PMW INTERNATIONAL BERHAD

Registration No. 202401003380 (1549230-X)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting ("2nd AGM") of PMW International Berhad ("the Company") will be held at Conference Room 1, Level 2, Weil Hotel, 292, Jalan Sultan Idris Shah, 30000 Ipoh, Perak on Tuesday, 23 June 2026 at 11.00 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS:-

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 Explanatory Note to the Agenda)*
2. To approve the payment of Directors' Fee and benefits payable to Non-Executive Directors of up to RM360,000.00 for the period from 23 June 2026 until the conclusion of the next Annual General Meeting of the Company to be held in 2027. ***Ordinary Resolution 1***
3. To re-elect Lee Hon Hwa, who retires by rotation pursuant to Clause 77(3) of the Company's Constitution. ***Ordinary Resolution 2***
4. To re-appoint Messrs KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. ***Ordinary Resolution 3***

SPECIAL BUSINESS:-

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

5. Proposed New Shareholders' Mandate for the Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate") ***Ordinary Resolution 4***

"THAT approval be and is hereby given to the Company, to enter and give effect to the recurrent related party transactions of a revenue or trading nature (hereinafter to be referred to as "Recurrent Transactions") with the related parties as stated in Section 2.3 of the Circular to Shareholders dated 30 April 2026 which are necessary for the Company's day-to-day operations subject further to the following:

(i) the Recurrent Transactions contemplated are in the ordinary course of business and on terms which are not more favourable to related parties than those generally available to the public, and are not to the detriment of the minority shareholders;

(ii) the approval is subject to annual renewal and shall only continue to be in force until:-
  (a) the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting of the Company at which the Proposed New Shareholders' Mandate is approved, at which time it will lapse unless by a resolution passed at the Annual General Meeting the mandate is again renewed;
  (b) the expiration of the period within which the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
  (c) revoked or varied by resolution passed by the shareholders in general meeting,
  whichever is the earlier; and

(iii) the disclosure of the breakdown of the aggregate value of the Recurrent Transactions conducted pursuant to the Proposed New Shareholders' Mandate in the Annual Report 2025 of the Company based on the following information:
  (a) the type of Recurrent Transactions entered into; and
  (b) the names of the related parties involved in each type of the Recurrent Transactions entered into and their relationship with the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things to give full effect to the Recurrent Transactions contemplated and/or authorised by this resolution, as the Directors of the Company, in their absolute discretion, deem fit."

6. Authority for Directors to allot and issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") ***Ordinary Resolution 5***

"THAT pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorized to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT pursuant to Section 85 of the Act and Clause 12 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from issuance of new shares pursuant to this mandate.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid before the date of allotment of such new shares."

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

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)
(SSM Practising Certificate No. 202008001023)
CHIN CHOOI WEI (MAICSA 7062555)
(SSM Practising Certificate No. 202308000544)
LIM WEI XIONG (MAICSA 7074639)
(SSM Practising Certificate No. 202508000299)
Company Secretaries

30 April 2026

NOTES:-

1. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at **15 June 2026.** Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this General Meeting is entitled to appoint not more than two (2) proxies or attorney or in the case of a corporation, to appoint not more than two (2) duly authorised representatives to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. The appointment of a proxy may be made in a 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 General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
   (i) In hard copy form
   In the case of an appointment made in hard copy form, this proxy form must be deposited at the Share Registrar's office of the Company situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.
   (ii) By electronic means via facsimile
   In the case of an appointment made by facsimile transmission, this proxy form must be received via facsimile at 603-7890 4670.
   (iii) By electronic means via email
   In the case of an appointment made via email transmission, this proxy form must be received via email at bsr.proxy@boardroomlimited.com.
   For options (ii) and (iii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar's office of the Company situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging this proxy form is **Sunday, 21 June 2026 at 11.00 a.m.**
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
    a. Identity card (NRIC) (Malaysian), or
    b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
    c. Passport (Foreigner).
13. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.

EXPLANATORY NOTES: -

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

Item 2 of the Agenda – Ordinary Resolution 1
Directors' Fees and Benefits Payable
Pursuant to Section 230(1) of the Act, the Company shall at every Annual General Meeting ("AGM") approve the fees of the Directors of the Company and its subsidiaries. The fees payables to the Directors have been reviewed by the Remuneration and Nomination Committee and the Board of Directors of the Company.
In compliance with Section 230(1) of the Act, the Company is seeking shareholders' approval for payment of Directors' Fee and benefits payable to Non-Executive Directors for the period from 23 June 2026 until the conclusion of the next AGM of the Company to be held in 2027.
In this respect, the Board had recommended the payment of Directors' fees and benefits payable to the Non-Executive Directors, including any new Director to be appointed or any Board committee may be established after the 2nd AGM of up to RM360,000.00 for the period from 23 June 2026 until the conclusion of the next AGM of the Company to be held in 2027 to the shareholders for approval at the 2nd AGM, in accordance with the following fees structure:

Designation	Fees per annum ("RM")	Meeting Allowance (per attendance) ("RM")
Board Chairman	72,000	1,000
Non-Executive Director	60,000	1,000

The Directors' benefits comprise of meeting allowance and other emoluments payable to the Non-Executive Directors. The calculation is based on the estimated number of scheduled and/or special Board and Board Committees meetings and on the assumption that all the Directors will remain in office until the next AGM.
Payment of Directors' fees and benefits payable to the Non-Executive Directors from 23 June 2026 until the conclusion of the next AGM of the Company will be made by the Company on a monthly basis and/or as and when incurred if the proposed Ordinary Resolutions 1 has been passed at the 2nd AGM. The Board is of the view that it is just and equitable for the Directors of the Company to be paid the Directors' fees and the benefits payable on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company.

Item 3 of the Agenda – Ordinary Resolution 2
Re-election of Director
Pursuant to Clause 77(3) of the Company's Constitution, Lee Hon Hwa is standing for re-election at the 2nd AGM and being eligible, has offered himself for re-election as Directors of the Company.
The Board of Directors has, via the Remuneration and Nomination Committee, carried out the necessary assessment on the aforesaid Director concluded that he met the criteria as prescribed under Rule 2.20A of the ACE Market Listing Requirements on character, experience, integrity, competence, and time commitment to effective discharged roles as Director.
The Profile of the Director standing for re-election is provided on page 8 in the Annual Report 2025.
Dr. Rozainun binti Ab Aziz who retires pursuant to Clause 77(3) of the Company's Constitution expressed her intention not to seek for re-election. Hence, she will retain office until the close of the 2nd AGM.

Item 4 of the Agenda – Ordinary Resolution 3
Reappointment of External Auditors
The Audit and Risk Management Committee ("ARMC") had at the meeting held on 21 April 2026 assessed the suitability, objectivity and independence of the External Auditors of the Company, KPMG PLT for the financial year ending 31 December 2026 and recommended the reappointment KPMG PLT. The Board had based on recommendation of the ARMC and recommended the same be tabled to the shareholders for approval at the 2nd AGM of the Company.

Item 5 of the Agenda – Ordinary Resolution 4
Proposed New Shareholders' Mandate
The Ordinary Resolution 4 proposed, if passed, will empower the Directors from the date of the 2nd AGM, to deal with the related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations. These recurrent related party transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders. This authority unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company and subject always to provision (ii) of the resolution. The details of the recurrent related party transactions are set out in the Circular to the Shareholders dated 30 April 2026, which can be downloaded at https://pmw-group.com/investor-relations/.

Item 6 of the Agenda - Ordinary Resolution 5
Authority for Directors to allot and issue shares in the Company pursuant to Sections 75 and 76 of the Act
The Ordinary Resolution 5 is to seek for the shareholders' approval of a general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act.
The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.
The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 12 of the Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.
At this juncture, there is no decision to issue new shares, but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment 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"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.