



EDELTEQ HOLDINGS BERHAD
(Registration No. 201901033362 (1342692-X))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Edeltec Holdings Berhad ("**Edeltec**" or the "**Company**") will be held at Iconic Hotel, 71 Jalan Icon City, Icon City, Bukit Mertajam, 14000 Pulau Pinang on Wednesday, 25 June 2025 at 4:00 P.M., or at any adjournment thereof, or immediately following the conclusion of the 2025 Annual General Meeting ("**AGM**") of Edeltec which will be held at 2:00 P.M. on the same day, whichever is earlier, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS**") OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED SHARES OF EDELTEQ ("**SHARES**" OR "**EDELTEQ SHARES**") (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OVER THE DURATION OF ESOS ("**PROPOSED ESOS**")**

"THAT, subject to the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given to the Board of Directors of Edeltec ("**Board**") for the listing of and quotation for such number of new Edeltec Shares, representing 20% of Edeltec's total number of issued shares (excluding treasury shares, if any) to be issued arising from the exercise of the options granted under the Proposed ESOS ("**ESOS Option(s)**"), approval be and is hereby given for the Board to:-

- i. establish, implement and administer the Proposed ESOS in accordance with the bylaws of the Proposed ESOS ("**Bylaws**"), a draft of which is set out in **Appendix I** of the circular to shareholders of Edeltec dated 22 May 2025 ("**Circular**"), to approve and adopt the Bylaws and to give effect to the Proposed ESOS with full power to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;
- ii. make the necessary applications and do all things necessary at the appropriate time or times to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new Edeltec Shares, which may from time to time be issued and allotted arising from the exercise of the ESOS Options;
- iii. determine the exercise price of the ESOS Options based on the terms and conditions set out in the Bylaws and allot and issue such number of new Edeltec Shares from time to time as may be required arising from the exercise of the ESOS Options, **PROVIDED THAT** the total number of new Edeltec Shares, which may be made available under the Proposed ESOS, shall not in aggregate exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time over the duration of the Proposed ESOS **AND THAT** the new Edeltec Shares to be allotted and issued upon the exercise of the ESOS Options will, upon allotment and issuance, rank equally in all respects with the existing Edeltec Shares, save and except that such Edeltec Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distributions declared, made or paid to shareholders where the entitlement date of such distributions precedes the relevant date of allotment and issuance of such Edeltec Shares. The new Edeltec Shares allotted will be subject to all provisions in the Constitution of the Company and ACE Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), if any;

- iv. add, amend, modify and/ or delete all or any part of the terms and conditions as set out in the Bylaws governing the Proposed ESOS from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board or any committee of the Proposed ESOS established or appointed by it provided that such addition, amendment, modification and/ or deletion are effected in accordance with the provisions of the Bylaws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS;
- v. extend the duration of the Proposed ESOS for a period of up to another five (5) years, provided always that such extension of the Proposed ESOS made in accordance with the provisions of the Bylaws shall not in aggregate exceed a duration of ten (10) years from the date the Proposed ESOS takes effect or such other period determined by the relevant authorities;
- vi. do all things necessary and make the necessary applications to Bursa Securities for the listing of and quotation for new Edelteq Shares that may, hereafter from time to time, be allotted and issued under the Proposed ESOS; and
- vii. to appoint and authorise a committee by the Board ("**ESOS Committee**"), which the Proposed ESOS will be administered in accordance with the Bylaws by the said ESOS Committee, who will be responsible for implementing and administering the Proposed ESOS. The members of the ESOS Committee shall comprise such number of Directors and/ or senior management personnel of the Group to be identified from time to time."

THAT the Board be and is hereby authorised to do all such acts and things and to execute all such documents to give effect to the Proposed ESOS with full power to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/ or expedient to implement, finalise and give full effect to the Proposed ESOS;

THAT pursuant to Section 85(1) of the Companies Act, 2016 ("**Act**") read together with Clause 5.11 of the Constitution of the Company, the shareholders of the Company do hereby agree to irrevocably waive their pre-emptive rights to be offered new Edelteq Shares arising from any issuance and allotment of new Edelteq Shares to the eligible Director(s) (including non-executive Directors) and employee(s) of Edelteq Group (excluding subsidiaries which are dormant), who meet the criteria of eligibility for participation in the Proposed ESOS in the manner as indicated in the Bylaws ("**Eligible Person(s)**") pursuant to the Proposed ESOS, which rank equally to the existing issued Edelteq Shares, with such waiver resulting in a dilution to their shareholding percentage in the Company **AND THAT** the Board is exempted from the obligation to offer such new Edelteq Shares first to the existing shareholders of the Company in respect of the issuance of and allotment of new Edelteq Shares pursuant to the Proposed ESOS;

AND THAT the draft Bylaws as set out in **Appendix I** of this Circular and which is in compliance with the Listing Requirements, be and is hereby approved and adopted; and the Directors of the Company be and are hereby authorised to give effect to the Proposed ESOS with full power to modify and/ or amend the Bylaws from time to time as may be required or deemed necessary in accordance with the provisions of the Bylaws relating to amendments and/ or modifications and to assent to any conditions, modifications, revaluations, variations and/ or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESOS."

ORDINARY RESOLUTIONS 2 TO 9

PROPOSED ALLOCATION OF ESOS OPTIONS TO THE ELIGIBLE DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE OF EDELTEQ GROUP AND PERSON CONNECTED TO THEM UNDER PROPOSED ESOS ("PROPOSED ALLOCATION")

"**THAT**, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained (where required), approval be and is hereby given to the Board to authorise the ESOS Committee, from time to time throughout the duration of the Proposed ESOS, to offer such number of ESOS Options pursuant to the Proposed ESOS, to the following Directors and major shareholders of Edelteq to subscribe for such number of new Edelteq Shares to be issued under the Proposed ESOS:-

No.	Name	Ordinary Resolutions
i.	Datuk Johar Bin Che Mat (<i>Independent Non-Executive Chairman</i>)	Resolution 2
ii.	Chin Yong Keong (<i>Major shareholder and Executive Director/ Group CEO</i>)	Resolution 3
iii.	Khong Chee Seong (<i>Major shareholder and Executive Director/ Business Unit Director</i>)	Resolution 4
iv.	Kamaruddin Bin Kassim (<i>Independent Non-Executive Director</i>)	Resolution 5
v.	Datin Soheir Binti Mohammad Khatib (<i>Independent Non-Executive Director</i>)	Resolution 6
vi.	Joyce Wong Ai May (<i>Independent Non-Executive Director</i>)	Resolution 7
vii.	Ngo Tong Seng (<i>Independent Non-Executive Director</i>)	Resolution 8
viii.	Chin Yuen Fong (<i>Operation and Facility Director</i>) ^{*1}	Resolution 9

Note:-

^{*1} For avoidance of doubt, Chin Yuen Fong is the brother of Chin Yong Keong, as such a person connected to Chin Yong Keong.

Provided always that:-

- i. the abovementioned persons shall not participate in the deliberation or discussion of their respective allocation as well as the allocations to any persons connected with them, if any;
- ii. not more than 10% of the new Edelteq Shares which may be made available under the Proposed ESOS shall be allocated to any one of the abovementioned persons who, either singly or collectively through persons connected to him/ her, holds 20% or more of the total number of issued shares of Edelteq (excluding treasury shares, if any), if any;
- iii. not more than 70% of the total number of new Edelteq Shares which may be made available under the Proposed ESOS, in aggregate, to the Directors and Senior Management of the Company who are eligible Employees; and
- iv. subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Bylaws of the Proposed ESOS, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time.

THAT pursuant to Section 85(1) of the Act read together with Clause 5.11 of the Constitution of the Company, the shareholders of the Company do hereby agree to irrevocably waive their pre-emptive rights to be offered new Edelteq Shares arising from any issuance and allotment of new Edelteq Shares to the above Directors and major shareholders of Edelteq and person connected to them pursuant to the Proposed ESOS, which rank equally to the existing issued Edelteq Shares, with such waiver resulting in a dilution to their shareholding percentage in the Company **AND THAT** the Board is exempted from the obligation to offer such new Edelteq Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Edelteq Shares pursuant to the Proposed ESOS;

AND THAT the Board be and is hereby authorised to issue and allot from time to time such number of new Edelteq Shares, acquire existing Edelteq Shares from the open market of Bursa Securities and/ or transfer existing Edelteq Shares (including treasury shares) corresponding to the number of Edelteq Shares to the abovementioned directors of the Company as may be required pursuant to the exercise of the ESOS Options at any one time during the duration of the Proposed ESOS and to take such steps as are necessary or expedient to implement, finalise or give full effect to the Proposed Allocation, with full powers to assent to any conditions, variations, modifications and/ or amendments as may be imposed or required by the relevant authorities and/ or parties or deemed necessary by the Board in the best interest of the Company, and to do all such acts, deeds and things, and to execute all such documents and to enter into all such transactions, arrangements, agreements, deeds and undertakings with any party or parties as the Board may deem fit, necessary or expedient or appropriate to give full effect to the Proposed Allocation."

Explanatory Note to Ordinary Resolutions 2 to 9:-

Section 85(1) of the Act provides that:-

"Subject to the constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Clause 5.11 of the Company's Constitution states as follows: "Subject to the Listing Requirements and any direction to the contrary that may be given by the Company in a General Meeting, all new Shares or other convertible Securities shall before issue be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of Shares or Securities offered and limiting a time within which the offer, if not accepted shall be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares or Securities offered, the Directors may dispose of those Shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new Shares or Securities which by reason of the ratio which the new Shares or Securities bear the Shares or Securities held by persons entitled to an offer of new Shares or Securities in the opinion of the Directors, cannot be conveniently offered under this Constitution."

By voting in favour of the proposed Ordinary Resolutions 2 to 9, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85(1) of the Act and Clause 5.11 of the Constitution of the Company to be first offered any new shares pursuant to the Proposed ESOS, which will result in a dilution of their shareholding percentage in the Company.

ORDINARY RESOLUTION 10

PROPOSED VARIATION FOR THE UTILISATION OF THE PROCEEDS RAISED FROM THE INITIAL PUBLIC OFFERING ("IPO") OF EDELTEQ ("PROPOSED VARIATION")

"**THAT** approval be and is hereby given to the Company for the variation of the utilisation of balance gross proceeds raised from the IPO in the manner as set out in **Section 3** of the Circular.

AND THAT the Board be and is hereby authorised to sign, execute and deliver, on behalf of Edelteq, all documents, authorised and empowered to do or procure to be done all such acts, deeds and things as may be required to give effect to and to complete the Proposed Variation with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or imposed by the relevant authorities and/ or parties and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Variation."

By Order of the Board
TAI YIT CHAN
(MAICSA 7009143)

OOI KAI YANG
(MAICSA 7072929)

Chartered Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia
22 May 2025

Notes:-

1. *A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may, but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.*
2. *Where a member appoints more than one (1) proxy, he/ she shall specify the proportions of his/ her holdings to be represented by each proxy, failing which, the appointment shall be invalid.*
3. *Where a member of the Company is an exempt authorised 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.*
4. *The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.*
5. *If the appointer is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.*
6. *Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM shall be put to vote by poll.*
7. *For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors ("**ROD**") as at 13 June 2025 and only a member whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/ or vote in his/ her behalf.*

Personal data privacy:-

By submitting the duly executed Proxy Form, a member and his/her proxy consent to the Company (and/ or its agents/ service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this meeting and at any adjournment thereof.