FARLIM GROUP (MALAYSIA) BHD.
Registration No. 198201002529 (82275-A)
(Incorporated in Malaysia)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Forty-Fourth ("**44th**") Annual General Meeting ("**AGM**") of the Company will be held at Melati 1, 2 & 3, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Wednesday, 24 June 2026 at 10.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 and the Reports of the Directors and the Auditors thereon. *Please refer to Note B*

2. To approve the payment of Directors' Fees of RM136,800.00 and benefits totaling RM380,000.00 for the period from 1 July 2026 until the conclusion of the next AGM of the Company. **ORDINARY RESOLUTION 1**
(Please refer to Note C)

3. To re-elect the following Directors who retire pursuant to Clause 106 of the Company's Constitution:-

 3.1 Tan Sri Dato' Seri Lim Gait Tong **ORDINARY RESOLUTION 2**

 3.2 Encik Amran Bin Ahmad **ORDINARY RESOLUTION 3**

 (Please refer to Note D)

4. To reappoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **ORDINARY RESOLUTION 4**

As Special Business

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

5. **Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016** **ORDINARY RESOLUTION 5**

"**THAT** subject always to the Constitution of the Company, Companies Act 2016 ("**the Act**"), Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approval of the relevant regulatory authorities, where required, the Board of Directors of the Company ("**Board**" or "**Directors**") be and are hereby authorized and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new shares in the Company ("**New Shares**") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of such New Shares to be issued, does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being ("**Proposed General Mandate**"); **AND THAT** such authority shall commence immediately upon the passing of this resolution and continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting, whichever is earlier.

THAT the Directors be and are empowered to obtain the approval from Bursa Securities for the listing of and quotation for the New Shares to be allotted on the Bursa Securities; **AND THAT** authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

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.

AND FURTHER THAT pursuant to Section 85 of the Act, read together with Clause 52 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer New Shares arising from the issuance and allotment of the New Shares pursuant to Sections 75 and 76 of the Act; **AND THAT** the Board is exempted from the obligation to offer such New Shares first to the existing shareholders of the Company."
(*Please refer to Note E)*

6. **Retention of Independent Non-Executive Director, Miss Adlina Hasni Binti Zainol Abidin** **ORDINARY RESOLUTION 6**

"**THAT** Miss Adlina Hasni Binti Zainol Abidin who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years from 23 April 2015 be and is hereby retained as an Independent Non-Executive Director of the Company."
(Please refer to Note F)

Other business

7. To transact any other business of which due notice or requisition shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board

Lim Li Heong (MAICSA 7054716) (SSM PC No. 202008001981)
Wong Mee Kiat (MAICSA 7058813) (SSM PC No. 202008001958)
Company Secretaries

Kuala Lumpur
28 April 2026

Notes:

A. Participation and Appointment of Proxy

A member of the Company shall be entitled to appoint any person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at the Meeting. A proxy need not be a member of the Company. There is no restriction as to the qualification of the proxy.

A member of the Company may appoint one (1) proxy or more proxies in relation to the Meeting and where a member appoints more than one (1) proxy as aforesaid, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.

Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("**SICDA**"), he(she) may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.

Where a member of the Company is an exempt authorized 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 it may appoint in respect of each omnibus account it holds. An exempt authorized nominee refers to an authorized nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

If the member is a corporation, the proxy form must be executed either under its common seal or under the hand of an officer or attorney duly authorised in writing.

The form of proxy or instrument appointing a proxy duly completed and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Registered Office situated at No. 2-8, Bangunan Farlim, Jalan PJS 10/32, Taman Sri Subang, 46150 Petaling Jaya, Selangor Darul Ehsan or at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. Alternatively, the form of proxy may also be lodged electronically via https://investor.boardroomlimited.com not less than forty-eight (48) hours, i.e. latest by Monday, 22 June 2026 at 10.00 a.m., before the time appointed for holding the Meeting, or any adjournment thereof.

For the purposes of determining whether a depositor shall be regarded as a member entitled to attend, speak and vote at the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue pursuant to Paragraph 7.16(2) of Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") a Record of Depositors ("**ROD**") as at 16 June 2026 and a depositor shall not be regarded as a member entitled to attend the Meeting and to speak and vote thereat unless his/her name appears in the said ROD.

Details and instructions in addition to the above on participation at the Meeting are set out in the Administrative Guide.

B. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2025

This item of the Agenda is meant for discussion only and is not to be put as a motion for voting as the provision of Section 340(1)(a) of the Companies Act 2016 ("**the Act**") does not require approval of the shareholders for the Audited Financial Statements.

C. Ordinary Resolution 1 – Payment of Directors' Fees and Benefits

Pursuant to Section 230(1) of the Act, 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.

At the Forty-Third AGM of the Company, shareholders approved the payment of Directors' Fees of RM136,800.00 and benefits totaling RM380,000.00 to the Directors for the period from 1 July 2025 until the conclusion of the 44th AGM of the Company. The Ordinary Resolution 1, if passed, will give authority to the Company to pay the Directors' fees and benefits from 1 July 2026 until the next AGM of the Company.

Details of Directors' fees and benefits payable for the financial year ended 31 December 2025 are enumerated under the Corporate Governance Report 2025.

D. Ordinary Resolutions 2 and 3 – Re-election of Directors pursuant to Clause 106 of the Company's Constitution

Clause 106 of the Company's Constitution states that an election of Directors shall take place each year at the AGM of the Company where one-third (1/3) of the Directors for the time being or if their number is not a multiple of three (3), the number nearest to one-third (1/3) with a minimum of one (1), shall retire from office, provided always that all Directors shall retire from office once at least in each three (3) years. Any such Directors retiring shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not.

Tan Sri Dato' Seri Lim Gait Tong and Encik Amran Bin Ahmad who are retiring in accordance with Clause 106 of the Company's Constitution (collectively referred to as "**retiring Directors**"), and being eligible, have offered themselves for re-election at the 44th AGM of the Company.

For the purpose of determining the eligibility of the retiring Directors to stand for re-election at the 44th AGM of the Company and in line with Practice 5.1 of the Malaysian Code on Corporate Governance 2021, the Board had, via the Nomination Committee ("**NC**") reviewed and assessed each of the retiring Directors during the annual assessment and evaluated the Board, Board Committees, Independent Director and individual Directors based on the fit and proper criteria as set out in the Directors' Fit and Proper Policy. Both NC and the Board were satisfied that the retiring Directors fulfilled the fit and proper criteria. The retiring Directors do not have any conflict of interest with the Company and they had also abstained from deliberation and decision making on their re-election. The profiles of the retiring Directors are set out in the Profiles of Board of Directors section of the Company's Annual Report 2025.

E. Ordinary Resolution 5 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 5 proposed under item 5 of the agenda is a renewal of the general mandate given to the Directors of the Company by the shareholders at the Forty-Third AGM of the Company to allot shares. As at the date of this Notice, the previous mandate granted by the shareholders had not been utilized and hence, no proceed was raised therefrom and will lapse at the conclusion of the forthcoming 44th AGM of the Company.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Act shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 52 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 52 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Act, which will result in a dilution to their shareholding percentage in the Company.

The said proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to allot and issue not more than ten per centum (10%) of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the best interest of the Company. This approval will, unless revoked or varied by the Company at a General Meeting, expire at the next AGM of the Company.

The general mandate will enable the Directors to take swift action for issuance and allotment of shares for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

F. Ordinary Resolution 6 – Retention of Independent Non-Executive Director

Miss Adlina Hasni Binti Zainol Abidin ("**Miss Adlina**") who was appointed as an Independent Non-Executive Director on 23 April 2015 has served the Company for more than nine (9) years.

The NC, save for the interested Director who abstained from deliberation and decision, had undertaken an assessment of the independence of Miss Adlina. Based on the evaluation conducted and in accordance with its recommendation, the Board endorsed the NC's recommendation for Miss Adlina to be retained as an Independent Non-Executive Director ("**Independent Director**") of the Company. The Board's decision was premised on the following justifications: -

1. Miss Adlina meets the criteria of an Independent Director as prescribed under the MMLR of Bursa Securities and she continues to demonstrate the ability to provide effective oversight, proper checks and balances, and objective judgment in Board deliberations;
2. She has actively participated in Board and Board Committee meetings and providing independent views in the decision-making process. Notwithstanding that her cumulative tenure on the Board exceeded nine (9) years, her length of service has not impaired, and does not interfere with, the exercise of her independent and objective judgment;
3. Her wide experience as an Independent Director is accompanied by a commitment to maintaining independent viewpoints, free from external influence; and
4. She has exercised due care, diligence and professionalism in carrying out her responsibilities. She has consistently uphold her fiduciary duties in the best interests of the Company and its shareholders.

The Proposed Resolution 6, if passed, will enable Miss Adlina to continue in office as an Independent Director of the Company until 22 April 2027 [the expiry of twelve (12) years] pursuant to MMLR of Bursa Securities and the Company would be seeking the shareholders' approval through a two-tier voting process, pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance 2021.

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ADMINISTRATIVE GUIDE FOR THE FORTY-FOURTH ANNUAL GENERAL MEETING ("AGM" OR "THE MEETING")

Day and Date	:	Wednesday, 24 June 2026
Time	:	10.00 a.m.
Venue	:	Melati 1, 2 & 3, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan

Entitlement to Participate in the AGM

In respect of deposited securities, only members whose names appear on the Record of Depositors on 16 June 2026 (General Meeting Record of Depositors) shall be eligible to participate in the Meeting or appoint proxy(ies) to participate on his/her behalf.

Form of Proxy

Members who are unable to attend the AGM are encouraged to appoint a proxy or the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Please ensure that the original form is deposited at the Company's Registered Office situated at No. 2-8, Bangunan Farlim, Jalan PJS 10/32, Taman Sri Subang, 46150 Petaling Jaya, Selangor Darul Ehsan or at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. Alternatively, the Form of Proxy may also be lodged electronically via https://investor.boardroomlimited.com not less than forty-eight (48) hours, i.e. latest by Monday, 22 June 2026 at 10.00 a.m., before the time appointed for holding the said Meeting or any adjournment thereof. Please find the below steps for eProxy lodgement:

Step 1 – Register Online with BSIP (for first time registration only)

Note: If you have already signed up with BSIP, you are not required to register again. You may proceed to Step 2.

i. Access the website at https://investor.boardroomlimited.com;
ii. Click "**Register**" to sign up as a user;
iii. Complete registration with all the required information. Upload and attach a softcopy of your National Registration Identity Card ("**NRIC**") (front and back) or Passport. Click "**Register**";
iv. You will receive an email from BSIP Online for email address verification. Click on "**Verify Email Address**" from the email received to continue with the registration;
v. For corporate shareholder, kindly upload the authorisation letter as well. Click "**Sign up**";
vi. Once your email address is verified, you will be re-directed to BSIP Online for verification of mobile number;
vii. Click on "**Request OTP Code**" and an OTP code will be sent to the registered mobile number. You will need to enter the OTP code and click "**Enter**" to complete the process;
viii. Once your mobile number is verified, registration of your new BSIP account will be pending for final verification;
ix. An email will be sent to you to inform the approval of your BSIP account within one (1) business day; and
x. Subsequently, you can login at https://investor.boardroomlimited.com with the email address and password filled up by you during the registration to proceed.

Step 2 – Appointment of Proxy

For Individual/ Corporate Shareholders

i. Log in to https://investor.boardroomlimited.com;
ii. Select "**FARLIM GROUP (MALAYSIA) BHD 44th ANNUAL GENERAL MEETING"** from the list of Meeting Event(s) and click "**Enter**";
iii. Click "**Submit eProxy Form**";
iv. For Corporate Shareholder, select the company you would like to represent (if more than one);
(Boardroom Smart Investor Portal now facilitates the registration of Corporate Shareholders);
v. Enter your CDS account no. and number of shares held. Read and accept the General Terms and Conditions by clicking "**Next**";
vi. Then, insert your proxy details and voting instructions. If you wish your proxy(ies) to act upon his/her discretion, please indicate "**Discretionary**";
vii. Review and confirm your proxy/proxies appointment and click "**Next**"; and
viii. Download or print the eProxy form as acknowledgement.

For Authorised Nominees and Exempt Authorised Nominees

i. Log in to https://investor.boardroomlimited.com;
ii. Select "**FARLIM GROUP (MALAYSIA) BHD 44th ANNUAL GENERAL MEETING"** from the list of Meeting Event(s) and click "**Enter**";
iii. Click "**Submit eProxy Form**";
iv. Select the company you would like to represent (if more than one);
v. Proceed to download the file format for "**Submission of Proxy Form**";
vi. Prepare the file for the appointment of proxy(ies) by inserting the required data;
vii. Proceed to upload the duly completed Proxy Appointment file;
viii. Review and confirm your proxy(ies) appointment(s) and click "**Submit**"; and
ix. Download or print the eProxy form as acknowledgement.

Please be noted that eProxy Form shall be lodged not less than forty-eight (48) hours before the time of holding the AGM, i.e. latest by Monday, 22 June 2026 at 10.00 a.m.

If you wish to participate in the AGM yourself, please do not submit any Form of Proxy for the AGM. You will not be allowed to participate in the AGM if you have earlier appointed a proxy and such proxy has not been revoked in accordance with the paragraph below-headed "**Revocation of Proxy**".

Revocation of Proxy

If you have submitted your form of proxy and subsequently decide to appoint another person or wish to participate in the AGM yourself, please write in to bsr.proxy@boardroomlimited.com or login to https://investor.boardroomlimited.com (as the case maybe) to revoke the earlier appointed proxy(ies) at least forty-eight (48) hours before the Meeting i.e. latest by Monday, 22 June 2026 at 10.00 a.m.

Registration

The registration will commence at 9.00 a.m. at the entrance of the designated meeting room in Dorsett Grand Subang and will end at a time when the Meeting commences.

Please read the signage to ascertain the correct registration counter. Please present your original National Registration Identity Card ("**NRIC**") or Passport at the registration counter for verification purposes. Kindly ensure the original NRIC or Passport is returned to you thereafter. No person will be allowed to register on behalf of another person with the NRIC or Passport of that other person.

Upon verification, attendees are required to write their names and sign on the Attendance List placed on the registration table. An identification wristband will be provided to shareholders/proxy(ies) upon successful registration. No person will be allowed to enter the meeting hall without the identification wristband. There will be no replacement for the identification wristband in the event that it is lost or misplaced.

Voting Procedure

All the resolutions set out in the Notice of the AGM will be put to vote by poll pursuant to Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Boardroom Share Registrars Sdn. Bhd. has been appointed as the Poll Administrator to conduct the polling process. Usearch Corporate Services Sdn. Bhd. has been appointed as Independent Scrutineers to verify the poll results.

Issuance of Documents by Electronic Means

The following documents are available for viewing and downloading from the Company's website at http://farlim.com.my/notification-shareholders/:-

1. Annual Report 2025;
2. Corporate Governance Report 2025;
3. Notice of the AGM;
4. Form of Proxy;
5. Administrative Guide; and
6. Requisition Form for printed copy of Annual Report 2025.

You may also request for a printed copy of the Annual Report 2025 by completing and submitting the Requisition Form via email to the Company Secretarial Department at corporateaffairs@farlim.com.my or facsimile transmission at 04-8298811. Barring any unforeseen circumstances, we will send the said printed copy to you as reasonably practicable from the date of receipt of your request. However, please consider the environment protection before requesting for the printed Annual Report.

Other Information For Attendees at the AGM

1. **Parking**
   Parking bays are available at the open space outside Dorsett Grand Subang or Dorsett Waterfront. A flat parking fee will be charged subject to the hotel's validation.

2. **Refreshment**
   Refreshment will be provided during the AGM.

3. **Vouchers**
   There will be no distribution of food/gift vouchers for shareholders/proxies who attend the AGM.

4. **No Recording or Photography**
   Recording or photography of the meeting proceedings is prohibited without the prior written permission of the Company.

5. **Seating**
   All participants are requested to be seated at least five (5) minutes before the scheduled commencement of the Meeting.

Enquiry

If you have any enquiries prior to the AGM, you may contact Boardroom Share Registrars Sdn. Bhd. during office hours from Monday to Friday (8.30a.m. to 5.30p.m.).

Boardroom Share Registrars Sdn. Bhd.

Address	:	11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
General Line	:	603-7890 4700
Fax Number	:	603-7890 4670
Email	:	bsr.helpdesk@boardroomlimited.com

Personal Data Policy

By registering for the Meeting and/or submitting the instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclose of member's personal data by the Company (or its agents) for the purposes of processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournments thereof); and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively "**the Purposes**"). The member of the Company also 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 agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.