GADANG

GADANG HOLDINGS BERHAD

Registration No. 199301023376 (278114-K)
(Incorporated in Malaysia)

NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty Second (**32nd**) Annual General Meeting ("**AGM**") of Gadang Holdings Berhad ("**the Company**") will be held at Ballroom 3, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 5 November 2025 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 May 2025 together with the Reports of the Directors and Auditors thereon.
   Please refer to Explanatory Note A

2. To approve the payment of a first and final dividend of 0.27 sen per share in respect of the financial year ended 31 May 2025. *(Ordinary Resolution 1)*

3. To approve the payment of Directors' Fees of RM370,000 for the financial year ending 31 May 2026, to be made payable quarterly. *(Ordinary Resolution 2)*
   Please refer to Explanatory Note B

4. To approve the payment of benefits payable to the Independent Non-Executive Directors ("INEDs") of the Company up to an amount of RM150,000 from 6 November 2025 until the next AGM of the Company. *(Ordinary Resolution 3)*
   Please refer to Explanatory Note B

5. To re-elect the following Directors who retire by rotation pursuant to Clause 108 of the Company's Constitution and being eligible, have offered themselves for re-election:
   (a) Mr Huang Shi Chin *(Ordinary Resolution 4)*
   (b) Ms Kok Pei Ling *(Ordinary Resolution 5)*
   Please refer to Explanatory Note C

6. To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 May 2026 and to authorise the Directors to fix their remuneration. *(Ordinary Resolution 6)*
   Please refer to Explanatory Note D

AS SPECIAL BUSINESS

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

7. **Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016** *(Ordinary Resolution 7)*

   "**THAT**, pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next AGM 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 does not exceed 10% of the total issued shares of the Company ("**New Shares**") for the time being ("**Authority**") and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the New Shares so issued on Bursa Malaysia Securities Berhad, subject always to the approvals of the relevant regulatory authorities;

   AND THAT pursuant to Section 85 of the Companies Act, 2016 to be read together with Clause 55 of the Company's Constitution, the shareholders of the Company do hereby waive their statutory pre-emptive rights over all New Shares issued under the Authority."
   Please refer to Explanatory Note E

8. **Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature** *(Ordinary Resolution 8)*

   "**THAT**, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries ("**Gadang Group**") to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 24 September 2025 ("**Circular**") with the related party listed in Section 2.3 of the Circular which transactions are necessary for the day-to-day operations, in the ordinary course of business of Gadang Group on terms which are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders;

   THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

   (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless renewed by a resolution passed at that meeting;
   (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
   (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

   whichever is the earlier;

   AND THAT, the Directors and/or any of them be and are hereby authorized to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."
   Please refer to Explanatory Note F

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

BY ORDER OF THE BOARD

TAN SHIM CHIENG (MAICSA 7013540) (SSM PC No. 201908001548)
Company Secretary

Kuala Lumpur
24 September 2025

NOTES:

NOTES ON APPOINTMENT OF PROXY AND ENTITLEMENT OF ATTENDANCE

1. *Only a depositor whose name appears in the Record of Depositors of the Company as of 24 October 2025 shall be regarded as a member entitled to attend, speak and vote, and to appoint not more than two (2) proxies to attend, speak and vote on his/her behalf, at the 32nd AGM.*
2. *Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.*
3. *Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.*
4. *The instrument appointing a proxy ("**Form of Proxy**") shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.*
5. *The Form of Proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, to be deposited in the Drop Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the 32nd AGM or at any adjournment thereof. Alternatively, you may submit the Form of Proxy electronically via TIIH Online website at https://srmy.vistra.com before the aforesaid lodgement cut-off time.*
6. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice will be put to vote by way of poll.*

EXPLANATORY NOTES:

A. **Audited Financial Statements for the financial year ended 31 May 2025**

This agenda item is meant for discussion only as under the provision of Section 340(1)(a) of the Companies Act 2016, the audited financial statements do not require formal approval of the members. Hence, this item will not be put forward for voting.

B. **Ordinary Resolutions 2 and 3 – Directors' Fees and Benefits**

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits payable to the directors of a listed company and its subsidiaries shall be approved by shareholders at a general meeting. Pursuant thereto, shareholders' approval will be sought at the 32nd AGM for the following payments:

i) Directors' Fees

The Directors' Fees for the year ending 2026 are set out below:

Category	Independent Non-Executive Chairman	Independent Non-Executive Director (AC Chairman)	Senior Independent Non-Executive Director	Independent Non-Executive Director
Directors' Fees (per annum)	RM110,000	RM90,000	RM90,000	RM80,000

The proposed Ordinary Resolution 2, if passed, will authorise the payment of the aforesaid Directors' fees to the INEDs of the Company on a quarterly basis.

ii) Directors' Benefits (excluding Directors' Fees) for the period from 6 November 2025 up to the date of the next AGM

The Directors' benefits of RM150,000 for the period from 6 November 2025 until the next AGM in the year 2026 are derived from the estimated meeting attendance allowance based on the number of scheduled meetings and unscheduled meetings (when necessary) for Board, Board Committees and general meetings as well as the number of INEDs involved in the meetings and leave passage and/or medical claims of the INEDs. The meeting attendance allowance for an INED is RM1,000 per meeting. The leave passage and/or medical claim for an INED is RM15,000 per annum in total.

The proposed Ordinary Resolution 3, if passed, will authorise the payment of Directors' Benefits to the INEDs by the Company.

C. **Ordinary Resolutions 4 and 5 – Re-election of Directors**

Clause 108 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at each AGM of the Company. All the Directors shall retire from office once at least every three (3) years but shall be eligible for re-election. Mr Huang Shi Chin and Ms Kok Pei Ling are standing for re-election as Directors and being eligible, have offered themselves for re-election.

Based on the Board Evaluation conducted for the financial year ended 31 May 2025, the Nomination & Remuneration Committee and the Board were satisfied with the Directors' performance and contributions. The Directors continued to demonstrate the skills, experience, strengths and qualities expected of them, as well as the ability to act in the best interests of the Company.

The Board has therefore recommended the re-election of the Directors who are retiring at the 32nd AGM. The profiles of the retiring Directors are set out in the Profile of Directors of the Annual Report 2025.

D. **Ordinary Resolution 6 – Re-appointment of Auditors**

The Board, through the Audit Committee, had reviewed and was satisfied with the performance and independence of Crowe Malaysia PLT during the financial year under review. The Board has therefore recommended the re-appointment of Crowe Malaysia PLT as External Auditors of the Company for the financial year ending 31 May 2026.

E. **Ordinary Resolution 7 - Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 7 is a renewal of the general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016, obtained from the shareholders at the last AGM. The resolution, if passed, will empower the Directors of the Company to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued does not exceed 10% of the issued shares of the Company for the time being. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares of the Company were issued pursuant to the mandate granted at the last AGM held on 6 November 2024 which will lapse at the conclusion of this AGM and hence, no proceeds were raised.

This mandate will provide flexibility to the Company for any possible fundraising 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 thereby reducing administrative time and costs associated with the convening of additional shareholders meeting(s).

F. **Ordinary Resolution 8 - Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature**

The proposed Ordinary Resolution 8 is in relation to the approval of Shareholders' Mandate for Recurrent Related Party Transactions and if passed, will empower the Company and its subsidiaries ("**Gadang Group**") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for Gadang Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The details relating to Ordinary Resolution 8 are set out in the Circular to Shareholders dated 24 September 2025, which is available on the Company's website at https://www.gadang.com.my.

GADANG HOLDINGS BERHAD

Registration No. 199301023376 (278114-K)

ADMINISTRATIVE GUIDE
32ND ANNUAL GENERAL MEETING ("AGM") OF
GADANG HOLDINGS BERHAD ("GADANG" OR "THE COMPANY")

Day and Date	:	Wednesday, 5 November 2025
Time	:	10.00 a.m.
Venue	:	Ballroom 3, Level 1 Sime Darby Convention Centre 1A Jalan Bukit Kiara 1 60000 Kuala Lumpur

A) GENERAL MEETING RECORD OF DEPOSITORS

A depositor whose name appears in the Record of Depositors of the Company as at 24 October 2025 ("Record of Depositors") shall be entitled to attend, participate, speak (collectively, "participate") and vote at the AGM.

B) REGISTRATION

(1) Registration is from 8.00 a.m. on 5 November 2025 and will remain open until the conclusion of the AGM or such time as may be determined by the Chairman of the Meeting. Latecomers may not be able to vote once the polling process starts.

(2) Kindly present your original National Registration Identity Card ("NRIC") or Passport for verification to the Registrar. Photocopy of NRIC or Passport is not allowed. Upon verification and registration, an identification wristband printed with a passcode and relevant coupons (if any) will be provided. The passcode is for voting purpose. There will be no replacement of the identification wristband and/or coupons in the event that you lose or misplace these items. No individual will be allowed to enter the meeting hall without the wristband.

(3) Registration must be done in person. You are not allowed to register on behalf of another person, even with the original NRIC/passport of that person.

C) CORPORATE MEMBERS

(1) Corporate representatives of members must deposit their original or duly certified certificate of appointment of corporate representative to Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") not later than **3 November 2025 at 10.00 am** to participate and vote at the AGM.

(2) Attorneys appointed by power of attorney are required to deposit their power of attorney with Tricor not later than **3 November 2025 at 10.00 a.m**. to participate and vote at the AGM. If the power of attorney is submitted by electronic mail (email) to Tricor's email address at **is.enquiry@vistra.com,** it must be followed by depositing of a hard copy of the power of attorney at Tricor's office.

D) PRE-REGISTRATION

Members/ proxies/corporate representative/attorneys who wish to attend and vote at the AGM are to follow the procedure as summarised below:

Procedure	Action
BEFORE THE 32ND AGM DAY	
(a) Register as a User with TIIH Online	• Using your computer, access the website at https://srmy.vistra.com. Register as a user under the "e-Services" by selecting **"Create Account by Individual Holder"**. Refer to the tutorial guide posted on the homepage for assistance. • Registration as a user will be approved within one (1) working day and you will be notified via e-mail. • If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the Pre-Registration for **GADANG HOLDINGS BERHAD 32ND AGM** is available for registration at TIIH Online.
(b) PRE-REGISTRATION to attend AGM	• Registration is open from 24 September 2025 up to 10.00 a.m., 3 November 2025. • Login with your user ID and password and select the corporate event: **"(REGISTRATION) GADANG HOLDINGS BERHAD 32ND AGM"**. • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert the CDS account number and indicate the number of shares. • Submit to register your physical attendance. • System will send an e-mail to notify you that your registration to attend the AGM physically is received and will be verified. • After verification of your registration against the General Meeting Record of Depositors as at 24 October 2025, the system will send you an e-mail after 3 November 2025 to approve or reject your registration for pre-registration to attend the AGM.

E) SUBMISSION OF QUESTIONS

Shareholders may submit questions in advance of the AGM via Tricor's TIIH Online website at https://srmy.vistra.com by selecting "**e-Services**" to pose questions and submit electronically not later than **3 November 2025 at 10.00 a.m.** The pre-received questions will be addressed during the AGM.

The procedures for posting questions via TIIH Online are as follows:

Procedure	Action
Register as a User with TIIH Online	• Access the website at https://srmy.vistra.com. • Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again.
Pose Questions	• Login with your user ID and password and select the corporate event: **"(Registration) GADANG HOLDINGS BERHAD 32ND AGM"** • Please click "**Submit Question**" and pose your questions online.

F) PROXY FORM

(1) The instrument appointing a proxy may be made in 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 AGM or not later than **3 November 2025 at 10.00 am**:

<u>In hard copy form</u>

In the case of an appointment is made in hard copy form, the Form of Proxy must be deposited at the office of the Share Registrar:

Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A,
Vertical Business Suite, Avenue 3, Bangsar South,
No. 8 Jalan Kerinchi, 59200 Kuala Lumpur; or

alternatively, to be deposited in the Drop Box located at:
Unit G-3, Ground Floor, Vertical Podium,
Avenue 3, Bangsar South,
No. 8 Jalan Kerinchi, 59200 Kuala Lumpur.

<u>By electronic means via email</u>

By electronic mail (email) to Tricor's email address at is.enquiry@vistra.com to be followed by the deposit of a hard copy of the Form of Proxy and the Proxy Authorisation Documents at Tricor's office address stated above; and

<u>By Electronic form</u>

(2) The procedures to submit your proxy form electronically via Vistra Share Registry and IPO (MY) portal ("The Portal") are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User at The Portal	1. Visit the website at https://srmy.vistra.com. 2. Click "Register" and select "Individual Holder" and complete the New User Registration Form. 3. For guidance, you may refer to the tutorial guide available on the homepage. 4. Once registration is completed, you will receive an email notification to verify your registered email address. 5. After verification, your registration will be reviewed and approved within one (1) working day. A confirmation email will be sent once approved. 6. Once you receive the confirmation, activate your account by creating your password. *If you are an existing user with The Portal or our TIIH Online portal previously, you are not required to register again.*
Proceed with submission of proxy form	1. After the release of the Notice of Meeting by the Company, login with your email address and password. 2. Select the corporate event: "**GADANG HOLDINGS BERHAD 32ND AGM**". 3. Navigate to the 3 dots at the end of the corporate event and choose **"SUBMISSION OF PROXY FORM"**. 4. Read and agree to the Terms and Conditions and confirm the Declaration. 5. Indicate the total number of shares assigned to your proxy(s) to vote on your behalf. 6. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. 7. Indicate your voting instructions – FOR or AGAINST or ABSTAIN. 8. Print the proxy form for your record.
ii. Steps for Corporation or Institutional Shareholders	
Register as a User at The Portal	1. Visit the website at https://srmy.vistra.com. 2. Click "Register" and select "Representative of Corporate Holder" and complete the New User Registration Form. 3. Complete the registration form with your personal details. 4. Once registration is completed, you will receive an email notification to verify your registered email address. 5. After verification, your registration will be reviewed and approval within two (2) working days. A confirmation email will be sent once approved. 6. Once you receive the confirmation, activate your account by creating your password. *Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarifications on the user registration.*

Proceed with submission of proxy form	1. Login to https://srmy.vistra.com with your email address and password. 2. Select the corporate event: "**GADANG HOLDINGS BERHAD 32ND AGM**". 3. Navigate to the icon ">" at the end of the corporate event. 4. Read and agree to the Terms and Conditions and confirm the Declaration. 5. Select the corporate holder's name. 6. Proceed to download the submission file. 7. Prepare the file for the appointment of proxy(ies) by inserting the required data. 8. Proceed to upload the duly completed proxy appointment file. 9. Select "**Confirm**" to complete your submission. 10. Print the confirmation report of your submission for your record.

G) VOTING PROCEDURE

(1) The Company has appointed Tricor as Poll Administrator to conduct poll by way of electronic voting ("E-voting") and Scrutineer Solutions Sdn. Bhd. as scrutineers to verify the poll results.

(2) E-voting for each of the resolutions as set out in the Notice of the AGM will take place only upon the conclusion of the deliberations of all the businesses transacted at the AGM. The registration for attendance will be closed to facilitate commencement of the poll.

(3) All attendees at the Meeting will be briefed and guided by the Poll Administrator before the commencement of the voting process.

(4) Upon completion of the voting session for the AGM, the scrutineers will verify the poll results and to be followed by the Chairman's declaration whether the resolutions are duly passed.

H) NO DOOR GIFTS /VOUCHER

NO door gifts will be distributed on the day of the AGM.

I) COMPLIMENTARY PARKING

Complimentary parking is available for vehicles parked at Sime Darby Convention Centre's carpark only.

J) REFRESHMENT

Food pack can be redeemed after registration at a designated counter, on a per pax basis. Only non-vegetarian food will be served. Each shareholder and/or proxy attending the AGM in person will be entitled to only one (1) food pack. Where a shareholder and/or proxy is also appointed as proxy for different shareholder(s) to attend the AGM, he/she will only be entitled to one (1) food pack regardless of the number of shareholder(s) he/she is representing.

K) NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the AGM.

L) ANNUAL REPORT

(1) The Annual Report 2025 ("AR 2025") and Circular to Shareholders ("Circular") are available on the Company and Bursa Malaysia Securities Berhad's website as below:

a) www.gadang.com.my/investor-relations under Corporate Governance/Shareholders Meeting section; and

b) www.bursamalaysia.com under Company Announcement of Gadang

(2) In line with our commitment to environmental sustainability, only a limited number of printed copies of the AR 2025 and Circular will be made available at the AGM venue, on a first-come first-served basis. You are encouraged to access the digital version online. Your support in reducing environmental impact is greatly appreciated.

(3) If you wish to request a printed copy, you may submit your request to our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd's website at https://srmy.vistra.com by selecting "Request for Annual Report/Circular" under the "Investor Services".

M) PERSONAL DATA PROTECTION NOTICE

By registering for the AGM, shareholders consent to the use and disclosure of their personal data by the Company for the purpose of facilitating the meeting, including verification, communication, and related administrative matters, in accordance with the Personal Data Protection Act 2010.

N) ENQUIRY

If you have any enquiries on the above, please contact the Share Registrar of the Company during office hours from 8.30 a.m. to 5.30 p.m. (Monday to Friday, except public holidays):

Tricor Investor & Issuing House Services Sdn Bhd		
General Line	:	603-2783 9299
Email	:	is.enquiry@vistra.com
Contact Persons	:	Pn Azizah Kadir : +603-2783 9260 / azizah@vistra.com Mr Jiang Shen Tew : +603-2783 9281 / Jiang.Shen.Tew@vistra.com Pn Zakiah Wardi : +603-2783 9287 / zakiah@vistra.com