MELEWAR INDUSTRIAL GROUP BERHAD
(Reg. No. 196901000102 (8444-W))
(Incorporated in Malaysia)

NOTICE OF 57TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the **57th Annual General Meeting ("AGM")** of the Company will be held at the **Dewan Berjaya, Main Club House, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur ("Main Venue")** on **Wednesday, 2 December 2026 at 11.30 a.m.** for the following purposes:

AGENDA **Resolution**

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 30 June 2026 together with the Reports of the Directors and the Auditors thereon.
   [Please refer to Explanatory Note A]

2. To approve the payment of Directors' fees (inclusive of benefits-in-kind) up to an amount of RM502,000.00 for the period from 1 January 2027 to 31 December 2027 to be payable quarterly in arrears to the Non-Executive Directors of the Company. **1**
   [Please refer to Explanatory Note B]

3. Re-election of the following Directors who are retiring in accordance with Article 96(1) of the Company's Constitution and, being eligible, offer themselves for re-election:

   (i) Tunku Dato' Yaacob Khyra **2**
   (ii) Tunku Yahaya @ Yahya bin Tunku Tan Sri Abdullah **3**

4. To re-appoint Messrs. KPMG PLT ("KPMG") as Auditors of the Company, to hold office until conclusion of the next AGM and to authorise the Directors to fix their remuneration. **4**

AS SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:-

(a) Proposed Renewal of Share Buy-Back Authority **5**

"THAT subject to compliance with Section 127 of the Companies Act 2016 ("the Act"), the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority, the Company be and is hereby unconditionally and generally authorised to purchase and hold such amount of shares in the Company ("Proposed Renewal of Share Buy-Back Authority") as may be determined by the Directors of the Company from time-to-time through the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares to be purchased pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company and the maximum funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company available at the time of the intended purchase.

AND THAT such authority shall commence immediately upon passing of this Ordinary Resolution and will expire at the conclusion of the next AGM of the Company unless earlier revoked or varied by Ordinary Resolution of shareholders of the Company in a general meeting or upon the expiration of the period within which the next AGM is required by law to be held whichever is earlier but not so as to prejudice the completion of purchase(s) made by the Company before the aforesaid expiry date.

AND THAT the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Renewal of Share Buy-Back Authority and further THAT authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the shares so purchased as treasury shares or cancel them or both."

(b) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature with Trace Management Services Sdn Bhd **6**

"THAT approval be hereby given for the renewal of the mandate granted by the shareholders of the Company on 3 December 2025 pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Securities, authorising the Company and/or its subsidiaries to enter into the recurrent related party transaction ("RRPT") of a revenue or trading nature as set out in Section 3.3(A)(i) of Part B of the Circular to Shareholders dated 30 October 2026 ("the Circular"), with Trace Management Services Sdn Bhd ("the Related Party") mentioned therein which are necessary, for the Company and/or its subsidiaries' for day-to-day operations which are carried out in the ordinary course of business on terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of minority shareholders.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

(i) the conclusion of the next AGM of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at that meeting or Extraordinary General Meeting ("EGM") whereby the authority is renewed; or

(ii) the expiration of the period within which the next AGM of the Company is required 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

(iii) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company;

whichever is the earlier.

THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

(c) Proposed Renewal and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature **7**

"THAT the mandate granted by the shareholders of the Company on 3 December 2025 pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Securities, authorising the Company and its subsidiaries ("the MIG Group") to enter into the RRPTs which are necessary for MIG Group's day-to-day operations as set out in Sections 3.3(A)(ii) and 3.3(B) of Part B of the Circular with the related parties mentioned therein, be and are hereby renewed, AND THAT mandate be and is hereby granted by the shareholders of the Company to apply to the new RRPT as set out in Section 3.3(C) of Part B of the Circular with the related party mentioned therein, provided that:-

(i) the transactions are in the ordinary course of business and are on terms which are not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders of the Company; and

(ii) the transactions are made at arm's length and on normal commercial terms.

AND THAT, authority conferred by such renewed and granted mandate shall continue to be in force (unless revoked or varied by the Company in general meeting) until:

(i) the conclusion of the next AGM of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at that meeting or EGM whereby the authority is renewed; or

(ii) the expiration of the period within which the next AGM after the date it is required 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

(iii) revoked or varied by resolution passed by the shareholders in general meeting of the Company;

whichever is the earlier.

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

(d) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act **Resolution 8**

"THAT, subject always to the Act, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot 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 percent (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued."

By Order of the Board

LILY YIN KAM MAY
MAICSA 0878038
Company Secretary

Kuala Lumpur
30 October 2026

NOTES:-

1. *The 57th AGM of the Company will be held physically whereby shareholders/proxies/corporate representatives will have to be physically present at the Main Venue and there will be no option for shareholders to participate virtually.*
2. *Applicable to shares held through a nominee account.*
3. *A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.*
4. *Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.*
5. *Where a member is an Exempt Authorised Nominee which holds ordinary 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
6. *The instrument appointing a proxy shall be in writing, executed by the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer or attorney so authorised.*
7. *The instrument appointing a proxy must be deposited at the Company's Registered Office, c/o Trace Management Services Sdn Bhd at Suite 11.05, 11th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*
8. *Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.*
9. *Any alteration in the Form of Proxy must be initialled.*
10. *Form of Proxy sent through email and/or facsimile transmission shall not be accepted.*
11. *For the purpose of determining a member who shall be entitled to attend this 57th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 72(4)(a), 72(4)(b) and 72(4)(c) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 26 November 2026. Only a depositor whose name appears on the Record of Depositors as at 26 November 2026 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.*
12. *Explanatory Notes to Ordinary Business:*

(A) Audited Financial Statements for Financial Year Ended 30 June 2026

Pursuant to Section 340(1) and (2) of the Act, the Directors shall lay before the Company at its AGM its Audited Financial Statements made up to a date not more than 6 months before the date of the AGM. There is no voting required on item 1 of the Agenda.

(B) Payment of Directors' Fees (inclusive of benefits-in-kind) (Agenda 2)

Pursuant to Section 230(1) of the Act, the shareholders' approval is sought for the proposed payment of Directors' fees (inclusive of benefits-in-kind) to the Non-Executive Directors ("NEDs") for the period from 1 January 2027 to 31 December 2027 which is estimated to be RM502,000.00. The calculation is based on the Directors' fee structure, the estimated number of scheduled Board and Board Committees' meetings, the benefits-in-kind and other emoluments as well as the composition of NEDs, including a provisional sum as a contingency for future appointment of NED on the Board from 1 January 2027 to 31 December 2027.

The resolution is to facilitate payments of the Directors' fees (inclusive of benefits-in-kind) for the period from 1 January 2027 to 31 December 2027.

(C) Re-election of Directors (Agenda 3)

Pursuant to Article 96(1) of the Company's Constitution, at least one-third of the Directors of the Company for the time being shall retire from office at every AGM and be eligible for re-election.

During the financial year ended 30 June 2026, the Nomination and Remuneration Committee ("NRC") conducted various assessments, including assessment of the collective performance of the board, individual director's performance, independence assessment of each independent director and the nature and extent of conflict of interest or potential conflict of interest of directors, if any, as well as fit and proper assessment of all the Directors. Based on the results of board effectiveness evaluation, all the Directors (including the retiring Directors) met the performance criteria required of an effective board. Based on the assessment of the retiring Directors, the NRC's recommendations have been made and approved by the Board. The Board (except for the retiring Directors who abstained) has recommended for the Directors who are to retire in accordance with Article 96(1) of the Company's Constitution to stand for re-election during the AGM.

Information on the Directors standing for re-election is set out in the Profile of Directors section of the Annual Report 2026.

(D) Re-appointment of External Auditors (Agenda 4)

The Audit and Governance Committee ("AGC") had considered the re-appointment of KPMG as External Auditors of the Company and is satisfied with the performance, competency, audit approach, and independence of KPMG. The AGC viewed that KPMG has met the relevant criteria prescribed by Paragraph 15.21 of the Listing Requirements of Bursa Securities, amongst others, adequacy of the experience and resources of the accounting firm, and size and competency of the audit engagement team. The Board endorsed the AGC's recommendation to seek shareholders' approval to re-appoint KPMG as External Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

13. *Explanatory Notes to Special Business of Agenda 5:*

(E) Proposed Renewal of Share Buy-Back Authority (Ordinary Resolution 5)

The Proposed Ordinary Resolution 5, if passed, would empower the Directors to exercise the power of the Company to purchase its own shares ("the Proposal") by utilising its financial resources not immediately required. The Proposal may have a positive impact on the market price of the Company's shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

(F) Proposed Renewal and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Ordinary Resolutions 6 and 7)

The Proposed Ordinary Resolutions 6 and 7, if passed, will empower the Company to conduct RRPTs of a revenue or trading nature which are necessary for the Group's day-to-day operations, and will eliminate the need to convene separate general meetings from time to time to seek shareholders' approval. This will substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

(G) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act (Ordinary Resolution 8)

The Ordinary Resolution proposed under Resolution 8 of the Agenda is a renewal of the general mandate for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act. This mandate will provide flexibility for the Company to undertake future possible fund raising activities, including but not limited to placement of shares for purpose of funding the Company's future investment projects, working capital and/or acquisition(s) without having to convene another general meeting.

The Proposed Resolution 8, if passed, will give authority to the Directors of the Company, from the date of the above AGM, to issue and allot shares in the Company up to an amount not exceeding in total ten percent (10%) of the total number of issued shares of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 56th AGM held on 3 December 2025 and which will lapse at the conclusion of the 57th AGM to be held on 2 December 2026.

14. *Pursuant to Paragraph 8.29A of the Listing Requirements of Bursa Securities, all resolutions set out in the Notice of the 57th AGM will be put to vote on a poll.*

The detailed information on Special Business of Agenda 5 except for Ordinary Resolution 8 as mentioned above is set out in the Circular to Shareholders of the Company dated 30 October 2026 which is available at the Share Registrar's website at https://www.tracemanagement.com.my.

PERSONAL DATA POLICY

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 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.