



**GAGASAN NADI CERGAS**  
BERHAD 201701024800(1238966-U)

**GAGASAN NADI CERGAS BERHAD**  
(Registration No. 201701024800 (1238966-U))  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Gagasan Nadi Cergas Berhad (“**GNCB**” or “**Company**”) will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor on Thursday, 4 December 2025 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

### **ORDINARY RESOLUTION**

- (I) PROPOSED ACQUISITION OF 150,000 ORDINARY SHARES IN SERATA EHSAN SDN BHD (“SES B”), REPRESENTING THE ENTIRE EQUITY INTEREST IN SESB, FOR A CASH CONSIDERATION OF RM80,000,000; AND**
- (II) PROPOSED ACQUISITION OF 3,825,000 ORDINARY SHARES IN SERI DELIMA ANGGUN SDN BHD (“SDASB”), REPRESENTING 45% EQUITY INTEREST IN SDASB, FOR A CASH CONSIDERATION OF RM47,250,000**

### **(COLLECTIVELY TO BE REFERRED TO AS “PROPOSED ACQUISITIONS”)**

**“THAT**, subject to the approvals of all relevant regulatory authorities and/or third parties being obtained for the Proposed Acquisitions (where required), and the conditions precedent in the:

- (i) conditional share sale agreement dated 5 November 2024 as supplemented by the first supplemental letter agreement dated 19 June 2025, the second supplemental letter agreement dated 15 August 2025 and the third supplemental agreement dated 10 October 2025 between the Company (as purchaser) and Chong Ngu Chong and Lim Eng Keong (as vendors); and
- (ii) conditional share sale agreement dated 5 November 2024 as supplemented by the first supplemental letter agreement dated 19 June 2025, the second supplemental letter agreement dated 15 August 2025 and the third supplemental agreement dated 10 October 2025 between the Company (as purchaser) and Hj Zulkifli Bin Abdul (as vendor),

### **(collectively to be referred to as “SSAs”)**

in relation to the Proposed Acquisitions being obtained/fulfilled or waived (as the case may be), approval be and is hereby given to the Company to acquire 150,000 ordinary shares in SESB and 3,825,000 ordinary shares in SDASB, representing the entire equity interest in SESB and 45% equity interest in SDASB for a purchase consideration of RM80,000,000 and RM47,250,000 respectively to be satisfied wholly in cash, in accordance with the terms and conditions as stipulated in the SSAs;

**GAGASAN NADI CERGAS BERHAD (201701024800) (1238966-U)**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**AND THAT** the Board of Directors of the Company ("**Board**") be and is hereby empowered and authorised to do all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and make all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company and to take all such steps and to execute, sign and deliver and cause to be delivered on behalf of the Company the SSAs and all such agreements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations, guarantees, documents and/or arrangements, with any party or parties, and to do all such acts and matters (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as the Board may consider necessary or expedient in order to implement, finalise, give full effect to and complete the Proposed Acquisitions under the terms and conditions of the SSAs with full powers to negotiate, approve, agree and/or assent to any conditions, modifications, variations and/or amendments thereto in any manner as the Board may deem fit and/or may be required or imposed by the relevant authorities including to enter into any supplemental agreement(s) in connection with the SSAs and/or the Proposed Acquisitions, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner or as the Board may deem necessary or expedient in the best interest of the Company."

**BY ORDER OF THE BOARD**

**TE HOCK WEE** (SSM PC NO. 202008002124) (MAICSA 7054787)  
**TAN BEE HWEE** (SSM PC No. 202008001497) (MAICSA 7021024)

Company Secretaries

Kuala Lumpur  
19 November 2025

Notes:

- 1. For the purpose of determining who shall be entitled to attend, speak and vote at this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 27 November 2025. Only a member whose name appears on this Record of Depositors shall be entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on his/her/its behalf.*
- 2. A member of the Company who is entitled to attend, speak and vote at a general meeting may appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend and vote in his place. A proxy may but need not be a member of the Company.*
- 3. A member of the Company who is entitled to attend, speak and vote at a general meeting of the Company may appoint not more than two (2) proxies to attend, speak and vote instead of the member at the general meeting.*
- 4. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depository) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- 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 (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. 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.*

**GAGASAN NADI CERGAS BERHAD (201701024800) (1238966-U)**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

6. Where a member, an authorised nominee or an exempt authorised nominee 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. The appointment shall not be valid unless he specifies the proportion of his shareholdings to be represented by each proxy.
7. The appointment of proxy(ies) may be made in hardcopy form or by electronic means in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof:-
  - (a) In hardcopy form  
To be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the drop-in box located at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - (b) By electronic means via Vistra Share Registry and IPO (MY) portal ("The Portal") at <https://srmy.vistra.com>  
Please refer to the procedure as set out in the Administrative Guide of the EGM for further information on electronic submission of proxy form via The Portal.
8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the drop-in box located at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the general meeting or adjourned general meeting at which the person named in the appointment proposes to vote. 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.
9. Please ensure **ALL** the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last day, date and time for lodging the proxy form is **Tuesday, 2 December 2025 at 10.00 a.m.**
11. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL OR DULY CERTIFIED** certificate of appointment executed in the manner as stated in the proxy form with the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the drop-in box located at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia if this has not been lodged with the Company's Share Registrar earlier.
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
  - a. National Registration Identity Card (NRIC) (Malaysian), or
  - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
  - c. Passport (Foreigner).
13. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, the ordinary resolution set out in this notice will be put to vote by way of a poll.