

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First (21st) Annual General Meeting (AGM) of **VSOLAR GROUP BERHAD** (the Company) will be held on a virtual basis through live streaming and online remote participation and voting from a broadcast venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Monday, 25 November 2024 at 3.15 p.m.** or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

AGENDA

AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2024 (FYE 2024) together with the Directors' and Auditors Reports thereon. | (Explanatory Note 1) |
| 2. To approve the payment of Directors' Fees up to RM290,000.00 for the financial year ending 30 June 2026. | (Ordinary Resolution 1) |
| 3. To approve the payment of Directors' Benefits up to RM18,000.00 for the period commencing after the date of the 21st AGM to the date of the next AGM. | (Ordinary Resolution 2)
(Explanatory Note 2) |
| 4. To re-elect Mr. Chuah Hoon Hong who retires as Director pursuant to Clause 134 of the Company's Constitution. | (Ordinary Resolution 3)
(Explanatory Note 3) |
| 5. To re-elect Mr. Tan Aik Heang who retires as Director pursuant to Clause 119 of the Company's Constitution. | (Ordinary Resolution 4)
(Explanatory Note 3) |
| 6. To re-appoint Messrs. CAS Malaysia PLT as Auditors of the Company for the financial year ending 30 June 2025 and to authorise the Directors to fix their remuneration. | (Ordinary Resolution 5) |

AS SPECIAL BUSINESS

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

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| <p>7. Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 (CA 2016) (Proposed General Mandate)</p> <p>"THAT subject always to Sections 75 and 76 of the CA 2016, the Constitution, and the ACE Market Listing Requirements (AMLR) of Bursa Malaysia Securities Berhad (Bursa Securities) and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue 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 shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the next AGM or when it is required by law to be held, whichever is earlier, AND THAT the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.</p> <p>THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 65 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.</p> <p>AND FURTHER THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."</p> | (Ordinary Resolution 6)
(Explanatory Note 4) |
| 8. To transact any other ordinary business for which due notice shall have been given in accordance with the Company's Constitution and the CA 2016. | |

**BY ORDER OF THE BOARD
VSOLAR GROUP BERHAD**

WONG YUET CHYN
(MAICSA 7047163)
(SSM PC No. 202008002451)
 Company Secretary
 30 October 2024
 Kuala Lumpur

Notes:

- (i) A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- (ii) A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- (iii) A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- (iv) Where a member is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- (v) The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the registered office of the Company at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur or e-mail to info@wscs.com.my or fax to 03-6413 3270 not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned meeting as the case may be, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid.
- (vi) An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- (vii) In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 November 2024, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- (viii) Pursuant to Rule 8.31A(1) of the AMLR of Bursa Securities, all the resolutions set out in this Notice will be put to vote by way of poll.
- (ix) The members are encouraged to refer the Administrative Guide on registration and voting process for the general meeting.

Explanatory Notes on Ordinary Business

- 1. Audited Financial Statements for FYE 2024**
 The audited financial statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require the shareholders' approval and hence, it will not be put for voting.
- 2. Proposed Directors' Benefits**
 The proposed Ordinary Resolution 2, if passed, will authorise and approve the payment of Directors' Benefits comprised of meeting allowances payable to the Directors, where applicable, for their attendance of Board and Committee Meetings for the period commencing after the date of the this AGM to the date of the next AGM, pursuant to the requirements of Section 230 of CA 2016.
- 3. Re-election of Directors**
 The proposed Ordinary Resolutions 3 and 4, if passed, will allow Mr. Chuah Hoon Hong (Mr. Chuah) and Mr. Tan Aik Heang (Mr. Tan) to be re-elected and continued acting as Director of the Company. Mr. Chuah and Mr. Tan being eligible, have offered themselves for re-election at this AGM pursuant to Clause 134 and Clause 119 of the Constitution respectively. The profiles of Mr. Chuah and Mr. Tan are set out in the Directors' Profile section of the Annual Report 2024.
 The Board (with exception of the retiring Directors who abstained) recommended the retiring directors be re-elected as Directors of the Company as they have character, experience, integrity, competence and time to effectively discharge their role as Directors of the Company.
 The Board was further satisfied that Mr. Chuah and Mr. Tan have complied with the criteria of independence based on the Listing Requirements and remain their independent in exercising their judgement and carry out their roles as Independent Directors.

Explanatory Notes on Special Business

- 4. Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the CA 2016**
 The proposed Ordinary Resolution 6 is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The proposed Ordinary Resolution 6, if passed, will give the Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company.
 The Proposed General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.
 By approving the allotment and issue of the Company's shares pursuant to the Proposed General Mandate which will rank the equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 65 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.
 As at the date of this notice, no shares had been allotted and issued since the general mandate granted to the Directors at the last AGM held on 6 December 2023 and this authority will lapse as the conclusion of the this AGM of the Company.
 The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Proposed General Mandate is in the best interests of the Company and its shareholders.

5. Personal Data Privacy

By registering for the meeting via remote participation and electronic voting 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.

21st Annual General Meeting (21st AGM)

Administrative Guide

Date	Time	Broadcast Venue
Monday, 25 November 2024	3.15 p.m.	Lot 4.1, 4th Floor, Menara Lien Hoe No. 8, Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya, Selangor Darul Ehsan

MODE OF MEETING

The 21st AGM will be conducted on a virtual basis through live streaming from the Broadcast Venue.

Shareholders of the Company (Members) are **NOT REQUIRED** to be physically present **NOR ADMITTED** at the Broadcast Venue on the day of the 21st AGM. Members will have to register to attend the 21st AGM remotely by using the Remote Participation and Voting (RPV) facilities, the details as set out below.

RPV

The 21st AGM will be conducted entirely through live streaming and online remote voting. Members are encouraged to participate the 21st AGM by using the RPV Facilities. With the RPV Facilities, Members may exercise their rights to participate (including to pose any questions to the Board of Directors (Board) and the Management of the Company) and vote at the 21st AGM.

Individual Member(s) are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the 21st AGM.

If an Individual Members is unable to participate the 21st AGM, he/she is encouraged to appoint proxy(ies) or the Chairman of the Meeting to participate on his/her behalf and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Corporate Members (through Corporate Representative(s) or appointed proxy(ies) are also strongly advised to participate and vote remotely at the 21st AGM by using the RPV Facilities. Corporate Members who wish to participate and vote remotely at the 21st AGM will be required to provide the following documents to the registered office at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur no later than **Saturday, 23 November 2024 at 3.15 p.m.:**

- Certificate of Appointment of its Corporate Representative or Form of Proxy under the Seal of the Corporation;
- Copy of the Corporate Representative's or Proxy's MyKad (front and back)/Passport; and
- Corporate Representative's or Proxy's email address and mobile phone number.

If a Corporate Member (through Corporate Representative(s) or appointed proxy(ies)) is unable to participate the 21st AGM, the Corporate Member is encouraged to appoint the Chairman of the Meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

In respect of Authorised Nominee Company Members, the beneficial owners of the shares under a Nominee Company's CDS account are also strongly advised to participate and vote remotely at the 21st AGM using RPV Facilities. Beneficial owner, who wish to participate and vote remotely at the 21st AGM, can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the 21st AGM. Nominee Company will be required to provide the following documents to the registered office of the Company at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur no later than **Saturday, 23 November 2024 at 3.15 p.m.:**

- Form of Proxy under the Seal of the Nominee Company;
- Copy of the Proxy's MyKad (front and back)/Passport; and
- Proxy's email address and mobile phone number.


21ST ANNUAL GENERAL MEETING (21ST AGM) ADMINISTRATIVE GUIDE

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RPV (CONT'D)

If an Authorised Nominee Company Member is unable to participate in the 21st AGM, it is encouraged to request its Nominee Company to appoint the Chairman of the Meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

The procedures for the RPV Facilities in respect of the live streaming and remote voting at the 21st AGM are as follows:

Procedures		Action
Before the 21st AGM		
1.	Register as participant for the 21st AGM 	<ul style="list-style-type: none"> Using your computer, access the registration website at https://rebrand.ly/VsolarAGM If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details to register for the 21st AGM session. Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.
2.	Submit your online registration	<ul style="list-style-type: none"> Members, who wish to participate and vote remotely at the 21st AGM via RPV Facilities, are required to register prior to the Meeting. The registration will open from 5.00 p.m. on Wednesday, 30 October 2024 until the day of the 21st AGM on Monday, 25 November 2024. Clicking on the link mentioned in item 1 will redirect you to the 21st AGM event page. Click on the Register link for the online registration form. Complete your particulars in the registration page. Your name MUST match your CDS account name (not applicable for proxy). Insert your CDS account number(s) and indicate the number of shares you hold. Read and agree to the Terms & Conditions and confirm the Declaration. Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected. System will send an email to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors of the Company as at 15 November 2024, the system will send you an email to notify you if your registration is approved or rejected after 18 November 2024. If your registration is rejected, you can contact the Company's Poll Administrator for clarifications or to appeal.

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RPV (CONT'D)

Procedures		Action
On the day of 21st AGM		
3.	Attending 21st AGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. First email will be sent one day before the date of the 21st AGM, while the second email will be sent 1 hour before the commencement of the 21st AGM session. Click Join Webinar in the reminder email to participate the RPV.
4.	Participate with live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel to send in your questions. The Chairman/Board will try to respond to the relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email. The whole session will be recorded. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
5.	Online Remote Voting	<ul style="list-style-type: none"> The Chairman will announce the commencement of the voting session and the duration allowed at the 21st AGM. The list of resolutions for voting will appear at the right-hand side of your computer screen under the "Slido" panel. You are required to indicate your votes for the resolutions within the given stipulated time frame. Click on the Submit button when you have completed. Votes cannot be changed once it is submitted.
6.	End of RPV Facility	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the 21st AGM, the live session will end.

APPOINTMENT OF PROXY

Members, who appoint proxy(ies) to participate via RPV Facilities in the 21st AGM, shall deposit the completed duly executed Form of Proxy at registered office of the Company at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur or fax to 03-6413 3270 or email to infosr@wscs.com.my, no later than **Saturday, 23 November 2024 at 3.15 p.m.**

Please note that if an Individual Member who has submitted his/her Form of Proxy prior to the 21st AGM and subsequently decides to personally participate in the 21st AGM via RPV Facilities, the Individual Member shall proceed to contact the Company's Poll Administrator at 03-6413 3271/012-595 5253 to revoke the appointment of his/her proxy(ies) no later than **Saturday, 23 November 2024 at 3.15 p.m.**

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POLL VOTING

The voting at the 21st AGM will be conducted by poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Workshire Share Registration Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

The Scrutineers will verify the poll results and the Chairman will declare whether the resolutions are duly passed or otherwise.

NO RECORDING OR PHOTOGRAPHY

Strictly **NO recording or photography** of the proceedings of the 21st AGM is allowed.

NO BREAKFAST/LUNCH PACKS, DOOR GIFTS OR FOOD VOUCHERS

There will be **NO** distribution of breakfast/lunch packs, door gifts or food vouchers to the Members or Proxy(ies) who participate in the 21st AGM.

ENQUIRY

If you have any enquiry prior to the meeting, please contact the following officers during the office hours from 9.00 a.m. to 5.30 p.m. on Mondays to Fridays (except public holidays) at:

For registration, logging in and system related:

InsHub Sdn. Bhd.

Name: Ms. Eris/Mr. Calvin
Telephone: 03-7688 1013
Email: vgm@mlabs.com

For Proxy and other matters:

Workshire Share Registration Sdn. Bhd.

Name: Mr. Tee Yee Loon/Mr. Vemalan
Telephone: 03-6413 3271/012-595 5253
Email: infosr@wscs.com.my

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD

To administer the proceedings of the 21st AGM in orderly manner, the Members of the Company may before may before the 21st AGM, submit questions to the Board at info@vsolar.com.my no later than **Saturday, 23 November 2024** at **3.15 p.m.** The Board will endeavour to address the questions received at the 21st AGM.