Ygl Convergence Berhad
Registration No. 200401010510 (649013-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second (22nd) Annual General Meeting ("AGM") of Ygl Convergence Berhad ("Ygl" or "the Company") will be held at **The George, George Town Penang, Ka Satu Meeting Private Room, 138, Jalan Penang, 10100 George Town, Pulau Pinang** on **Thursday, 26 November 2026, 10:30 a.m.** for the following purposes: -

AGENDA

As Ordinary Business: -

1. To receive the Audited Financial Statements for the financial year ended 30 June 2026 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To re-elect the following Directors who are retiring pursuant to the Clause 76(3) of the Constitution of the Company and being eligible, have offered themselves for re-election:
   (i) Madam Tan Hoay Leng; and **Ordinary Resolution 1**
   (ii) Encik Muhamed Ali Bin Hajah Mydin **Ordinary Resolution 2**
3. To re-elect Dato' Seri (Dr.) Haji Abdul Rafique Bin Abdul Karim who is retiring pursuant to the Clause 78 of the Constitution of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 3**
4. To approve the payment of Directors' fees (except for the Chief Executive Officer who is also a Director of the Company) of RM80,000.00 for the period commencing from 27 November 2026 until the next AGM of the Company. **Ordinary Resolution 4**
5. To approve the payment of benefits (excluding Directors' fees) payable to the Directors up to an amount of RM20,000.00 for the period commencing from 27 November 2026 until the next AGM of the Company. **Ordinary Resolution 5**
6. To re-appoint Messrs. Forvis Mazars PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

As Special Business: -

To consider and, if thought fit, with or without any modification, to pass the following resolution which will be proposed as Ordinary Resolution:

7. **Ordinary Resolution: -** **Ordinary Resolution 7**
   Authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights
   "**THAT** subject always to the Companies Act 2016 (the "Act"), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, 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 to be 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 as stipulated under Rule 6.04 of the Bursa Securities ACE Market Listing Requirements;
   THAT pursuant to Section 85 of the Act to be read together with Clause 12(3)(a) 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 Act;
   AND THAT the Directors be and are also empowered to obtain the 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."
8. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board,

YEOW SZE MIN (SSM PC No. 201908003120, MAICSA 7065735)
LOW SEOW WEI (SSM PC No. 202008000437, MAICSA 7053500)
Company Secretaries

Pulau Pinang
Date: 30 October 2026

(A) Notes:

1. For the purpose of determining who shall be entitled to attend the 22nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at **19 November 2026** (General Meeting Record of Depositors). Only a depositor whose name appears on this Record of Depositors shall be entitled to attend the 22nd AGM or appoint a proxy to attend, speak and vote on his/her/their behalf.
2. A member entitled to attend and vote at the 22nd AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at the 22nd AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the 22nd AGM.
4. Where a member of the Company is an authorised nominee, as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
6. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. The instrument appointing a proxy must be deposited at the registered office of the Company at No. 35, Scotland Road, 10450 Pulau Pinang, Malaysia, not less than forty-eight (48) hours before the time fixed for holding the 22nd AGM or any adjournment at which the person named in the appointment proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
8. A member is not precluded from attending the Meeting in person after lodging the instrument of proxy. If you have submitted your instrument appointing a proxy prior to the Meeting and subsequently wish to revoke your proxy appointment(s), you may deposit a written notice of termination of proxy authority at the registered office of the Company at No. 35, Scotland Road, 10450 Pulau Pinang, Malaysia, not less than forty-eight (48) hours before the time set for holding the 22nd AGM or any adjournments.
9. Pursuant to Rule 8.31A of the ACE Market Listing Requirements ("AMLR") of Bursa Securities, all resolutions set out in the Notice of 22nd AGM will be put to vote by way of a poll.

(B) Explanatory Notes:

1. Item 1 of the Agenda: Audited Financial Statements for the financial year ended 30 June 2026
   The first agenda of this meeting is meant for discussion only, as Section 304(1) of the Act does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda is not put forward to shareholders for voting.
2. Ordinary Resolutions 1 – 3: Re-election of Directors by Rotation
   Clause 76(3) of the Constitution of the Company states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election.
   Clause 78 of the Constitution of the Company states that any Director so appointed under Clause 77 shall hold office only until the next AGM, and shall then be eligible for re-election.
   Ordinary Resolutions 1 to 2 – Madam Tan Hoay Leng and Encik Muhamed Ali Bin Hajah Mydin, who are due for retirement in accordance with Clause 76(3) of the Constitution of the Company, have offered themselves for re-election at the 22nd AGM.
   Ordinary Resolution 3 – Dato' Seri (Dr.) Haji Abdul Rafique Bin Abdul Karim, who is due for retirement in accordance with Clause 78 of the Constitution of the Company, has offered himself for re-election at the 22nd AGM.
   The profiles of the Directors who are standing for re-election are stated in the Company's Annual Report 2026.
   In determining the eligibility of the Directors to stand for re-election at the 22nd AGM, the Nominating Committee ("NC") has considered the following: -
   (i) satisfactory performance and have met the criteria of the Directors' Fit and Proper Policy of the Company in terms of character, experience, integrity, competence and time in discharging their duties and responsibilities;
   (ii) their ability to act in the best interest of the Company in decision-making; and
2. Ordinary Resolutions 1 – 3: Re-election of Directors by Rotation (Cont'd)
   (iii) for Independent and Non-Executive Director ("INED") only, the level of independence demonstrated by the INEDs and their ability to act in the best interest of the Company.
   The Board of Directors ("the Board") endorsed NC's recommendation for the retiring Directors pursuant to Clauses 76(3) and 78 of the Constitution of the Company. All the retiring Directors have consented to their re-election and have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NC and Board meetings.
3. Ordinary Resolutions 4 - 5: Payment of Directors' fees and benefits made payable to the Directors
   Clause 93 of the Constitution of the Company provides that any fees and benefits payable to Directors shall be subject to annual shareholders' approval at a General Meeting. Pursuant thereto, shareholders' approval is sought for the payment of fees to Directors (Ordinary Resolution 4) and benefits payable to Directors (Ordinary Resolution 5).
   Ordinary Resolution 4 – The proposed Directors' fees of RM80,000 for the period commencing from 27 November 2026 until the conclusion of the next AGM, if approved, shall be payable at RM5,000 per quarter to each Director, excluding the Chief Executive Officer who also serves as a Director of the Company.
   Ordinary Resolution 5 - The benefits payable to the Directors pursuant to Section 230(1)(b) of the Act have been reviewed by the Remuneration Committee and the Board, who are of the view that such benefits are in the best interests of the Company for the period commencing from 27 November 2026 until the conclusion of the next AGM. These benefits comprise customary entitlements, including business travel and accommodation, communication, medical and insurance coverage, as well as other reimbursable benefits.
4. Ordinary Resolution 6: Re-appointment of Auditors
   The Audit and Risk Management Committee and the Board have considered the re-appointment of Messrs. Forvis Mazars PLT as auditors of the Company, are satisfied with the performance, competency, audit approach and independence of Messrs. Forvis Mazars PLT and viewed that they have met the relevant criteria prescribed by Rule 15.21 of AMLR of Bursa Securities.
5. Ordinary Resolution 7: Authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights
   The Ordinary Resolution proposed under Ordinary Resolution 7 is primarily to seek for renewal of a Previous Mandate (as defined herein) to give flexibility to the Board to issue and allot shares up to 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being, at any time in its absolute discretion without convening a general meeting (hereinafter referred to as the "General Mandate").
   The Company has been granted a general mandate by its shareholders at the last AGM held on 27 November 2025 (hereinafter referred to as the "Previous Mandate"). The Previous Mandate was not utilised and accordingly, no proceeds were raised.
   The General Mandate, upon renewal, will provide flexibility to the Company to undertake any possible fund raising activities, including but not limited to placement of shares, for the purpose of funding Company's future investment projects, working capital, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares 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 waiver of pre-emptive rights will allow the Board to issue new Ordinary 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.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 22nd 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.