the Remuneration Committee and the Board of Directors of the Company. The Directors' fees are in accordance with the remuneration framework of the Group.

- Ordinary Resolution No. 1 and 2 – Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**
The proposed Ordinary Resolutions 1 and 2 are seek shareholders' approval on Directors' fees payable to Directors for financial year ended 31 December 2025 and for financial year ending 31 December 2026 ("FYE 2026"). The payment of the proposed Directors' fees for FYE 2026 shall be payable quarterly in arrears. In the event, the Directors' fees proposed is insufficient, the Board will seek the approval from the shareholders at the next AGM for additional fees to meet the shortfall.

5. Ordinary Resolution No. 3 – Proposed payment of Directors' benefits

The Directors' benefits (excluding Directors' fees) comprises the allowances and other benefits payable to the Non-Executive Directors of the Company. The total estimated amount of Directors' benefits payable is calculated based on the number of actual Board and scheduled Board and Board Committee meetings for the period from 19 June 2026 until the next AGM. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

6. Ordinary Resolutions No. 4, 5 and 6 – Re-election of Directors who retire in accordance with Clause 165 of the Company's Constitution

Clause 165 of the Company's Constitution provides that an election of directors shall take place each year, 1/3 of the directors for the time being shall retire from office at each AGM but shall be eligible for re-election at the said meeting. If the total number of the directors is not 3 or a multiple of 3, the number nearest to 1/3 will retire. The Directors to retire in every year shall be those who have been longest in office since their last election.

Mr. Noor Azman bin Nordin, Madam Ooi Kim Kew and Dr. Ooi Hun Pin who will be retiring and offering themselves for re-election at the 4th AGM were evaluated by the Nomination Committee and the Board. Based on the evaluation outcome, the Nomination Committee and the Board were of the view that their performance were satisfactory and recommended their re-election for shareholders' approval.

7. Ordinary Resolutions 7 and 8 – Re-election of Directors who retire in accordance with Clause 156 of the Company's Constitution

Clause 156 of the Company's Constitution provides that the Board has the power to appoint a person as a director, either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office until the next Annual General Meeting and shall be eligible for re-election at such meeting.

- Ordinary Resolution No. 10 – Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**
The proposed Ordinary Resolution 10 is a general mandate and if passed will empower the Directors of the Company to issue and allot shares up to 10% of the total number of issued shares of the Company from time to time (other than bonus or right issue). This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held whichever is earlier.

This authority will provide flexibility to the Company for possible raising of funds, including but not limited to placing of shares, for purpose of additional working capital, capital expenditure, funding of investments, acquisitions or reduction of borrowings.

9. Ordinary Resolution No. 11 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") and Proposed New Shareholders' Mandate for RRPTs

The proposed Ordinary Resolution 11, if passed, will allow the Company and its subsidiaries to enter into the existing and new RRPTs in accordance with Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad without the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPTs occur.

This would reduce substantial administrative time, inconvenience and resources associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. The shareholders' mandate is subject to renewal on an annual basis.

STATEMENT ACCOMPANYING NOTICE OF AGM

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

As at date of this notice, there are no individuals who are standing for election as Directors (excluding Directors who are standing for re-election as stated above) at this forthcoming 4th AGM.

PERSONAL DATA POLICY

By registering for the remote participation and electronic voting meeting and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, speak and vote at the Meeting and/or any adjournment thereof; By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, and any adjournment thereof.