



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 Annual General Meeting (“**2026 AGM**” and/or “**AGM**”) of Edeltech Holdings Berhad (“**Edeltech**” or the “**Company**”), which will be held at Crowne Plaza Penang Straits City, PMT 5150, Jalan Bagan Luar, Bandar Selat, 12000 Butterworth, Pulau Pinang on Wednesday, 24 June 2026 at 2.00 p.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions as set out in this Notice:

A G E N D A

AS ORDINARY BUSINESS:

Ordinary Resolution No.

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025, together with the Directors’ and Auditors’ Reports thereon. (Please refer to Note 2)
2. To approve the payment of Directors’ fees to the Non-Executive Directors for the period from 2026 AGM until the conclusion of the next AGM of the Company to be held in 2027, to be payable on a monthly basis as follows:

Chairman	RM8,000 per month
Audit and Risk Management Chairman	RM6,000 per month
Non-Executive Directors	RM4,000 per month
3. To approve the payment of Directors’ Benefits payable to the Non-Executive Directors up to an amount of RM60,000 from 2026 AGM until the conclusion of the next AGM of the Company to be held in 2027. 2
4. To re-elect the following Directors retiring by rotation in accordance with Clause 18.4 of the Company’s Constitution, and being eligible, offer themselves for re-election:
 - 4.1 Datuk Johar Bin Che Mat 3
 - 4.2 Ms Joyce Wong Ai May 4
5. To re-elect Mr Christof Otto Brass, who was appointed during the year and retire in accordance with Clause 18.10 of the Company’s Constitution, and being eligible, offer himself for re-election. 5
6. To re-appoint Messrs Grant Thornton Malaysia PLT as External Auditors of the Company to hold office until the next AGM and to authorise the Directors to fix their remuneration. 6

AS SPECIAL BUSINESS, to consider and, if thought fit, pass the following resolutions:

7. **PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

7

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (**“Act”**), the Directors be and are hereby empowered to allot and issue shares in the Company at any time and from time to 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 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 for the time being, subject always to the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance (**“Mandate”**).

THAT pursuant to Section 85 of the Act read together with Clause 5.11 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 ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this Mandate.

AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.”

8. **PROPOSED ALLOCATION OF OPTIONS UNDER THE EMPLOYEES' SHARE OPTION SCHEME TO CHRISTOF OTTO BRASS ("MR CHRISTOF"), AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF EDELTEQ ("PROPOSED ALLOCATION OF ESOS OPTIONS")**

8

“THAT, subject to 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 ESOS, to offer such number of ESOS Options pursuant to the ESOS, to Mr Christof to subscribe for such number of new Edelteq Shares to be issued under the Proposed Allocation of ESOS Options:-

Provided always that:-

- i. the abovementioned person 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 ESOS shall be allocated to any one of the abovementioned person 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 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 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 Director pursuant to the 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 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 director of the Company as may be required pursuant to the exercise of the ESOS Options at any one time during the duration of the ESOS and to take such steps as are necessary or expedient to implement, finalise or give full effect to the Proposed Allocation of ESOS Options, 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 of ESOS Options."

9. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

By Order of the Board

CHAN EOI LENG
(SSM PC No. 202008003055)
(MAICSA 7030866)

CHONG KWAI YOONG
(SSM PC No. 202308000244)
(MAICSA 7075434)

Chartered Secretaries

Perak Darul Ridzuan, Malaysia
28 April 2026

Notes:-

1. PROXY

A member of the Company, other than an exempt authorised nominee, who is 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/her 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 save that the proxy must be 18 years and above.

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.

*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 but the proportion of holdings to be represented by each proxy must be specified.

The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing, or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. If under the hand of an attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.

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 48 hours before the time appointed for holding the AGM or adjourned thereof either by hand, post, courier or electronic mail to bsr.proxy@boardroomlimited.com or fax (603) 78904670 before the Form of Proxy lodgement cut-off time as mentioned above, otherwise the instrument of proxy should not be treated as valid.

Alternatively, the form of proxy can be submitted by electronic means through the Share Registrar's website, Boardroom Smart Investor Portal. Kindly follow the link at <https://investor.boardroomlimited.com> to login and deposit your form of proxy electronically, also forty-eight (48) hours before the AGM.

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 AGM shall be put to vote by poll.

*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 **15 June 2026** 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 or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.*

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

Agenda 1 is meant for discussion only as Section 340(1) of the Companies Act, 2016 only requires the Audited Financial Statements to be laid before the Company at the AGM and does not require shareholders' approval. Hence, Agenda 1 will not be put forward for voting.

3. DIRECTORS' FEES AND BENEFITS PAYABLE TO NON-EXECUTIVE DIRECTORS ("NEDs")

Section 230 (1) of the Companies Act, 2016 provides amongst others, that "fees" of the Directors and "any benefits" payable to Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought for these payments in two (2) separate resolutions as follows:

Ordinary Resolution 1 : Payment of Directors' fees to the NEDs for the period from 2026 AGM until the conclusion of the next AGM of the Company to be held in 2027, to be payable on a monthly basis.

The resolution if passed, will allow the Company to make the payment of Directors' fees to the NEDs on a monthly basis instead of in arrears after every AGM. The Board is of the view that it is just and equitable for the NEDs to be paid such payment on a monthly basis after they have discharged their responsibilities and rendered their services to the Company.

Ordinary Resolution 2 : Payment of Directors' Benefits payable to the NEDs up to an amount of RM60,000 from 2026 AGM until the conclusion of the next AGM of the Company to be held in 2027.

Summary of the Payment of Directors' Fees and Directors' Benefits to the NEDs from 2026 AGM until the conclusion of the next AGM of the Company to be held in 2027 are as follows:

Description – Directors' Fees	Ordinary Resolution 1 Directors' fees to the NEDs for the period from 2026 AGM until the conclusion of the next AGM of the Company to be held in 2027, to be payable on a monthly basis (For Approval at the 2026 AGM)
Chairman	RM8,000
Audit and Risk Management Chairman	RM6,000
Non-Executive Directors	RM4,000

Description - Directors' Benefits	Ordinary Resolution 2 Directors' Benefits payable to the NEDs up to an amount of RM60,000 from 2026 AGM until the conclusion of the next AGM of the Company to be held in 2027 (For Approval at the 2026 AGM)
Meeting and Travelling Allowance for NEDs	RM1,000 per meeting

Notes:

- (1) *The Board of Directors is of view that the proposed monthly Directors' fees is just and equitable for the payment to the Chairman and NEDs in recognition of the significant roles in leadership and oversight, and the wide-ranging scope of responsibilities expected from the Directors after they have discharged their responsibilities and rendered their services to the Company throughout the current period.*
- (2) *The Directors' benefits payable to the NEDs of the Company would be calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees and includes all benefits payable to the Directors, such as meeting allowances, travelling allowances etc.*

4. RE-ELECTION OF DIRECTORS

Datuk Johar Bin Che Mat and Ms Joyce Wong Ai May, who are retiring by rotation, are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this AGM.

Mr Christof Otto Brass, who was appointed as Director of the Company during the year is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at this AGM.

(Datuk Johar Bin Che Mat, Ms Joyce Wong Ai May and Mr Christof Otto Brass are collectively referred to as the "**Retiring Directors**")

The Board, through the Nomination and Remuneration Committee, has conducted an assessment on the effectiveness and contributions of the abovesaid Retiring Directors, including their skills, experience, competency, and time commitments, and has recommended for them to be re-elected to the Board. The profiles of the Retiring Directors are set out in the Profile of Directors of the Annual Report 2025.

5. RE-APPOINTMENT OF EXTERNAL AUDITORS (“EA”)

The Audit and Risk Management Committee (“**ARMC**”) has carried out an assessment of the suitability and independence of the EA, which included an assessment of the engagement teams’ qualifications, credentials and experience, their audit work approach, and their performance of the work within Edelteq Group’s timeline by completing an assessment questionnaire.

The ARMC in its assessment found Messrs Grant Thornton Malaysia PLT to be sufficiently objective and independent and was satisfied with the suitability based on the quality of audit, performance, and resources in terms of their audit team provided to the Group.

The Board, therefore, approved the ARMC’s recommendation that the re-appointment of Messrs Grant Thornton Malaysia PLT as EA of the Company for the financial year ending 31 December 2026 be put forward for the shareholders’ approval at the AGM.

6. PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total issued shares of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

The general mandate sought for allotment and issue of shares is a renewal of the general mandate sought in the preceding year. The renewed general mandate will provide flexibility for the Company for any possible fundraising activities, including but not limited to placing shares for the purpose of funding future investment project(s), working capital and/or acquisitions. At this juncture, there is no decision to issue new shares, but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. 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.

As at the date of this Notice, the Company has issued 53,253,563 new ordinary shares, representing approximately 10% of the total number of 532,535,630 ordinary shares in the Company, pursuant to a private placement exercise undertaken under the mandate granted to the Directors at the Annual General Meeting held on 25 June 2025 (“**Previous Mandate**”). The said exercise raised total gross proceeds of RM21.12 million. The Previous Mandate shall lapse upon the conclusion of the forthcoming Annual General Meeting in 2026. Details of the utilisation of proceeds raised from the Previous Mandate are set out on page ____ of the Annual Report 2025.

7. PROPOSED ALLOCATION OF OPTIONS UNDER THE EMPLOYEES’ SHARE OPTION SCHEME TO CHRISTOF OTTO BRASS (“MR CHRISTOF”), AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF EDELTEQ (“PROPOSED ALLOCATION OF ESOS OPTIONS”)

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 Resolution 8, 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 ESOS, which will result in a dilution of their shareholding percentage in the Company.

Annual Report 2025 and Corporate Governance Report 2025

The Annual Report 2025 and Corporate Governance Report 2025 can be downloaded at www.edeltec.com