Power Root Berhad

Registration Number: 200601013517 (733268-U)
(Incorporated in Malaysia)

NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth ("20th") Annual General Meeting ("AGM") of Power Root Berhad ("Power Root" or "the Company") will be held at No. 1, Jalan Sri Plentong, Taman Perindustrian Sri Plentong, 81750 Masai, Johor on Friday, 28 August 2026 at 3.00 p.m. for the purpose of considering the following businesses:-

AGENDA

ORDINARY BUSINESS:-

1. To receive the Audited Financial Statement for the financial year ended 31 March 2026 together with the Directors' and Auditors' Report thereon. — **Refer to Explanatory Note 1**
2. To sanction the payment of Directors' fees, payable on a quarterly basis in arrears, from the period of the financial year ending 31 March 2027 until the conclusion of the 21st AGM. — **Ordinary Resolution 1**
3. To approve the benefits payable to NED of an aggregate amount not exceeding RM300,000 for the period from the 20th AGM until the conclusion of the 21st AGM of the Company. — **Ordinary Resolution 2**
4. To re-elect the following Directors who retire in accordance with Clause 100 of the Company's Constitution and being eligible, offer themselves for re-election:-
   a. Mr. Ong Kheng Swee — **Ordinary Resolution 3**
   b. Y.A.D Tengku Dato' Setia Putra Al-Haj Bin Tengku Azman Shah Al-Haj — **Ordinary Resolution 4**
   c. Dato' Tea Choo Keng — **Ordinary Resolution 5**
5. To re-appoint Messrs KPMG PLT as Auditors of the Company and authorise the Directors to fix their remuneration. — **Ordinary Resolution 6**

SPECIAL BUSINESS:-

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

6. **Proposed authority to issue and allot shares by the Directors pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") and waiver of pre-emptive rights pursuant to the CA 2016.** — **Ordinary Resolution 7**

   "**THAT** pursuant to Sections 75 and 76 of the CA 2016, the Directors be and are hereby authorised to issue and allot shares in the Company at any time, at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at the time of issue **AND THAT** the Directors be and are also authorised to obtain the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the additional shares so issued AND THAT such authority conferred by this ordinary resolution shall commence upon passing this ordinary resolution until:

   a) the conclusion of the annual general meeting held next after the approval was given; or
   b) the expiry of the period within which the next annual general meeting is required to be held after the approval was given,

   whichever occurs first.

   THAT in connection with the above, pursuant to Section 85 of the CA 2016 to be read together with Clause 63 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of the new shares above by the Company.

   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. **Proposed Renewal of the Authority to allot and issue new ordinary shares in Power Root ("Power Root Shares") in relation to the Company's Dividend Reinvestment Plan ("DRP") that provides the shareholders of Power Root ("Shareholders") the option to elect to reinvest their cash dividend in new Power Root Shares** — **Ordinary Resolution 8**

   "**THAT** pursuant to the DRP as approved by the Shareholders at the Extraordinary General Meeting held on 29 July 2013 and subject to the approval of the relevant regulatory authority (if any), approval be and is hereby given to the Company to allot and issue such number of new Power Root Shares from time to time as may be required to be allotted and issued pursuant to the DRP until the conclusion of the next AGM upon such terms and conditions and to such persons as the Directors of the Company at their sole and absolute discretion, deem fit and in the interest of the Company PROVIDED THAT the issue price of the said new Power Root Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5) market days Volume Weighted Average Market Price ("VWAMP") of Power Root Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

   THAT in connection with the above, pursuant to Section 85 of the Act, read together with Clause 63 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 over all new shares to be issued pursuant to this DRP.

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

   AND THAT the Directors of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, by the Directors as they, in their absolute discretion, deem fit and in the best interest of the Company."

8. **Proposed Renewal of the Authority to Buy-Back Its Own Shares by the Company ("Proposed Renewal of Share Buy-Back")** — **Ordinary Resolution 9**

   "**THAT** subject to the provisions of the Act, the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit, necessary and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time; and the Directors of the Company shall allocate an amount of funds which will not be more than the aggregate sum of 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 purchase of the Proposed Share Buy-Back.

   THAT the Directors of the Company be and is hereby authorised to deal with the shares purchased at their absolute discretion, either partially or fully, in the following manner:

   a) cancel all the shares so purchased; or
   b) distribute the shares as share dividends to the shareholders; or
   c) resell the shares through Bursa Securities in accordance with the rules of Bursa Securities; or
   d) transfer the shares for the purpose of or under an employees' share scheme; or
   e) transfer the shares as purchase consideration; or
   f) such other manners as may be permitted by the Act

   THAT the Directors of the Company be and is hereby authorised to take all such necessary steps to give effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed by the Directors to be in the best interest of the Company, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back.

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

   a) the conclusion of the next AGM of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed either unconditionally or subject to conditions;
   b) the expiration of the period within which the next AGM of the Company is required by law to be held pursuant to Section 340(2) of the Companies Act 2016 (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 in general meeting,

   whichever occurs first."

9. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** — **Ordinary Resolution 10**

   "**THAT** approval be and is hereby given to the Company and/or its subsidiaries to enter into existing recurrent related party transactions of a revenue or trading nature with the related parties mentioned under Part B, Section 2.5 of the Circular to Shareholders dated 28 July 2026 which are necessary in the course of business of the Company and/or its subsidiaries for day-to-day operations and on normal commercial terms which are not more favorable to the related parties than those available to the public and not detrimental to the minority shareholders of the Company and such approval shall continue to be in force until:-

   a) the conclusion of the next AGM of the Company at which such Proposed Shareholders' Mandate is passed, at which time will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions; or
   b) the expiration of the period within the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the 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 in general meeting,

   whichever occurs first."

10. To transact any other business appropriate to an AGM, due notice of which shall have been previously given in accordance with the CA 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

ZURIATI BINTI YAACOB SSM PC No. 202008003191 (LS0010898)
TAI YIT CHAN (F) SSM PC No. 202008001023 (MAICSA NO. 7009143)
SANTHI A/P SAMINATHAN SSM PC No. 201908002933 (MAICSA NO. 7069709)
Company Secretaries

Johor Bahru
28 July 2026

NOTES

Only depositor whose name appears in the Record of Depositors as at 21 August 2026 shall be regarded as member of the Company entitled to participate, speak and vote at this Meeting or appoint proxy or proxies to participate, speak and vote in his stead.

1. *A member entitled to participate and vote at the Meeting is entitled to appoint a proxy or proxies to participate and vote in his stead. The proxy need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at a meeting of a company shall have the same rights as the member to speak at the meeting.*
2. *A member shall be entitled to appoint more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) to participate and vote at the same meeting.*
3. *Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
4. *Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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 accounts it holds. Where a member is an authorised nominee as defined under SICDA, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*
5. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its attorney.*
6. *The instrument appointing a proxy must be deposited at Suite 9D, Level 9, Menara Ansar, 65 Jalan Trus, 80888 IIBD, Johor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof. The latest date and time for lodgement of Proxy Form(s) is **Wednesday, 26 August 2026** at 3:00 p.m..*

Personal Data Privacy:

By submitting the duly executed Proxy Form(s), 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 20th AGM of the Company and any adjournment thereof.

EXPLANATORY NOTES TO ORDINARY BUSINESS:

1. ***Audited Financial Statement for the financial year ended 31 March 2026***

   This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("Act") does not require a formal approval from the shareholders and hence, it is not put forward for voting.

2. ***Directors' Fees and Benefits***

   Pursuant to Section 230(1) of the Companies Act 2016, ("the Act"), the fees and benefits payable to the Directors of the Company must be approved by shareholders at a general meeting.

   Ordinary Resolution 1, if approved, Directors' fees payable to the NEDs will be paid on a quarterly basis in arrears, from the period of the financial year ending 31 March 2027 until the conclusion of the 21st AGM.

   Benefits payable to the Directors for NEDs

   The benefits payable to the Directors for NEDs has been reviewed by the Remuneration Committee and the Board of Directors of the Company, both of which have determined that such benefits are in the best interests of the Company and are in line with the Group's remuneration framework.

   The benefits comprised of meeting allowance, travelling allowance and Board Committee allowances.

   Ordinary Resolution 2, if approved, shareholders will authorise the payment of benefits to the Non-Executive Directors of an aggregate amount not exceeding RM300,000 for the period commencing from the conclusion of the 20th AGM until the conclusion of the 21st AGM of the Company.

3. ***Re-election of Directors Who Retire in Accordance with Clause 100 of the Company's Constitution***

   Clause 100 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 an AGM of the Company.

   For the purpose of determining the eligibility of the Directors to stand for re-election at the 20th AGM, the Nomination Committee ("NC") has considered the following:

   (1) The assessment of the individual Director's level of contribution to the Board through each of their skills, experience and strength in qualities, fit and proper criteria assessment; and

   (2) The level of independence demonstrated by each of the NEDs, and their ability to act in the best interests of the Company in decision-making, to ensure that they are independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement or the ability to act in the best interests of the Company.

   In line with the Malaysian Code on Corporate Governance 2021 ("MCCG 2021") and Paragraph 2.20A of the Main Market Listing Requirements ("MMLR"), the Board had, through the NC, conducted an assessment of independence of the NEDs, and also other criteria i.e. character, integrity, competence, experience and time commitment in effectively discharging their respective roles as Directors of the Company. The Directors were assessed based on performance criteria set in the areas of Board dynamics and participation, competency and capability, independence and objectivity, probity and personal integrity, contribution and performance together with their ability to make analytical inquiries and offer advice and guidance. Each of the NEDs has also provided his/her annual declaration/confirmation of independence bi-annually of 2026.

   The Board accepted the NC's recommendation that the Directors who retire in accordance with Clause 100 of the Company's Constitution are eligible to stand for re-election. All these retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board meeting.

4. ***Re-appointment of Auditors***

   Pursuant to Section 273(b) of the CA 2016, the term of office of the present Auditors, Messrs KPMG PLT, shall lapse at the conclusion of this AGM unless they are re-appointed by the shareholders to continue in office. Messrs KPMG PLT have indicated their willingness to continue their service until the conclusion of next AGM. The re-appointment of Messrs KPMG PLT as Auditors has met the relevant criteria prescribed by Paragraph 15.21 of the MMLR. This proposed Resolution 6, if passed, will also give the Directors of the Company, the authority to determine the remuneration of the Auditors.

EXPLANATORY NOTES ON SPECIAL BUSINESSES:

5. ***Authority to Allot Shares***

   Proposed authority to issue and allot shares by the Directors pursuant to Sections 75 and 76 of the CA 2016 and waiver of pre-emptive rights pursuant to the CA 2016.

   Ordinary Resolution 7, if passed, will empower the Directors, from the conclusion of the 20th AGM, to issue not more than ten percent (10%) of the total number of issued shares of the Company for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. Such issuance of shares will still be subject to the approvals of the Securities Commission and Bursa Securities. This authority, unless revoked or varied at a General Meeting, will expire at the end of the conclusion of the next AGM of the Company.

   The waiver of pre-emptive rights pursuant to Section 85 of the CA 2016 to be read together with Clause 63 of the Constitution of the Company will allow the Directors of the Company to issue new shares of the Company which will rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.

   The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new shares and thereby reducing administrative time and cost associated with the convening of such meeting(s).

   The mandate sought under Ordinary Resolution 7 above is a renewal of an existing mandate. Since the last renewal was sought, no shares were issued, and thus, no proceeds were raised.

   If approved, the renewal of the general mandate above will provide the Company with flexibility for any potential fund-raising activities and there is no specific purpose and utilisation for the proceeds to be raised under this mandate. Hence, the proceeds to be raised, if any, may be used for funding future investments, working capital, repayment of bank borrowings and/or any acquisition.

6. ***Proposed Renewal of Authority to allot and issue new ordinary shares in Power Root in relation to the Company's Dividend Reinvestment Plan***

   Ordinary Resolution 8, if passed, is for the purpose of renewing a general mandate ("General Mandate for DRP") to provide the shareholders of Power Root the option to elect to reinvest their cash dividend in new ordinary shares in the Company. The General Mandate for DRP has been granted by the shareholders at the AGM of the Company held on 27 August 2025. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM of the Company.

   The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 63 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 for DRP.

7. ***Proposed Renewal of Share Buy-Back***

   Ordinary Resolution 9, if passed, will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed ten percent (10%) of the total number of issued shares of the Company. The audited retained earnings of the Company stood at RM 17.2 million for audited retained earnings as at 31 March 2026. The General Mandate for Share Buy-Back has been granted by the shareholders at the AGM of the Company held on 27 August 2025. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM of the Company.

   Further information on the Proposed Share Buy-Back Renewal is set out in the Circular to Shareholders dated 28 July 2026.

8. ***Proposed Shareholders' Mandate***

   Ordinary Resolution 10, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate"). This authority will expire at the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required by law to be held, unless revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting, whichever is earlier.

   Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 28 July 2026.