

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

**NOTICE OF 9<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 9<sup>th</sup> Annual General Meeting (“AGM”) of Gagasan Nadi Cergas Berhad (“the Company”) will be held at **Mutiara I & II, Ground Floor, The Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor** on **Tuesday, 9 June 2026 at 10.00 a.m.** for the following purposes:

**AGENDA**

**ORDINARY BUSINESS**

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 (i) of the Explanatory Notes)
2. To re-elect Professor Emerita Siti Naaishah Binti Hambali who is retiring in accordance with Clause 125 of the Constitution of the Company. **(Ordinary Resolution 1)**
3. To re-elect Dato’ Seri Hj. Rosli Bin Isa who is retiring in accordance with Clause 130 of the Constitution of the Company. **(Ordinary Resolution 2)**
4. To approve the payment of Directors’ fees to the following Directors for the financial year ending 31 December 2026:
  - i. Ir. Dr. Muhamad Fuad Bin Abdullah – RM126,000 **(Ordinary Resolution 3)**
  - ii. Professor Emerita Siti Naaishah Binti Hambali – RM114,000 **(Ordinary Resolution 4)**
  - iii. Chng Boon Huat – RM120,000 **(Ordinary Resolution 5)**
  - iv. Dato’ Seri Hj. Rosli Bin Isa – RM72,000 **(Ordinary Resolution 6)**
  - v. Additional Directors’ fees – RM68,000 **(Ordinary Resolution 7)**
5. To approve the payment of Directors’ benefits of up to RM100,000 from the date of the forthcoming AGM until the next AGM of the Company. **(Ordinary Resolution 8)**
6. To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 9)**

**AS SPECIAL BUSINESS**

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

7. **Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 10)**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant regulatory authorities, where such approvals are required, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, to such persons 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, when aggregated with the total number of such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as they deem fit

or expedient in the best interest of the Company to give effect to the issuance of new shares pursuant to this resolution, including making applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company held after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

#### **BY ORDER OF THE BOARD**

**TAN BEE HWEI (MAICSA 7021024) (SSM PC NO. 202008001497)**  
**TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)**  
Company Secretaries

29 April 2026  
Kuala Lumpur

#### **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 29 May 2026. Only a member whose name appears on this Record of Depositors shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend, speak and vote on his behalf.*
2. *A member of the Company who is entitled to attend 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 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 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of each securities account it holds in 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 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, 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 a proxy may be made in a hard copy 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 9<sup>th</sup> AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - (a) In hardcopy form  
To be deposited with the Company's Share Registrar, 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 provided at Unit G-3, 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 Administrative Guide of the 9<sup>th</sup> AGM 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 provided at Unit G-3, 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 **Sunday, 7 June 2026 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** 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 provided at Unit G-3, 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 Malaysia Securities Berhad, the resolutions set out in this notice will be put to vote by way of a poll.

## EXPLANATORY NOTES TO THE AGENDA

(i) **Item 1 on the Agenda – Audited Financial Statements for the financial year ended 31 December 2025**

This agenda item is meant for discussion only as, pursuant to Section 248(2) and Section 340(1)(a) of the Companies Act 2016, the audited financial statements together with the Reports of the Directors and Auditors thereon are required to be laid before the Company at its annual general meeting. Hence, this agenda item is not put forward for voting.

(ii) **Ordinary Resolutions 1 and 2 – Re-election of Directors**

Professor Emerita Siti Naaishah Binti Hambali and Dato' Seri Hj. Rosli Bin Isa (collectively referred to as "Retiring Directors") are standing for re-election as Directors of the Company and, being eligible, have offered themselves for re-election at the 9<sup>th</sup> AGM.

The profiles of the Retiring Directors are disclosed in the Directors' Profile of the Company's 2025 Annual Report.

The Retiring Directors have no conflict of interest with the Company and have no family relationship with any Director and/or major shareholder of the Company.

The Nomination Committee ("NC") has reviewed and assessed the performance and contribution of the Retiring Directors, including a review of their time and commitment, calibre and personality, and fit and proper declarations in accordance with the Directors' Fit and Proper Policy. Based on the recommendation of the NC, the Board is supportive of their re-elections based on the following justifications:-

(a) **Ordinary Resolution 1 – Re-election of Professor Emerita Siti Naaishah Binti Hambali as Independent Non-Executive Director**

Professor Emerita Siti Naaishah Binti Hambali has demonstrated objectivity and independence through her engagement in all Board and Board Committee meetings. She also carried out her duties professionally during her tenure as an Independent Non-Executive Director of the Company.

(b) **Ordinary Resolution 2 – Re-election of Dato' Seri Hj. Rosli Bin Isa as Independent Non-Executive Director**

Dato' Seri Hj. Rosli Bin Isa was appointed on 4 March 2026 and is subject to re-election pursuant to Clause 130 of the Constitution of the Company. He exercised due care and carried out his duties proficiently since his appointment to the Board in March 2026.

(iii) **Ordinary Resolutions 3 to 7 – Directors' fees for the financial year ending 31 December 2026**

The proposed Ordinary Resolutions 3 to 7, if passed, will facilitate the payment of Directors' fees for the current financial year. The Directors' fees payable includes fees payable to Independent Directors as members of the Board and Board Committees.

(iv) **Ordinary Resolution 8 – Payment of Directors' benefits**

This resolution is to facilitate the payment of Directors' benefits from the date of the forthcoming AGM until the next AGM in 2027. In the event the proposed amount is insufficient (due to an increase in the number of meetings and/or enlarged Board size), approval for the shortfall will be sought at the next AGM.

Directors' benefits include meeting allowance and allowances for travel and training programmes for Independent Non-Executive Directors.

(v) Ordinary Resolution 9 – Re-appointment of Auditors

The Board had, through the Audit and Risk Management Committee (“ARMC”), considered the re-appointment of Crowe Malaysia PLT as Auditors of the Company. The Board and the ARMC collectively agreed that Crowe Malaysia PLT met the relevant criteria prescribed under Rule 15.21 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

(vi) Ordinary Resolution 10 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

This proposed resolution, if passed, will empower the Directors to issue and allot new shares in the Company up to an aggregate amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider to be in the best interest of the Company. This authority shall, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required by law to be held, whichever is earlier.

This mandate is a renewal of the mandate granted by shareholders at the last AGM held on 4 June 2025. The mandate is intended to provide flexibility to the Company to raise funds expeditiously for purposes including but not limited to funding current and/or future investment projects, working capital, repayment of bank borrowings and acquisitions without the need to convene a separate general meeting.

As at the date of this Notice, no new shares have been issued pursuant to the mandate granted at the last AGM held on 4 June 2025 and the mandate will lapse at the conclusion of the forthcoming 9<sup>th</sup> AGM.



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BERHAD 201701024800(1238966-U)

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Registration No. 201701024800 (1238966-U)  
(Incorporated in Malaysia)

**PROXY FORM**

CDS Account No.	No. of Shares Held

I/We

Tel:

\_\_\_\_\_ **[Full name in block and as per NRIC/Passport/Company No.]**

of

\_\_\_\_\_ **[Full address]**

being member(s) of **GAGASAN NADI CERGAS BERHAD**, hereby appoint:

Full Name (in Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and (if more than one (1) proxy)

Full Name (in Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her, the Chairman of the meeting, as my/our proxy/proxies to vote for me/us on my/our behalf at the 9<sup>th</sup> Annual General Meeting ("AGM") of the Company which will be held at **Mutiara I & II, Ground Floor, The Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor** on **Tuesday, 9 June 2026** at **10.00 a.m.** or at any adjournment thereof, and to vote as indicated below:

RESOLUTION	DESCRIPTION OF RESOLUTION	FOR	AGAINST
Ordinary Resolution 1	To re-elect Professor Emerita Siti Naaishah Binti Hambali as Director of the Company.		
Ordinary Resolution 2	To re-elect Dato' Seri Hj. Rosli Bin Isa as Director of the Company.		
Ordinary Resolution 3	To approve the payment of Director's fee to Ir. Dr. Muhamad Fuad Bin Abdullah of RM126,000.		
Ordinary Resolution 4	To approve the payment of Director's fee to Professor Emerita Siti Naaishah Binti Hambali of RM114,000.		
Ordinary Resolution 5	To approve the payment of Director's fee to Chng Boon Huat of RM120,000.		

Ordinary Resolution 6	To approve the payment of Director's fee to Dato' Seri Hj. Rosli Bin Isa of RM72,000.		
Ordinary Resolution 7	To approve the payment of additional Directors' fees of RM68,000.		
Ordinary Resolution 8	To approve the payment of Directors' benefits of up to RM100,000 from the date of the forthcoming AGM until the next AGM of the Company.		
Ordinary Resolution 9	To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 10	Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016.		

(Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he/she thinks fit.)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2026.

\*Delete whichever is inapplicable

\_\_\_\_\_  
Signature^  
Member

^ Manner of execution:

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
  - (i) at least two (2) authorised officers, one of whom shall be a director; or
  - (ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

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3. A member of the Company who is entitled to attend 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 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in 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 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.
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- (a) In hardcopy form  
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- (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 Malaysia Securities Berhad, the resolutions set out in this notice will be put to vote by way of a poll.

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AFFIX  
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**The Share Registrar**

**GAGASAN NADI CERGAS BERHAD**

(Registration No. 201701024800 (1238966-U))

c/o Tricor Investor & Issuing House Services Sdn Bhd

Unit 32-01, Level 32, Tower A

Vertical Business Suite,

Avenue 3, Bangsar South

No. 8, Jalan Kerinchi

59200 Kuala Lumpur

Wilayah Persekutuan Kuala Lumpur

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