

## NOTICE OF THIRTY-FOURTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirty-Fourth Annual General Meeting (“**34th AGM**”) of Mah Sing Group Berhad (“**Mah Sing**” or “**Company**”) will be held at Wisma Mah Sing, Welcome Centre, Ground Floor, Unit 163-0-1 & 2, No. 163, Jalan Sungai Besi, 57100 Kuala Lumpur on Thursday, 25 June 2026 at 10.00 a.m., for the following purposes:

### AGENDA

#### As Ordinary Businesses:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Directors’ and Auditors’ Reports thereon. **(Please refer to Note A)**
2. To approve the Independent Non-Executive Directors’ fees of up to RM247,000 for the period commencing from 26 June 2026 up to the next annual general meeting of the Company to be held in 2027. **(Ordinary Resolution 1)**
3. To approve the Independent Non-Executive Directors’ benefits of up to RM30,000 for the period commencing from 26 June 2026 up to the next annual general meeting of the Company to be held in 2027. **(Ordinary Resolution 2)**
4. To re-elect the following Directors retiring pursuant to Article 107 of the Company’s Constitution:
  - (i) Tan Sri Dato’ Sri Leong Hoy Kum; and **(Ordinary Resolution 3)**
  - (ii) Abd Malik Bin A Rahman. **(Ordinary Resolution 4)**
5. To re-elect Chu Nyet Kim, the Director retiring pursuant to Article 100 of the Company’s Constitution. **(Ordinary Resolution 5)**
6. To re-appoint Deloitte Malaysia PLT (formerly known as Deloitte PLT) as Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

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**As Special Businesses:**

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

**7. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“THAT subject to the Companies Act 2016 (“**Act**”), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”), the Company’s Constitution, and the approval of the relevant governmental regulatory authorities, if required, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company, grant rights to subscribe for shares, convert any securities into shares, or allot shares under an agreement, option, or offer from time to time, at such price, upon such terms and conditions, for such purposes, and to such persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued and allotted, to be subscribed under any rights granted, to be issued from conversion of any securities, or to be issued and allotted under an agreement, option, or offer during the preceding 12 months pursuant to this resolution, does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being; AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so allotted on Bursa Malaysia Securities Berhad; AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company after the approval was given, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

**(Ordinary Resolution 7)**

**8. PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SPECIFIED IN SECTION 2.3.1 OF THE CIRCULAR TO SHAREHOLDERS OF THE COMPANY DATED 30 APRIL 2026 (“CIRCULAR”)**

“THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”), approval be and is hereby given to the Company and/or its subsidiaries (“**Group**”) to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature of the Group with specified classes of Related Parties (as defined in the Listing Requirements), as specified in Section 2.3.1 of the Circular, which are necessary for the day-to-day operations of the Group, provided that the transactions are in the ordinary course of business, carried out on an arms’ length basis, on normal commercial terms, and on terms not more favourable to the Related Parties than those generally available to the public, as well as not detrimental to the minority shareholders of the Company; AND THAT such approval, shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the general meeting at which such mandate was passed, at which time the mandate will lapse, unless the mandate is renewed by a resolution passed at that meeting; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held, pursuant to Section 340(2) of the Companies Act 2016 (“**Act**”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting;

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whichever is earlier.

AND THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this ordinary resolution.”

**(Ordinary Resolution 8)**

9. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

“THAT subject to the Companies Act 2016 (“**Act**”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”) and all other applicable laws, guidelines, rules and regulations issued by other regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares of the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (“**Bursa Securities**”), upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company, provided that:

- (a) the aggregate number of ordinary shares in the Company (“**Shares**”) purchased (“**Purchased Shares**”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Securities as at the time of purchase(s); and
- (b) the maximum funds allocated by the Company for the purpose of purchasing the shares shall not exceed the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase(s),

(“**Proposed Share Buy-Back**”).

THAT the authority to facilitate the Proposed Share Buy-Back shall commence immediately upon the passing of this ordinary resolution and shall remain in force until:

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the general meeting at which such resolution was passed, at which time the authority shall lapse, unless the authority is renewed by ordinary resolution passed at that meeting, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting;

whichever occurs first, but this authority shall not prejudice the completion of any purchase(s) by the Company of its own Shares before the aforesaid expiry date, and in any event, shall be in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

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THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors, in any manner may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force, including but not limited to:

- (i) to cancel all or part of the Purchased Shares;
- (ii) to retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- (iii) to distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- (iv) to resell all or part of the treasury shares;
- (v) to transfer all or part of the treasury shares for the purposes of, or under, the employees' share scheme established by the Company and/or its subsidiaries;
- (vi) to transfer all or part of the treasury shares as purchase consideration;
- (vii) to sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may prescribe by order; and/or
- (viii) to deal with the treasury shares in any other manner as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities in force.

AND THAT authority be and is hereby given to the Directors of the Company to do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give full effect to the Proposed Share Buy-Back with full power to assent to any condition, variation, modification and/or amendment as may be required by any relevant authorities, deal with all matters relating thereto, take all steps and do all acts and things in any manner as they may deem necessary in connection with the Proposed Share Buy-Back in the best interest of the Company.”

**(Ordinary Resolution 9)**

10. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

YANG BAO LING (SSM PC No. 202008002683) (MAICSA 7041240)  
THAM WAI YING (SSM PC No. 202008001181) (MAICSA 7016123)  
Company Secretaries

Kuala Lumpur  
30 April 2026

## NOTICE OF THIRTY-FOURTH ANNUAL GENERAL MEETING (CONT'D)

### NOTES:

1. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 34th AGM shall be put to a vote by way of a poll.
2. In respect of deposited securities, only members whose names appear in the **Record of Depositors** as of **18 June 2026** shall be entitled to attend, participate, speak and vote at the 34th AGM, or appoint proxy(ies) to attend, speak, and vote on their behalf.
3. A member who is entitled to attend, participate, speak, and vote at the 34th AGM may appoint no more than two (2) proxies or, in the case of a corporation, authorised representatives, to attend and vote in his/her stead. There are no restriction on the qualifications of a proxy.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICD"), 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.
5. Where a member of the Company is an exempt authorised nominee as defined under SICD 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.
6. Where a member or the authorised nominee appoints more than one (1) proxy (subject always to a maximum of two (2) proxies of each meeting), or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. The instrument appointing a proxy shall be in writing signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of its officer or of its attorney duly authorised.
8. The Form of Proxy shall be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. located at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or, in the designated drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. Alternatively, you may submit the Form of Proxy electronically via Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com>, not less than forty-eight (48) hours before the time for holding this 34th AGM or any adjournment thereof. Please refer to the **Procedures for Electronic Lodgement of the Form of Proxy** in the Administrative Guide for the 34th AGM.
9. A corporate representative duly appointed by a corporate member must deposit the **original** certificate of appointment of corporate representative, or any authority under which such an appointment is made, if the appointment is made by a power of attorney, a **notarially certified copy** of the power of attorney must be deposited at the office of the Company's Share Registrar stated in item 8 above, not less than forty-eight (48) hours before the time for holding this 34th AGM or any adjournment thereof. Please refer to the **Appointment of Proxy, Corporate Representative or Attorney** section in the Administrative Guide for the 34th AGM for further details.

### EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES

#### 1. **Note A – Audited Financial Statements for the financial year ended 31 December 2025 and the Directors' and Auditors' Reports**

This agenda item is for discussion only, as under the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016, the audited financial statements and the reports of directors and auditors thereon do not require a formal approval by the shareholders. Therefore, this agenda item will not be put to a vote.

#### 2. **Ordinary Resolutions 1 and 2 – Independent Non-Executive Directors' fees and benefits**

The proposed payment of Independent Non-Executive Directors' fees under Ordinary Resolution 1 includes Board and Board Committee fees and is based on current composition of the Board and Board Committees.

The Directors' fees calculated for the period starting from 26 June 2026 until the next annual general meeting ("AGM") of the Company in 2027, taking into consideration the responsibilities of the Independent Non-Executive Directors as members of various Board Committees, the complexity of the Group's operations, and time commitment required. If the proposed amounts are insufficient, for example due to an increase in Board size and/or additional role in Board Committees, shareholders' approval for the shortfall will be sought at the subsequent AGM.

The proposed payment of Independent Non-Executive Directors' benefits (other than Directors' fees) under Ordinary Resolution 2 is calculated based on current Board size and the estimated number of meetings for Board, Board Committees, and general meetings for the period from 26 June 2026 until the next AGM in 2027. If the proposed meeting attendance allowance is insufficient, for example due to an increase in Board size and/or additional meetings, shareholders' approval for the shortfall will be sought at the subsequent AGM.

The Board believes it is fair and equitable for the Directors' fees and meeting attendance allowance of the Independent Non-Executive Directors to be paid quarterly in arrears, for the period from 26 June 2026 until the next AGM in 2027, as the Independent Non-Executive Directors would have discharged their duties and rendered their services to the Company for the relevant period. Individual Directors abstain from deliberations and decisions concerning their own remuneration.

#### 3. **Ordinary Resolutions 3 to 5 – Re-election of Directors retiring pursuant to Articles 100 and 107 of the Company's Constitution**

Article 100 of the Company's Constitution provides that any Director of the Company appointed during the year to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the conclusion of the next AGM, and shall then be eligible for re-election but shall not be taken into account in determining the Directors required to retire by rotation at that AGM.

Article 107 of the Company's Constitution provides that one-third of the Directors of the Company for the time being shall retire by rotation at each AGM of the Company, provided always that each Director shall retire from office at least once in each three years. However, they shall be eligible for re-election at the AGM. A Director retiring at a meeting shall retain office until the close of the meeting at which they retire.

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Tan Sri Dato' Sri Leong Hoy Kum and Abd Malik Bin A Rahman retires by rotation pursuant to Article 107, while Chu Nyet Kim retires pursuant to Article 100. All retiring Directors are eligible and have offered themselves for re-election at the 34th AGM.

Each retiring Director has undergone the performance evaluation for the financial year ended 31 December 2025 and has confirmed that he or she remains fit and proper to continue serving as a Director. The Independent Non-Executive Directors have also confirmed their continued independence.

In assessing the Directors' eligibility for re-election, the Nomination Committee ("NC") evaluated their performance and contributions, taking into account the results of the annual evaluation of Board, Board Committee, self and peer assessments ("Annual Assessment"), their attendance and participation in Board deliberations, commitment and ability to act in the best interests of the Company. These evaluations were supported by a fit and proper assessment conducted in accordance with the Directors' Fit and Proper Policy.

The Board, with the retiring Directors abstaining from deliberations relating to their own re-election at the NC and Board meetings, reviewed the Audit Committee's conflict-of-interest assessment, the results of the Annual Assessment, and the NC's recommendations. The Board is satisfied that the retiring Directors possess the requisite experience, expertise, integrity, competence, commitment, and capacity to contribute effectively to the Board, and continue to meet the fit and proper criteria.

With the assistance of NC, the Board also assessed the independence of all Independent Directors, including Abd Malik Bin A Rahman and Chu Nyet Kim, and is satisfied that they continue to meet the independence criteria under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and are able to exercise independent and objective judgment.

The profile of the retiring Directors, including their experience, competencies, and disclosures of conflicts of interest, are set out in the Profile of the Board of Directors section of the Integrated Annual Report 2025. Their shareholdings in the Company are disclosed in the Statistics of Shareholdings section of the Integrated Annual Report 2025.

#### 4. **Ordinary Resolution 6 – Re-appointment of Auditors**

Based on the External Auditors' assessment results for the financial year under review, the Board and the Audit Committee are satisfied with the adequacy of resources, the quality of audit process, level of engagement, independence and professionalism demonstrated by the External Auditors in the discharge of their duties.

Having reviewed the External Auditors' performance, the Board, at its meeting on 27 February 2026, endorsed the Audit Committee's recommendation to propose the re-appointment of Deloitte Malaysia PLT as the Company's External Auditors for the financial year ending 31 December 2026, subject to shareholders' approval at the forthcoming 34th AGM.

#### 5. **Ordinary Resolution 7 – Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed ordinary resolution, if passed, will enable the Company to renew the general mandate granted to its Directors to allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares, convert any securities into shares, or allot shares under an agreement, option, or offer, provided that the aggregate number of shares allotted pursuant to this resolution shall not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at any given time.

The renewal of this general mandate aims to prevent delays and additional costs associated with convening a separate general meeting for shareholders' approval. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the Company's next AGM.

The general mandate, if passed, will allow the Directors to act swiftly in the event there is a need to issue and allot new shares for fund raising purposes or to seize business opportunities. This may include, but is not limited to, the issuance or placement of shares for purpose of funding current and/or future investment projects, acquisitions, and/or as settlement of purchase consideration, or for other circumstances arise that involve the grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement, option, or offer, as the Directors may deem fit in the best interest of the Company.

As of the date of this notice, the Company has not undertaken any new share allotments under the general mandate approved at the 33rd AGM on 30 June 2025. This mandate will lapse at the conclusion of the 34th AGM on 25 June 2026.

The Company currently has no plan to issue new shares. However, should the Board decide to issue new shares pursuant to the general mandate, the Company will announce the specific purpose and intended use of the proceeds, and will provide quarterly updates on the status of their utilisation.

#### 6. **Ordinary Resolution 8 – Proposed renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as specified in Section 2.3.1 of the Circular to Shareholders of the Company dated 30 April 2026**

The proposed ordinary resolution, if passed, will enable the Company to renew the mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties. These transactions are necessary for the Group's day-to-day operations and will be carried out in the ordinary course of business on an arm's length basis, based on normal commercial terms and terms not more favourable to the related parties than those generally available to the public. Additionally, these transactions will not be detrimental to the minority shareholders of the Company, pursuant to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Details of the proposal are set out in the Circular to Shareholders dated 30 April 2026, accompanying the Company's Integrated Annual Report for the financial year ended 31 December 2025.

#### 7. **Ordinary Resolution 9 – Proposed renewal of share buy-back authority**

The proposed ordinary resolution, if passed, will enable the Company to renew the mandate empowering the Directors to exercise the power of the Company to purchase such number of ordinary shares, up to 10% of the total number of issued ordinary shares of the Company, by utilising an aggregate amount of the funds not exceeding the retained profits of the Company as of the transaction date of the Proposed Share Buy-Back. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. The details of the proposal are set out in the Share Buy-Back Statement dated 30 April 2026, accompanying the Company's Integrated Annual Report for the financial year ended 31 December 2025.

## **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, there is no individual seeking election as Director of the Company at this Thirty-Fourth Annual General Meeting.