



SOUTH MALAYSIA INDUSTRIES BERHAD

Co. No. 196901000152 (8482-D)

(Incorporated in Malaysia)

NOTICE OF 54TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 54th Annual General Meeting of SOUTH MALAYSIA INDUSTRIES BERHAD [Co. No. 196901000152 (8482-D)] will be held at Diamond 1, Level 10, Holiday Villa, No. 260, Jalan Dato' Sulaiman, Taman Abad, 80250 Johor Bahru, Johor Darul Takzim on Monday, 15 June 2026 at 12.00 noon for the following purposes:

A G E N D A

ORDINARY BUSINESS

1. To receive the audited financial statements for the financial period ended 30 September 2025 together with the Reports of the Directors and Auditors thereon. *(please refer Explanatory Note (a))*
2. To re-appoint Messrs PKF PLT as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be determined by the Directors. *Resolution 1*
3. To approve the payment of Directors' fees and benefits of up to RM 450,000 to the Non-Executive Directors of the Company and subsidiaries from the conclusion of this Annual General Meeting until the next Annual General Meeting of the Company. *Resolution 2*
4. To re-elect Puan Latifah Binti Abdul Latiff, who retires by rotation in accordance with Article 85.3 of the Company's Constitution and being eligible, has offered herself for re-election. *Resolution 3*
5. To re-elect Dato' Zainuddin Bin Yahya, who retires by rotation in accordance with Article 86 of the Company's Constitution and being eligible, has offered himself for re-election. *Resolution 4*

SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolution, with or without any modifications:

6. **Authority to allot and issue new shares in general pursuant to Sections 75 and 76 of the Companies Act 2016** *Resolution 5*
"That subject to the applicable provisions of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") and the Company's Constitution, if any, and the approval of the relevant government regulatory authorities, if required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and to issue new shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot shares under an agreement or option or offer at any time and from time to time, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, to any persons who are not prescribed by Paragraph 6.04 (c) of the Listing Requirements provided that the aggregate number of shares to be allotted and issued, to be subscribed under any rights granted, to be issued from conversion of any securities, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution does not exceed 10% of the total number of issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval for the listing and quotation for the additional shares so allotted and issued from the Bursa Securities and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
7. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

WONG CHEE YIN (MAICSA 7023530)/ SSM PC No. 202008001953

TAN SIEW CHIN (MAICSA 7007938)/ SSM PC No. 202008000798

Company Secretaries

Johor Bahru

22 May 2026

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on **8 June 2026** (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 54th Annual General Meeting ("54th AGM").
2. A member entitled to attend, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
4. Where a member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities 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 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.
6. Where the Proxy Form is executed by a corporation, it must be either under its Common Seal or under the hand of an officer or attorney duly authorised.
7. The Proxy Form must be deposited with the Company Secretary at the Registered Office, L2-02, 1 Medini Hub, Persiaran Medini Utara 3, Medini Iskandar, 79000 Nusajaya, Johor Darul Takzim not less than 48 hours before the time set for the Meeting.
8. Pursuant to Paragraph 8.29(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of 54th AGM will be put to vote by poll.

Explanatory Notes on Ordinary Business

a) Item 1 of the Agenda – Audited Financial Statements for the financial period ended 30 September 2025

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

b) Ordinary Resolution 1 – To re-appoint Messrs PKF PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration

The Audit Committee has assessed the suitability and independence of the external auditors and recommended the re-appointment of Messrs PKF PLT as external auditors of the Company until the next Annual General Meeting of the Company. The Board has in turn at its meeting reviewed the recommendation of the Audit Committee and recommended the same to be tabled to the shareholders for approval at the 54th AGM of the Company. The Board and the Audit Committee collectively agreed that Messrs PKF PLT have met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing requirements of Bursa Malaysia Securities Berhad.

c) Ordinary Resolution 2 – Payment of Directors' Fee and Benefits to Non-Executive Directors

Section 230(1) of the Companies Act 2016 provided 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 Resolution 2 is to seek shareholders' approval for payment of the Directors' fees and benefits up to RM450,000 comprising meeting allowance to the Non-Executive Directors for the period from 16 June 2026 until the next Annual General Meeting of the Company. In the event, the Directors' fees proposed is insufficient due to the enlarged Board size, the Board will seek the approval from the shareholders at the next annual general meeting for additional fees to meet the shortfall.

d) Ordinary Resolutions 3 & 4 – Re-election of Directors who retire pursuant to Article 85.3 & Article 86 of the Company's Constitution

Puan Latifah Binti Abdul Latiff and Dato' Zainuddin Bin Yahya are standing for re-election pursuant to Article 85.3 and Article 86 of the Company's Constitution respectively and being eligible, have offered themselves for re-election at the 54th AGM.

Puan Latifah Binti Abdul Latiff and Dato' Zainuddin Bin Yahya, who are standing for re-election had undergone the performance evaluation and had individually made the declaration of their fitness and propriety to continue acting as Directors of the Company in accordance with the Directors' Fit and Proper Policy.

Based on the assessment of the Nomination Committee (“NC”), the NC is satisfied that the retiring Directors had demonstrated their commitment and continue to be diligent and competent in their role as Directors and the Board has endorsed the NC’s recommendation subject to the shareholders’ approval at this AGM. The retiring Directors had abstained from deliberation and decisions on their re-election at the Board meeting.

Explanatory Notes on Special Business

e) Ordinary Resolution 5 – Authority to issue new shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Proposed Ordinary Resolution No. 5 for the renewal of general mandate in relation to the authorization for issuance of shares by the Directors, if passed, will enable the Directors to issue and allot shares up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being, for the purpose as the Directors consider would be in the best interests of the Company. This authority unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

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 purposes of funding future investment project(s), working capital and/or acquisition(s).

STATEMENT ACCOMPANYING NOTICE OF 54TH ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27 (2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

1. Details of individuals who are standing for election as Directors (excluding Director standing for re-election)

No individual is standing for election as Director at the forthcoming 54th AGM of the Company.

2. Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

The proposed Ordinary Resolution 5 on the general mandate for issue of securities is a renewal mandate. As of the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 53rd Adjourned Annual General Meeting held on 8 December 2025 and hence, no proceeds were raised therefrom.