



SYCAL VENTURES BERHAD

200101011895(547651-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 24th Annual General Meeting of the Company will be held at Hotel Wyndham Grand Bangsar Kuala Lumpur, Annex 1, Level 2, No. 1, Jalan Pantai Jaya, Tower 3, 59200 Kuala Lumpur on Friday, 28th November 2025 at 10.00 a.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30th June 2025 and the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To re-elect the following Directors who retire by rotation pursuant to Clause 110 of the Company's Constitution:- (Please refer to Explanatory Note 2)
 - Syed Zain Al-Kudcy Bin Dato' Syed Mahmood Resolution 1
 - Dato' Shahrom Bin Abd Malik Resolution 2
- To approve the payment of Directors' fees and allowances of up to RM250,000.00 for the period from 1st July 2025 until the next Annual General Meeting of the Company to be held in 2026. (Please refer to Explanatory Note 3) Resolution 3
- To re-appoint Messrs. UHY Malaysia PLT as Auditors of the Company for the financial year ending 30th June 2026 and to authorise the Directors to fix the Auditors' remuneration. Resolution 4

AS SPECIAL BUSINESS

- Ordinary Resolution (Please refer to Explanatory Note 4)
 - Approval for issuance of new ordinary shares pursuant to Section 75 and 76 of the Companies Act 2016 Resolution 5

"THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Act which is to be read together with Clause 15 of the Constitution of the Company, approval be and is hereby given for the waiver of the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company pursuant to the Act."
- Ordinary Resolution (Please refer to Explanatory Note 5)
 - Re-appointment of Mr Tee Lay Peng Resolution 6

"THAT Mr Tee Lay Peng who has served as Director of the Company for a cumulative term of more than twelve (12) years, be re-appointed and to continue to act as a Non-Independent Non-Executive Director of the Company pursuant to Clause 112 of the Company's Constitution."
- To transact any other business of which due notice shall have been given.

By Order of the Board

Koh Kim Koon
Company Secretary

Kuala Lumpur
30th October 2025

Notes to Shareholders

- Only depositors whose names appear on the Record of Depositor as at 21st November 2025 shall be entitled to attend, speak and vote at this meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the securities 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 which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney of the corporation duly authorized.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at Lot 4.20, 4th Floor, Plaza Prima, 4½ Miles, Jalan Kelang Lama, 58200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof.

Explanatory Notes

- Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, it will not be put forward for voting.
- Clause 110 of the Company's Constitution states that an election of Directors shall take place each year at the annual general meeting of the Company where one third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), the number nearest to one third (1/3) shall retire from office and be eligible for re-election. Each Director shall retire from office once in every three (3) years. A retiring Director shall retain office until the close of the meeting at which he retired.
The Board was satisfied with the performance of the abovementioned Directors upon the assessment conducted by the Nomination Committee and hence, recommended their proposed re-election to be tabled for shareholders' approval at this Annual General Meeting. Details of the Director standing for re-appointment/ re-election under Ordinary Resolutions 1 and 2 are stated in the Profile of Directors of this Annual Report. Their securities holdings in the Company are stated in the Statement of Directors' Interests of this Annual Report.
Syed Zain Al-Kudcy Bin Dato' Syed Mahmood and Dato' Shahrom Bin Abd Malik are retiring pursuant to Clause 110 of the Company's Constitution, and being eligible, have offered themselves for re-election at this Annual General Meeting.
- Ordinary Resolution 3 – Payment of Directors' fee and allowances to Non-Executive Directors
In accordance with Section 230(1) of the Companies Act 2016 the fees of the Directors and any allowances payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval shall be sought at the Annual General Meeting for the payment of Directors' fee and allowances payable to the Non-Executive Directors of the Company under Resolution 3.
The estimated Directors' fees and allowances were calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and allowances for the period from 1st July 2025 until the date of next Annual General Meeting of the Company to be held in the year 2026. In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next Annual General Meeting for such shortfall.
- Ordinary Resolution 5 - Authority to Allot and Issue Shares
The proposed Ordinary Resolution 5 if passed, will allow the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company in order to avoid any delay and costs involved in convening a general meeting to approve such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.
As at the date of this Notice, no new ordinary shares in the Company were issued pursuant to the general mandate which was approved at the 23rd Annual General Meeting held on 28th November 2024.
Pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 15 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible shares.
The proposed Ordinary Resolution, if passed, will exclude shareholders' pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.
This mandate will provide flexibility to the Company for the allotment of shares for the purpose of funding working capital, future expansion, investment/acquisition(s) or such other purposes as the Directors consider would be in the interest of the Company.
- Ordinary Resolution 6 - Proposed re-appointment of Mr Tee Lay Peng pursuant to Clause 112 of the Company's Constitution
The Nomination Committee has assessed the performance of Mr Tee Lay Peng, who has served as Director of the Company for a cumulative term of more than twelve (12) years, and recommended him to continue to act as Non-Independent Non-Executive Director of the Company based on the following justifications:-
(a) He has exercised due care and diligence during his tenure as a Director of the Company and has carried out his duties professionally and objectively in the best interest of the Company and shareholders.;
(b) He does not have any conflict of interest with the Company and has not entered/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
(c) He has thorough understandings of the businesses of the Group and could provide the Board valuable and insightful advice.
The Board recommends that Mr Tee Lay Peng be retained as Non-Independent Non-Executive Director of the Company subject to the approval from the shareholders of the Company through a two-tier voting process pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance.
Details of Mr Tee Lay Peng is stated in the Profile of Directors of this Annual Report. His securities holdings in the Company are stated in the Statement of Directors' Interests of this Annual Report.

Personal Data Privacy

By submitting as instrument appointing a proxy(ies) and/or representative(s) to participate, 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.