

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting ("30th AGM") of Ann Joo Resources Berhad ("the Company") will be held at Nexus, Connexion Conference & Event Centre, Spectrum and Prism (Level 3A), Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on **Thursday, 18 June 2026 at 10.30 a.m.** to transact the following businesses:-

AGENDA
AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees for the period from 1 July 2026 to 30 June 2027. (Resolution 1)
3. To approve the payment of meeting attendance allowance to Directors for the period from the date of passing of this Ordinary Resolution to the next Annual General Meeting ("AGM") of the Company. (Resolution 2)
4. To re-elect the following Directors, who shall retire pursuant to Regulation 134 of the Company's Constitution and who being eligible, offer themselves for re-election:
 - (a) Dato' Dr. Lim Kiam Lam (Resolution 3)
 - (b) Dato' Lim Hong Thye (Resolution 4)
5. To re-appoint BDO PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)

AS SPECIAL BUSINESS:

To consider and, if thought fit, pass the following Ordinary Resolutions, with or without modifications:

6. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** (Resolution 6)
 "THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), the Constitution of the Company and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may 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 (excluding treasury shares) for the time being or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities 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 Regulation 17 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 arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act, AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

7. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** (Resolution 7)

"THAT subject to the provisions of Bursa Securities Main Market Listing Requirements, approval be and is hereby given for the renewal of shareholders' mandate for the Company and/or its subsidiary companies to enter into recurrent transactions of a revenue or trading nature with the related parties as specified in Section 2.4 of Part A of the Circular to Shareholders dated 29 April 2026.

PROVIDED ALWAYS that such transactions are:

- (i) necessary for the day-to-day operations;
- (ii) carried out on an arm's length basis in the ordinary course of business and on normal commercial terms which are not more favourable to the related party than those generally available to the public; and
- (iii) are not to the detriment of the minority shareholders.

("the Shareholders' Mandate")

AND THAT the Shareholders' Mandate, unless revoked or varied by the Company in a general meeting, shall take effect from the date of passing of this Ordinary Resolution and will continue in force until:

- (a) the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- (b) the expiration of the period within which the next AGM is 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 a resolution passed by shareholders in a general meeting before the next AGM, whichever is earlier.

AND FURTHER THAT the Directors of the Company be authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

8. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES** (Resolution 8)

"THAT subject always to the Act, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such number of 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 may deem fit and expedient in the interest of the Company provided that:

- (i) the aggregate number of shares purchased does not exceed 10% of its total number of issued shares as quoted on Bursa Securities at the point of purchase;
- (ii) an amount not exceeding the Company's retained profits be allocated for the purchase of its own shares (as at 31 December 2025, the amount of the retained profits account of the Company stood at RM642.74 million); and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or to transfer the shares for purposes of share rewards to employees or as purchase consideration.

AND THAT the authority conferred by this resolution will commence immediately and will, expire at the conclusion of the next AGM of the Company following the passing of this Ordinary Resolution (unless earlier revoked or varied by an Ordinary Resolution of the shareholders of the Company in a general meeting) but shall not prejudice the completion of purchase(s) by the Company before that aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authorities;

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter in accordance with the Act, the requirements and/or guidelines of Bursa Securities and all other relevant government and/or regulatory authorities."

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

By Order of the Board

KONG TAT WAI (MAICSA 7062129) (SSM PC NO. 202008001528)
WONG YOUN KIM (MAICSA 7018778) (SSM PC NO. 201908000410)
 Company Secretaries

29 April 2026

NOTES:

- 1) A Member of the Company entitled to attend and vote at this meeting is entitled to appoint another person as his/her proxy to attend and vote. A proxy need not be a member of the Company but shall be of full age. When a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.

As guided by the Securities Commission's Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate and post all inquiries and questions to enquiry.cosec@annjoo.com.my. The questions and/or remarks submitted by shareholders and/or proxies will be responded by the Chairman/Board/relevant advisers during the Meeting. In the event of any unattended questions and/or remarks submitted, the Company will respond to the said unattended questions and/or remarks after the Meeting via email.

- 2) 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.

- 3) **Appointment of proxy**

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.

The appointment of proxy may be made in the form of hardcopy or by electronic means as specified below and must be received by the Share Registrar, Boardroom Share Registrars Sdn Bhd **no later than Tuesday, 16 June 2026 at 10.30 a.m.** or any adjournment thereof:

In hardcopy form

Deposited to the office of the Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

By electronic means

Alternatively, the instrument appointing of proxy may also be lodged by fax to +603 7890 4670 or emailed to bsr.proxy@boardroomlimited.com.

- 4) Depositors who appear in the Record of Depositors as at **11 June 2026** shall be regarded as Member of the Company entitled to attend the 30th AGM or appoint a proxy to attend and vote on his/her behalf.

- 5) **Explanatory Notes:**

(a) Ordinary Resolution 1

The Board is seeking the shareholders' approval for the payment of Directors' fees of RM100,000 per director for the financial period from 1 July 2026 to 30 June 2027.

(b) Ordinary Resolution 2

Section 230(1) of the Act requires the benefits payable to Directors of the Company to be approved at a general meeting. Shareholders' approval for the payment of meeting attendance allowance set out below is sought from the date of passing of this Ordinary Resolution until the next AGM of the Company. Details of the Directors' benefits for the financial year ended 31 December 2025 were disclosed in the Corporate Governance Report 2025:

Meeting	Meeting Attendance Allowance	
	Chairman (RM)	Member (RM)
Board of Directors	2,000	2,000
Audit Committee	10,000	8,000
Nomination Committee	1,500	1,000
Remuneration Committee	1,500	1,000

(c) Ordinary Resolution 6

The proposed Ordinary Resolution will give power to the Directors to issue and allot up to maximum 10% of the total number of issued shares of the Company (excluding treasury shares) 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 next AGM of the Company.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Act shall have the effect of shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Regulation 17 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Act, and Regulation 17 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Act, which will result in a dilution to their shareholding percentage in the Company.

The general mandate sought for the issuance of new shares is a renewal of the mandate that was approved by the shareholders at the 29th AGM on 30 May 2025. The Company did not utilise the mandate that was approved. 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 to avoid incurring additional cost and time. The purpose of this general mandate is for possible fundraising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

(d) Ordinary Resolution 7

Please refer to Part A (Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading nature) of the Circular to Shareholders dated 29 April 2026 for further information.

(e) Ordinary Resolution 8

The proposed Ordinary Resolution 8, if passed, will empower the Directors to purchase the Company's shares up to 10% of its total number of issued shares of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Please refer to Part B (Statement in relation to the Proposed Renewal of Authority for Share Buy-Back) of the Circular to Shareholders dated 29 April 2026 for further information.