

NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-Second (“**22<sup>nd</sup>**”) Annual General Meeting (“**AGM**”) of NOTION VTEC BERHAD (“**Company**”) will be held at Ballroom 1, Level G, Première Hotel, Bandar Bukit Tinggi 1/KS6, Jalan Langat, 41200 Klang, Selangor Darul Ehsan, Malaysia on Thursday, 5 March 2026 at 9.30 a.m. for the following purposes:

AGENDA

Ordinary Business

1.

To receive the Audited Financial Statements for the financial year ended 30 September 2025 together with the Reports of the Directors and Auditors thereon.

[Please refer to Note (i) of the Explanatory Notes]
2.

To re-elect the following Directors who are retiring in accordance with Clause 95 of the Constitution of the Company:

i.

Mr Choo Wing Hong

(Ordinary Resolution 1)

ii.

Mr Choo Wing Onn

(Ordinary Resolution 2)

iii.

Mr Lee Tian Yoke

(Ordinary Resolution 3)

[Please refer to Note (iii) of the Explanatory Notes]
3.

To approve the Directors’ Fees of up to RM450,000 (2024: RM350,000) and benefits payable to the Directors of the Company of up to RM50,000 (2024: RM50,000) from 6 March 2026 until the conclusion of the next AGM of the Company, to be paid monthly in arrears.

(Ordinary Resolution 4)

[Please refer to Note (iii) of the Explanatory Notes]
4.

To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Ordinary Resolution 5)

Special Business

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

5.

**Proposed Authority to Allot and Issue Shares pursuant to Section 76 of the Companies Act 2016 (“the Act”)**

“**THAT** pursuant to Section 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 (excluding treasury shares) for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

**THAT** in connection with the above, pursuant to Section 85 of the Act and Clause 59 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 new shares pursuant to this mandate 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 that which may be declared, made or paid before the date of allotment of such new shares.”

(Ordinary Resolution 6)

[Please refer to Note (iv) of the Explanatory Notes]

6.

To transact any other business that may be transacted at the 22<sup>nd</sup> AGM of which due notice shall have been given in accordance with the Act and the Constitution of the Company.
- BY ORDER OF THE BOARD
- Tai Yit Chan (SSM PC No. 202008001023) (MAICSA 7009143)  
Tan Ai Ning (SSM PC No. 202008000067) (MAICSA 7015852)
- Company Secretaries
- Selangor Darul Ehsan  
23 January 2026
- Explanatory Notes:
- (i) Agenda 1 - To receive the Audited Financial Statements
- Agenda item no. 1 is meant for discussion only as the provision of Section 340 of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.
- (ii) Ordinary Resolutions 1 to 3 - Re-election of Directors
- The profiles of the Directors who are standing for re-election as per Agenda item no. 2 are set out in the Board of Directors’ profile for Annual Report 2025.
- The performance, contribution and effectiveness of the retiring Directors, namely Mr Choo Wing Hong, Mr Choo Wing Onn and Mr Lee Tian Yoke (collectively “**Retiring Directors**”) have been assessed by the Nomination Committee (“**NC**”). In addition, the NC has also conducted an assessment on the fitness and propriety of the Retiring Directors including the review of their fit and proper declarations and results of their background checks in accordance with the Directors’ Fit & Proper Policy. The Retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election.
- Based on the recommendation of NC, the Board endorsed the same, having been satisfied with the performance as well as fitness and propriety of the Retiring Directors.
- (iii) Ordinary Resolution 4 - Directors’ Fees and Benefits Payable
- Section 230(1)(b) of the Act provides that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries companies shall be approved at a general meeting.
- Details of the Directors’ fees for the financial year ended 30 September 2025 are disclosed in the Corporate Governance Report 2025.
- To ensure the remuneration for the Independent Non-Executive Directors remains competitive and continue to attract, retain and motivate the individuals with strong credentials and high calibre to serve on the Board of the Company, the Board has approved the Remuneration Committee’s recommendation for a proposed increase in Directors’ fees for the Independent Non-Executive Directors, namely Dato’ Abu Bakar Bin Mohd Nor, Ms Teh Su-Ching and Mr Alvin Vong Chen Weng (from RM9,000 per month to RM10,000 per month) to reflect the increased dimensions in their roles and increased time commitments.
- This revision took into consideration the following:-
- The increasing demands and complexities of the Company’s operations, particularly in light of evolving regulatory, governance, and sustainability expectations; and
  - The commitment and contributions of the Independent Non-Executive Directors in providing oversight, strategic guidance, and risk management.
- Dato’ Abu Bakar Bin Mohd Nor, Ms Teh Su-Ching and Mr Alvin Vong Chen Weng have abstained from the deliberations and decisions pertaining to their own remuneration.
- The amount of Directors’ fees to each Director of the Company and its subsidiaries for the period from 6 March 2026 and up to the date of next AGM are as follows:
- | Directors                    | Amount (RM) |
|------------------------------|-------------|
| Notion VTec Berhad:-         |             |
| Mr Thoo Chow Fah             | -           |
| Mr Choo Wing Hong            | -           |
| Mr Choo Wing Onn             | -           |
| Mr Lee Tian Yoke             | -           |
| Mr Choo Wing Yew             | -           |
| Dato’ Abu Bakar Bin Mohd Nor | 120,000     |
| Ms Teh Su-Ching              | 120,000     |
| Mr Alvin Vong Chen Weng      | 120,000     |
- In determining the estimated total amount of Directors’ fees and benefits payable to the Directors of the Company, the Board has taken into account various factors, including the roles and responsibilities and required time commitment expected from Independent Non-Executive Directors, the current Board size, and the number of scheduled meetings for the Board and Board Committees, and general meeting.
- Payment of Directors’ fees and any benefits payable will be made by the Company on a monthly basis or as and when incurred. The Board is of the view that it is just and equitable for the Directors’ fees to be paid on monthly basis or as and when incurred, after the Independent Non-Executive Directors have discharged their responsibilities and rendered their services to the Company.
- (iv) Ordinary Resolution 6 - Proposed Authority to Allot and Issue Shares pursuant to Section 76 of the Act
- The proposed Ordinary Resolution 6 is to obtain a general mandate for issuance of shares by the Company under Section 76 of the Act.
- The proposed Ordinary Resolution 6, if passed, serves as a measure to meet the Company’s immediate working capital needs in the short term without relying on conventional debt financing (which will result in higher finance costs to be incurred) for the purpose of funding investment project(s), working capital and/or acquisition(s). 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 59 of the Constitution of the Company 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 new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.
- As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the 21<sup>st</sup> AGM held on 5 March 2025 and which will lapse at the conclusion of the 22<sup>nd</sup> AGM. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.
- Notes:
- (1)

A member entitled to attend and vote at the AGM may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. A proxy appointed to attend and vote at the AGM shall have the same rights as the member to speak at the AGM.

(2)

A member may appoint up to two (2) proxies to attend the AGM. Where a member appoints two (2) proxies, the appointment shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy. Where a member is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account (“**Omnibus Account**”) as defined under the Securities Industry (Central Depositories) Act 1991, 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)

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

(4)

The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the office of the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the AGM or at any adjournment thereof. Alternatively, the Proxy Form may also be electronically submitted via Vistra Share Registry and IPO (MY) Portal (“**Portal**”) at <https://srmv.vistra.com>. Please refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via the Portal.

(5)

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the notice of the general meeting will be put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

(6)

For the purpose of determining who shall be entitled to attend the AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 26 February 2026 and only members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at the AGM and entitled to appoint proxy or proxies.
- Personal data privacy:
- By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.