



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Pekat Group Berhad ("Pekat" or the "Company") will be held on a virtual basis by way of live streaming vide the online meeting platform hosted on Securities Services e-Portal at <https://sshsb.net.my/> from the broadcast venue at the Meeting Room of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia on Thursday, 10 October 2024 at 11:00 a.m. or immediately following the conclusion or adjournment (as the case may be) of another Extraordinary General Meeting which is scheduled to be held on a virtual basis on the same day at 10:00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF PEKAT (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF PEKAT AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES, IF ANY) ("PROPOSED ESOS")

"THAT subject to the approvals from all relevant regulatory authorities and parties being obtained for the Proposed ESOS, and to the extent permitted by law and the Constitution of the Company, approval and authority be and is hereby given to the Board of Directors of the Company to undertake the following:

- to establish and implement an employees' share option scheme for the benefit of eligible Directors and employees of the Company and its subsidiaries (excluding subsidiaries which are dormant, if any) ("Group") ("Eligible Persons") who fulfil certain specified conditions of eligibility for participation in the Proposed ESOS and to implement and administer the same in accordance with the by-laws of the Proposed ESOS ("By-Laws") which is set out in Appendix I of the circular to shareholders of Pekat dated 20 September 2024 ("Circular");
- to allot and issue such number of new ordinary shares in the Company (as adjusted or modified from time to time pursuant to the By-Laws) ("Pekat Share(s)") from time to time as may be required for the purpose of or in connection with the Proposed ESOS, provided that the total number of Pekat Shares be allotted and issued, pursuant to the granting of options to subscribe for Pekat Shares ("ESOS Option(s)"), to eligible Director(s) and eligible employees of the Group in relation to the Proposed ESOS shall not exceed 10% in aggregate of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS;
- to set up a committee to implement and administer the Proposed ESOS ("ESOS Committee");
- to make the necessary application to Bursa Malaysia Securities Berhad ("Bursa Securities") for permission to deal in and for the listing of and quotation for the new Pekat Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESOS; and
- to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and the terms of the By-Laws;

THAT pursuant to Section 85 of the Companies Act 2016 ("Act") which must be read together with Clause 15 of the Constitution of the Company ("Constitution"), approval be and is hereby given to disapply the pre-emptive rights of the existing shareholders of the Company to be offered any new Pekat Shares ranking equally to the existing issued Pekat Shares arising from any allotment and issuance of new Pekat Shares to the Eligible Persons pursuant to the Proposed ESOS.

AND THAT the By-Laws which is in compliance with the ACE Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised to give effect to the Proposed ESOS with full power to modify, add, delete and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESOS."

ORDINARY RESOLUTIONS 2 TO 7

PROPOSED ALLOCATION OF OFFER TO THE FOLLOWING ELIGIBLE PERSONS WHO ARE DIRECTORS OF PEKAT AND THE PERSONS CONNECTED WITH THEM UNDER THE PROPOSED ESOS

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to each of the Directors and persons connected with them as named therein below respectively and to allot and issue such ESOS Options to them provided always that not more than 10% of the Pekat Shares available under the Proposed ESOS shall be allocated to any Eligible Person, who, either singly or collectively through persons connected with the Eligible Person, holds 20% (or such other percentage as the relevant authorities may permit) or more of the number of issued shares (excluding treasury shares, if any) of Pekat, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws.

Name	Designation	Ordinary Resolution
Kok Kong Chin	Independent Non-Executive Chairman	Ordinary Resolution 2
Chin Soo Mau	Managing Director	Ordinary Resolution 3
Tai Yee Chee	Executive Director & Chief Executive Officer	Ordinary Resolution 4
Ong Keng Siew	Independent Non-Executive Director	Ordinary Resolution 5
Yeong Siew Lee	Independent Non-Executive Director	Ordinary Resolution 6
Datin Shelina Binti Razaly Wahi	Independent Non-Executive Director	Ordinary Resolution 7

THAT pursuant to Section 85 of the Act which must be read together with Clause 15 of the Constitution, approval be and is hereby given to disapply the pre-emptive rights of the existing shareholders of the Company to be offered any new Pekat Shares ranking equally to the existing issued Pekat Shares arising from any allotment and issuance of new Pekat Shares to the above Eligible Persons and the Persons connected with them pursuant to the Proposed ESOS."

BY ORDER OF THE BOARD

YEOW SZE MIN (MAICSA7065735) (SSM PC No.: 201908003120)

YEE KIT YENG (MAICSA7068292) (SSM PC No.: 202208000022)

Company Secretaries

Kuala Lumpur

Date: 20 September 2024

Notes:

- The Extraordinary General Meeting ("EGM") will be conducted on a virtual basis through live streaming vide the online meeting platform hosted on Securities Services e-Portal at <https://sshsb.net.my/> from the broadcast venue at the Meeting Room of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia and online remote voting through the Remote Participation and Voting ("RPV") facilities via Securities Services e-Portal at <https://sshsb.net.my/> provided by Securities Services (Holdings) Sdn Bhd.
- Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the EGM via RPV facilities within Securities Services e-Portal at <https://sshsb.net.my/>. Please read the Administrative Guide for the EGM of the Company for details on the registration process and procedures for RPV to participate remotely at the EGM of the Company. In the event of any technical glitch in this primary mode of communication, members, proxies and/or corporate representatives may email their questions to eservices@sshsb.com.my during the EGM.
- A member of a Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at meeting of members of the Company. A member may appoint not more than two (2) proxies in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- For a member of the Company who 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- Where a member or the authorised nominee appoints more than two (2) proxies, or where an exempt authorised nominee appoints more than one (1) proxy in respect of each omnibus account to attend and vote at the same meeting, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing signed by the appointor or by his attorney who is authorised in writing. In the case of a corporation, the instrument appointing proxy(ies) must be made either under its common seal or signed by an officer or an attorney duly authorised.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - In hard copy form**
In the case of an appointment made in hard copy form, the Proxy Form must be deposited at the Company's Share Registrar at Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia.
 - By electronic form**
The Proxy Form can be electronically lodged via Securities Services e-Portal website at <https://sshsb.net.my/>. Kindly refer to the Administrative Guide for further information on the procedure for electronic submission of Proxy Form.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the share registrar in accordance with Note (8) above not later than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed a representative, please deposit the ORIGINAL OR DULY CERTIFIED certificate of appointment with the share registrar in accordance with Note (9) above. The certificate of appointment should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one (1) shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- For the purpose of determining who shall be entitled to participate in this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the Record of Depositors as at 3 October 2024. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this EGM or appoint proxies to attend and vote in his stead.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the EGM will be put to vote by way of poll.