

NOTICE OF FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting ("Fifth AGM") of Sinaran Advance Group Berhad ("SAG" or the "Company") will be conducted on a hybrid mode at 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan ("Main Venue") and virtual basis through Remote Participation and Voting (RPV) facilities via <https://rebrand.ly/SinaranAGM> operated by InsHub Sdn. Bhd. in Malaysia ("Online Meeting Platform") on Tuesday, 3 June 2025 at 3:00 p.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon.
(Please refer to Explanatory Note (2))
- To approve the Directors' Fees payable to the Directors of the Company of up to RM280,000/- for the financial year ending 31 December 2025 and to be made payable on monthly basis.
Ordinary Resolution 1
- To approve an amount of up to RM200,000/- as benefits payable to the Non-Executive Directors of the Company with effect from 4 June 2025, a day after the Fifth AGM until the next Annual General Meeting of the Company in year 2026 pursuant to Section 230(1)(b) of the Companies Act 2016.
Ordinary Resolution 2
- To re-elect the following Directors, who retire pursuant to Clause 21.7 of the Constitution of the Company and being eligible, offered themselves for re-election:-
(Please refer to Explanatory Note (5))
(i) Mr. Koo Kien Yoon; and
(ii) Encik Abdul Menon Bin Arsad @ Abdul Manan Bin Arshad
Ordinary Resolution 3
Ordinary Resolution 4
- To re-appoint ChengCo PLT as the Auditors of the Company for the financial year ending 31 December 2025 and to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Directors.
Ordinary Resolution 5
(Please refer to Explanatory Note (6))

As Special Business:-

To consider and if thought fit, to pass the following ordinary resolution with or without modifications:-

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Constitution of the Company, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;
Ordinary Resolution 6
(Please refer to Explanatory Note (7))
THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 7.2 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 of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016;
AND THAT the Directors be and are empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities;
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 Annual General Meeting of the Company."
- To transact any other business that may be transacted at an AGM, due notice of which shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

(duly signed)

CHUA SIEW CHUAN (SSM PC NO. 201908002648 & MAICSA 0777689)

CHENG CHIA PING (SSM PC NO. 202008000730 & MAICSA 1032514)

Company Secretaries

30 April 2025

Notes:-

(1) Information for Shareholders/Proxies

- The Fifth AGM of the Company will be held on a hybrid mode whereby Member(s), proxy(ies), corporate representative(s) or attorney(s) will have an option, either:-
(a) To attend physically in person at the Main Venue ("Physical Attendance"); or
(b) To attend virtually using the Remote Participation and Voting (RPV) facilities which are available on the <https://rebrand.ly/SinaranAGM> ("Virtual Attendance").
Please refer to the Administrative Guide for the full guide to Physical Attendance and Virtual Attendance at the Fifth AGM.
- For the purpose of determining a member who shall be entitled to attend the AGM, the Company shall be requesting from Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7(b) of the Constitution of the Company and Section 34(1) of Securities Industry (Central Depositories) Act 1991 ("SICDA") to issue a General Meeting Record of Depositors as at 27 May 2025. Only a depositor whose name appears on the Record of Depositors as at 27 May 2025 shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.
- A member entitled to attend and vote at the AGM is entitled to appoint a proxy/proxies to attend, speak and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak and vote at the meeting.
- A member may, subject to Notes (e) and (f) below, appoint more than one (1) proxy to attend and vote at the AGM, to the extent permitted by the Companies Act 2016, SICDA, Main LR of Bursa Securities and the Rules of Bursa Malaysia Depository Sdn Bhd. Where a member appoints two (2) proxies to attend and vote at the AGM, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.
- Where a member of the Company is an exempt authorised nominee which hold 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of an officer or attorney duly authorised.
- An instrument appointing a proxy must be left at the Share Registrar of the Company at Prosec Share

Registration Sdn. Bhd., DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf and Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eighth (48) hours before the time appointed for holding the meeting or adjourned meeting.

i. Publication of Notice of Fifth AGM on corporate website

Pursuant to Section 320(2) of the Companies Act 2016, a copy of this Notice together with the proxy form are available at the corporate website of Sinaran Advance Group Berhad at <https://sinaranadvance.com.my/>.

Explanatory Notes to Ordinary Business:-

(2) Audited Financial Statements for the financial year ended 31 December 2024

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda is not put forward for voting.

(3) Ordinary Resolution 1 – Payment of Directors' Fees

The Remuneration Committee and the Board have reviewed the Directors' fees payable to the Non-Executive Directors amounting to RM280,000/- for the financial year ending 31 December 2025. The payment of Directors' fees for the financial year ending 31 December 2025, if approved by the shareholders, shall be payable on a monthly basis.

(4) Ordinary Resolution 2 – Benefits payable to the Directors

The Remuneration Committee and the Board have reviewed the benefits payable to the Non-Executive Directors of the Company with effect from a day after the Fifth AGM until the next Annual General Meeting of the Company in year 2026 pursuant to Section 230(1)(b) of the Companies Act 2016.

The estimated total amount of the Directors' benefits is mainly on meeting allowance at RM500/- per meeting day and it is calculated based on the estimated number of scheduled meetings to be held a day after the Fifth AGM until the next Annual General Meeting of the Company in year 2026 and assuming that all Non-Executive Directors will hold office until the next Sixth Annual General Meeting of the Company.

(5) Ordinary Resolutions 3 and 4 – Re-election of Directors

Clause 21.7 of the Company's Constitution states that an election of Directors shall take place each year at the annual general meeting of the Company where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office once at least in each three (3) years and shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

In determining the eligibility of the Directors stand for re-election at the forthcoming Fifth AGM, the NC has considered the following:-

- the requirements under Paragraph 2.20A of the Main LR;
- evaluation on the effectiveness of the Individual Directors, the Board as a whole and all Board Committees;
- for independent Non-Executive Director ("INED") only, the level of independence demonstrated by the INED and their ability to act in the best interest of the Company; and
- Directors' fitness and propriety with reference to the Directors' Fit and Proper Policy.

The Board has conducted separate assessments and is satisfied with the independence of Encik Abdul Menon Bin Arsad @ Abdul Manan Bin Arshad, the INED, therefore, the Board had recommended the same be tabled to the shareholders for approval at the forthcoming Fifth AGM of the Company under Ordinary Resolution 4.

The Board approved the NC's recommendation for the retiring Directors pursuant to Clause 21.7 of the Company's Constitution. All the retiring Directors have consented to their re-election, and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the relevant NC and Board meetings, where applicable.

(6) Ordinary Resolution 5 – Re-appointment of Auditors

The Audit Committee ("AC") had recommended the re-appointment of ChengCo PLT as the Auditors of the Company for the financial year ending 31 December 2025.

The Board has in turn reviewed the recommendation of the AC and recommended the same be tabled to the shareholders for approval at the forthcoming Fifth AGM of the Company under Ordinary Resolution 5. The evaluation criteria adopted as well as the process of assessment by the AC and Board, respectively, have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2024 of the Company.

Explanatory Notes to Special Business:-

(7) Ordinary Resolution 6 – Authority to issue Shares pursuant to the Companies Act 2016

The Company had been granted a general mandate by its shareholders at the Fourth AGM of the Company held on 5 June 2024 to issue and allot shares not exceed ten per centum (10%) of the total number of issued shares of the Company (hereinafter referred to as the "Previous Mandate").

The Previous Mandate granted by the shareholders had not been utilised hence no proceed was raised therefrom.

The Company wishes to obtain the mandate on the authority to issue shares pursuant to the Companies Act 2016 at the forthcoming Fifth AGM of the Company (hereinafter referred to as the "General Mandate").

The proposed adoption of Ordinary Resolution 6 is for the purpose of waiving the statutory pre-emptive rights of shareholders of the Company ("Waiver of Pre-Emptive Rights") and granting a new General Mandate and empowering the Directors of the Company, pursuant to the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

The Waiver of Pre-Emptive Rights 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 the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting solely for such issuance and allotment of shares. This authority unless revoked or varied by the Company in a general meeting, will expire at the next AGM. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Details of individuals who are standing for election as Directors

There is no individual standing for election as a Director at the Fifth AGM of the Company.

2. Statement relating to General Mandate for Issue of Securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

The details on the authority to issue and allot shares in the Company pursuant to the Companies Act 2016 are set out in Explanatory Note (7) of the Notice of the Fifth AGM of the Company.