

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 3rd Annual General Meeting ("AGM") of **NORTHEAST GROUP BERHAD** ("Company") will be held at **Iconic 1, Level 7, Iconic Hotel, 71, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Penang** on Tuesday, 24 February 2026 at 10.30 a.m. or at any adjournment thereof, for the following purposes: -

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 September 2025 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Executive Director and Independent Non-Executive Director who retire in accordance with Article 88 of the Company's Constitution, and being eligible has offered themselves for re-election: -
 - Mr. Chong Ewe Hean (Resolution 1)
 - Dato' Seri Lee Kah Choon (Resolution 2)
- To re-elect the following Executive Directors who retire in accordance with Article 95 of the Company's Constitution, and being eligible has offered themselves for re-election: -
 - Mr. Yin Thien Hee (Resolution 3)
 - Mr. Ng Chai Hee (Resolution 4)
- To approve the payment of Directors' Fees amounting to RM198,500 for the financial year ending 30 September 2026. (Resolution 5)
- To approve the payment of Directors' Other Benefits of up to RM26,600 from 24 February 2026 to the next AGM of the Company. (Resolution 6)
- To re-appoint Messrs BDO PLT, the retiring Auditors, as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Resolution 7)

SPECIAL BUSINESS: -

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

- Ordinary Resolution** (Resolution 8)

Authority to Issue Shares Pursuant to the Companies Act 2016

"THAT, subject always to the Companies Act 2016 ("Act"), the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the provisions of the Constitution of the Company and approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Board of Directors of the Company ("Board") be and is hereby empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company, at any time upon such terms and conditions, for such purposes as the Board may, in its absolute discretion deem fit, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed ten (10%) per centum of the issued share capital of the Company for the time being and the Board be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities ("Mandate") and that such authority shall continue in force until the conclusion of the next AGM of the Company;

THAT pursuant to Section 85 of the Act, to be read together with Article 10 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company in respect of the allotment and issuance of new shares pursuant to the Mandate AND THAT such new shares when allotted shall rank *pari passu* in all respects with the existing class of ordinary shares;

AND FURTHER THAT the Board is exempted from the obligation to offer such new shares first to the existing shareholders of the Company in respect of the allotment and issuance of new shares pursuant to the Mandate."

NOTICE IS HEREBY GIVEN that for purpose of determining a member who shall be entitled to attend the 3rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 12 February 2026. Only a depositor whose name appears on the Record of Depositors as at 12 February 2026 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

Ch'ng Lay Hoon
SSM PC No.: 201908000494 MAICSA 0818580
Company Secretary
Penang

26 January 2026

NOTES:

1. Proxy

- A member entitled to attend, speak and vote at the AGM is entitled to appoint proxy(ies) to attend, participate, speak and vote in his stead.
- Where a member is an authorised nominee ("AN") as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), the AN may appoint proxy(ies) in respect of each securities account it holds which is credited with ordinary shares of the Company.
- Where a member of the Company is an exempt authorised nominee ("EAN") as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), the EAN may appoint proxy(ies) in respect of each omnibus account it holds.
- Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- The appointment of a proxy may be made in hard copy form and must be received by the Company not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof. If the appointer is a corporation, under its common seal or in such other manner approved by its directors. Any alteration to the instrument appointing a proxy must be initialed.
- Pursuant to Rule 8.31A of the ACE Market Listing Requirements issued by Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions set out in the Notice of 3rd AGM will be put to vote on poll.

2. Audited Financial Statements for the financial year ended 30 September 2025

The audited financial statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

3. Explanatory Notes On Special Business

Resolution 8: Authority to Issue Shares

The proposed Resolution 8, if passed, will give a mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten (10%) per centum of the issued share capital of the Company for the time being, for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at 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 in the Company were issued pursuant to the mandate granted to the Directors of the Company at the 2nd AGM held on 26 February 2025. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time.

At this juncture, there is no decision to issue any new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company would make an announcement in respect of the purpose and utilization of the proceeds arising from such issue.

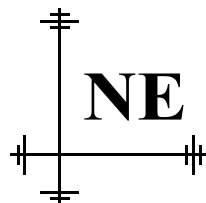
STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Rule 8.29 (2) of the ACE Market Listing Requirements of Bursa Securities

- Save for re-election of Directors, there is no Director standing for election at the 3rd AGM of the Company.

The retiring Directors have confirmed that they do not have any conflict of interest or potential conflict of interest that arise, or might arise, where they have interest, whether direct or indirect financial interest as well as non-financial interest or competing loyalties or interests which are in conflict with the Company or its subsidiaries.

- The Ordinary Resolution 8 for the general mandate for issuance of securities is a renewal mandate. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at the last AGM held on 26 February 2025.



NORTHEAST GROUP BERHAD
(Registration No.: 202201025913 (1471610-P))

PROXY FORM

CDS A/C. No.	No. of Ordinary Shares Held

I/We, _____
(Full name of a member in BLOCK LETTERS as per Identity Card ("MYKAD")/Passport/Certificate of Incorporation*)

MYKAD/Passport No./Company No.* _____ of _____

(Address in full)

telephone no. _____, being a member of NORTHEAST GROUP BERHAD ("Company")

hereby appoint _____
(Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD/Passport No.* _____ of _____

(Address in full)

And/or failing him/her,* _____
(Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD/Passport No.* _____ of _____

(Address in full)

or failing the abovenamed proxies, the Chairman of the Meeting as my/our* proxy to vote for me/us* on my/our* behalf at the 3rd Annual General Meeting of the Company, to be held at **Iconic 1, Level 7, Iconic Hotel, 71, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Penang on Tuesday, 24 February 2026 at 10.30 a.m.** or at any adjournment thereof. My/our proxy/proxies* is to be vote as indicated below:

Resolutions	For	Against
As Ordinary Business:		
1 Re-election of Mr. Chong Ewe Hean as Director		
2 Re-election of Dato' Seri Lee Kah Choon as Director		
3 Re-election of Mr. Yin Thien Hee as Director		
4 Re-election of Mr. Ng Chai Hee as Director		
5 Approval of Directors' Fees for the financial year ending 30 September 2026		
6 Approval of Directors' Other Benefits from 24 February 2026 to the next AGM		
7 Re-appointment of Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration		
As Special Business:		
8 Approval to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016		

(Please indicate with "X" in the spaces on how you wish your votes to be cast for or against the resolutions. In the absence of specific directions, your proxy will vote or abstain from voting at his discretion.)

*Strike out whichever not applicable

Dated this _____ day of _____ 2026

The proportions of my/our* holding to be represented by my/our* proxies are as follows:

	No. of Shares	Percentage
First Proxy		
Second Proxy		
Total		100%

Signature(s)/Common Seal of Member(s)

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- A member entitled to attend, speak and vote at the AGM is entitled to appoint proxy(ies) to attend, participate, speak and vote in his stead.
- Where a member is an authorised nominee ("AN") as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), the AN may appoint proxy(ies) in respect of each securities account it holds which is credited with ordinary shares of the Company.
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- For the purpose of determining a member who shall be entitled to attend this 3rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 12 February 2026. Only a depositor whose name appears on the Record of Depositors as at 12 February 2026 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

Personal Data Privacy:

By submitting the duly executed proxy form, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM of the Company and any adjournment thereof.



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AFFIX STAMP

NORTHEAST GROUP BERHAD
(Registration No.: 202201025913 (1471610-P))

The Company Secretary
Suite 12-A, Level 12, Menara Northam
55 Jalan Sultan Ahmad Shah
10050 George Town, Pulau Pinang, Malaysia

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