



**ERDASAN GROUP BERHAD**  
Registration No. 200401006297 (644800-X)  
(Incorporated in Malaysia)

## Notice of Twenty-First Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-First ("21<sup>st</sup>") Annual General Meeting ("AGM") of ERDASAN GROUP BERHAD ("Erdasan" or the "Company") will be held at Function Room, Pearl View Hotel, Jalan Baru, Taman Chai Leng, 13700 Perai, Pulau Pinang on Friday, 27 March 2026 at 10:30 a.m. to transact the following business :

### AGENDA

1. To receive the Audited Financial Statements for the period ended 30 September 2025 together with the Directors' and Auditors' Reports thereon. (Please refer to Note 3)
2. To approve the payment of Directors' fees of up to RM80,000.00 for the period from 1 April 2025 to 30 September 2025 to the Directors of the Company and its subsidiaries. Ordinary Resolution 1
3. To approve the payment of Directors' fees of up to RM300,000.00 for the financial period ending 30 September 2026 to the Directors of the Company and its subsidiaries. Ordinary Resolution 2
4. To approve the payment of benefits other than Directors' fees of up to RM28,000.00 to the Non-Executive Directors of the Company from 28 March 2026 until the next Annual General Meeting of the Company. Ordinary Resolution 3
5. To re-elect the following Directors retiring under the respective provisions of the Constitution of the Company, and who, being eligible offer themselves for re-election:-
  - (i) Mr. Tan Lay Chee Clause 131 Ordinary Resolution 4
  - (ii) Dr. Ch'ng Huck Khoon Clause 131 Ordinary Resolution 5
  - (iii) Datuk Chong Loong Men Clause 136 Ordinary Resolution 6
  - (iv) Mr. Chou Sing Hoan Clause 136 Ordinary Resolution 7
  - (v) Mr. Ling Chi Hoong Clause 136 Ordinary Resolution 8
  - (vi) Ms. Lee Lisa Clause 136 Ordinary Resolution 9
6. To re-appoint Messrs. Morison LC PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. Ordinary Resolution 10

### AS SPECIAL BUSINESS

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

7. Power to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 Ordinary Resolution 11  
"THAT subject always to the Companies Act 2016 ("Act"), the 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 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 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.

# Notice of Twenty-First Annual General Meeting (Cont'd)

AND THAT pursuant to Section 85 of the Act read together with Clause 14 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."

8. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

**ADELINE TANG KOON LING**  
(LS 0009611)  
(SSM PRACTISING CERTIFICATE NO. 202008002271)

**WONG YUET CHYN**  
(MAICSA 7047163)  
(SSM PRACTISING CERTIFICATE NO. 202008002451)  
Company Secretaries

Date : 30 January 2026  
Penang

## NOTES:

### **1. Appointment of Proxy**

- (a) Only a Depositor whose name appear in the Record of Depositors as at 16 March 2026 shall be regarded as a member entitled to attend and vote or to appoint a proxy or proxies to attend and vote at the 21<sup>st</sup> Annual General Meeting.
- (b) 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.
- (c) Subject to Paragraph (d) below, a member entitled to attend and vote is entitled to appoint two (2) or more proxies 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.
- (d) 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.
- (e) 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.
- (f) The instrument appointing a proxy and the power of attorney or other authority (if any), which is signed or a notarially certified copy thereof, must be deposited with the Share Registrar's office at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan or e-mail to [sharereg@prosec.com.my](mailto:sharereg@prosec.com.my) or fax to 03-3008 1124 not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- (g) Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out above will be put to vote by way of poll.

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## 2. **Members entitled to attend the 21<sup>st</sup> AGM**

For the purpose of determining a member who shall be entitled to attend the 21<sup>st</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Clause 81(b) of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 16 March 2026. Only a Depositor whose name appears in the Record of Depositors as at 16 March 2026 shall be regarded as a member entitled to attend and vote or to appoint a proxy or proxies to attend and vote at the 21<sup>st</sup> AGM.

## 3. **Audited Financial Statements for the financial period ended 30 September 2025**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

## 4. **Ordinary Resolutions 1 and 2 – Proposed payment of Directors' fees**

Pursuant to Section 230(1) of the Companies 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.

The proposed Ordinary Resolution 1 is to facilitate the payment of Directors fees from 1 April 2025 to 30 September 2025 following the change of financial year end from 31 March to 30 September.

The proposed Ordinary Resolution 2 is to facilitate the payment of Directors fees on current year basis.

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 3 – Proposed payment of Directors' benefits (excluding Directors' fees)**

The Directors' benefits (excluding Directors' fees) comprises the allowances and other benefits. The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board and Board Committee meetings for the period from 28 March 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 4 and 5 – Re-election of Directors who retire in accordance with Clause 131 of the Constitution of the Company**

Clause 131 of the Constitution of the Company 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. Tan Lay Chee and Dr. Ch'ng Huck Khoon who will be retiring and offering themselves for re-election at the 21<sup>st</sup> AGM were evaluated by the Nominating Committee and the Board. Based on the evaluation outcome, the Nominating Committee and the Board were of the view that their performances were satisfactory and recommended their re-election for shareholders' approval.

Based on the assessment conducted on Mr. Tan Lay Chee's independence, the Board is satisfied that he has complied with the criteria of independence prescribed under ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and remain his independence in exercising his judgement and carry out his role as an Independent Director.

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## **7. Ordinary Resolutions 6, 7, 8 and 9 – Re-election of Directors who retire in accordance with Clause 136 of the Constitution of the Company**

Clause 136 of the Constitution of the Company provides that any Director appointed to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following AGM, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Datuk Chong Loong Men, Mr. Chou Sing Hoan, Mr. Ling Chi Hoong and Ms. Lee Lisa were newly appointed to the Board in year 2025 and will be retiring and offering themselves for re-election at the 21<sup>st</sup> AGM.

Based on the assessments conducted on Mr. Ling Chi Hoong and Ms. Lee Lisa's independence, the Board is satisfied that they have complied with the criteria of independence prescribed under ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and remain their independence in exercising their judgement and carry out their roles as the Independent Directors.

## **8. Ordinary Resolution 11 – Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed resolution, if passed, will grant a renewed general mandate ("Renewed Mandate") and empower the Directors of the Company to issue and allot shares up to an amount not exceeding 10% (ten per centum) of the total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. The Renewed Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment, capital expenditure, working capital and/or acquisitions. In order to avoid any delay and costs involved in convening a general meeting, it is considered appropriate to seek shareholders' approval for a Renewed Mandate. This Renewed Mandate, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.

By approving the issuance and allotment of shares pursuant to Sections 75 and 76 of the Companies Act 2016 and the Constitution of the Company, the shareholders having agreed to irrevocably waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 read together with Clause 14 of the Constitution of the Company, which will result in a dilution to their shareholding percentage in the Company.

As at the date of this notice, no shares had been issued pursuant to the general mandate to issue and allot shares granted to the Directors at the Twentieth ("20<sup>th</sup>") AGM held on 24 September 2024 which will lapse at the conclusion of the 21<sup>st</sup> AGM.

### Personal Data Privacy

By registering for the meeting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's (or its agents) compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively "the Purpose"); (ii) warrants that he/she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents) processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.