



ITMAX SYSTEM BERHAD

Registration No.: 200101008580 (544336-M)

(Incorporated in Malaysia)

## NOTICE OF TWENTY-FOURTH (24TH) ANNUAL GENERAL MEETING

NOTICE IS GIVEN THAT the 24th Annual General Meeting ("AGM") of the Company will be held at Wira Ballroom, Level 2, Hyatt Place Kuala Lumpur Bukit Jalil, M-1, Pusat Perdagangan Bandar Bukit Jalil, Persiaran Jalil 1, 57000 Kuala Lumpur on Monday, 8 June 2026 at 2.00 p.m. to transact the following businesses:-

### AGENDA

#### Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Directors' and the Auditors' Reports thereon.
- To re-elect the following Directors who retire pursuant to Clause 76(3) of the Company's Constitution and who being eligible, as Directors of the Company:
  - Tan Sri Dato' (Dr.) Tan Boon Hock
  - Tan Wei Lun
  - Tan Sing Chia
- To approve the payment of Directors' fees and benefits up to an amount of RM884,000 to the Directors for the period from the 24th AGM until the next AGM of the Company.
- To appoint Deloitte Malaysia PLT as Auditors of the Company in place of the retiring Auditors, KPMG PLT, and to hold office until the conclusion of the next AGM at a remuneration to be determined by the Directors.

#### Special Business

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

#### 5. ORDINARY RESOLUTION

##### PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to all recurrent related party transactions of a revenue or trading nature as set out in Section 2.5 of Part A of the Circular/Statement to Shareholders of the Company dated 28 April 2026 with the related parties mentioned therein, provided that such transactions are:

- necessary for the Group's day-to-day operations;
- undertaken in the ordinary course of business on an arm's length basis, on normal commercial terms and at transaction prices which are not more favourable to the related parties than those generally available to and/or from the public; and
- not detrimental to the minority shareholders of the Company, ("Proposed RRPT Mandate").

THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting; whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may deem fit and expedient in the interest of the Company or necessary to give full effect to the Proposed RRPT Mandate and the transactions contemplated and/or authorised under the Proposed RRPT Mandate."

#### 6. ORDINARY RESOLUTION

##### PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES

"THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back").

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting; whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- To cancel all or part of the Purchased Shares;
- To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- To resell all or part of the treasury shares;
- To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- To transfer all or part of the treasury shares as purchase consideration;
- To sell, transfer or otherwise use the treasury shares for such other purposes as the Minister charged with responsibility for companies may by order prescribe; and/or
- To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities."

#### 7. ORDINARY RESOLUTION

##### AUTHORITY TO ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate").

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting; whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

- To consider any other business of which due notice shall be given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

REBECCA KONG SAY TSUI (SSM PC NO. 202008001003) (MAICSA 7039304)

YENG SHI MEI (SSM PC NO. 202008001282) (MAICSA 7059759)

Company Secretaries

Selangor Darul Ehsan

28 April 2026

#### Notes:-

- For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 28 May 2026**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote (collectively, "participate") on his/her/its behalf.
- A member who is entitled to participate in this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- 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 participate instead of the member at the AGM.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities").
- 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 in ordinary shares of the Company standing to the credit of the said securities account.
- 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.
- Where a member of proxies 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 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 forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Registered Office of the Company at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
  - By electronic means (for individual members only)  
The proxy form can be electronically lodged with the Share Registrar of the Company via **Dvote Online** website at <https://www.dvote.my>.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Saturday, 6 June 2026 at 2.00 p.m.**
- Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the Poll Administrator and/or Scrutineers for verification upon request:
  - Identity card (NRIC) (Malaysian); or
  - Police report (for loss of NRIC)/Temporary NRIC (Malaysian); or
  - Passport (Foreigner).
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office of the Company at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM 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 notariately and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative at the Registered Office of the Company at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia. Alternatively, please bring the **ORIGINAL** certificate of appointment of authorised representative if it has not been deposited at the Company's Registered Office earlier. The certificate of appointment of authorised representative should be executed in the following manner:
  - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
  - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    - at least two (2) authorised officers, of whom one shall be a director; or
    - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

#### EXPLANATORY NOTES ON ORDINARY BUSINESS

##### 1. Audited Financial Statements for the Financial Year Ended 31 December 2025

This agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1) of the Companies Act 2016 ("the Act") do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item on the agenda is not put forward for voting by shareholders.

##### 2. Resolutions 1 to 3 – Re-election of Directors

Tan Sri Dato' (Dr.) Tan Boon Hock, Tan Wei Lun and Tan Sing Chia (collectively, the "Retiring Directors") are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 24th AGM.

Tan Sri Dato' (Dr.) Tan Boon Hock is father to Tan Wei Lun and Tan Sing Chia.

Save as disclosed, the Retiring Directors have no conflict of interest or potential conflict of interest with the Company or its subsidiaries.

The Board had through the Nomination and Remuneration Committee carried out the assessment on the Retiring Directors and are satisfied that they have met the criteria as prescribed by Paragraph 2.20A of the MMLR of Bursa Securities and Directors' Fit and Proper Policy on character, experience, integrity, competence and time to effectively discharge their role as Directors.

The Board (save for the Retiring Directors who have obtained from deliberation on discussions relating to their own re-election) believes that the contribution, commitment, and performance of the Retiring Directors continue to be invaluable and relevant to the long-term sustainable goals and success of the Company and supports their re-election as Directors.

##### 3. Resolution 4 – Directors' Fees and Benefits

Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved by shareholders at a general meeting.

The proposed Directors' fees and benefits for the period from the 24th AGM until the date of next AGM under Resolution 4, comprising Directors' fees, meeting attendance allowance and other claimable benefits, are calculated based on the current Board composition and the number of scheduled Board and Committee meetings from the 24th AGM until the date of next AGM, with a provision for the potential appointment of an additional Independent Director. The said Resolution is to facilitate the payment of the Directors' fees and benefits to the Directors from the 24th AGM up till the next AGM of the Company.

In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.

##### 4. Resolution 5 – Appointment of Auditors

The Company had received a notice in writing dated 7 April 2026 from its existing Auditors, KPMG PLT, indicating that they do not wish to seek re-appointment at the forthcoming 24th AGM, and that they will hold office until the conclusion of the said 24th AGM.

The Board, through the Audit and Risk Management Committee ("ARMC"), had on 22 April 2026, considered the profile, resources, experience, proposed audit fees and engagement scope of potential audit firms, taking into account the size and complexity of the operations of the Company and its subsidiaries ("Group") and recommended the appointment of Deloitte Malaysia PLT, who has consented to act as Auditors, in place of the outgoing auditors.

The ARMC and the Board, who had assessed the suitability, objectivity and independence of Deloitte Malaysia PLT as the External Auditors of the Company, collectively agreed and are satisfied that Deloitte Malaysia PLT meets the relevant criteria prescribed under Paragraph 15.21 of the MMLR of Bursa Securities.

The appointment of Deloitte Malaysia PLT as the Auditors of the Company is subject to shareholders' approval at the forthcoming 24th AGM. If approved, Deloitte Malaysia PLT will serve as Auditors and hold office until the conclusion of the next AGM of the Company.

#### (Resolution 8)

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

##### 1. Resolution 6 – Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for the Company and/or its Subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties

The Proposed Resolution 6, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the Company, subject to the transactions being in the ordinary course of business and are made on an arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to and/or from the public, and are in the Company's opinion, not detrimental to the interest of the minority shareholders of the Company.

Please refer to the Circular/Statement to Shareholders dated 28 April 2026 for further information.

##### 2. Resolution 7 – Proposed Renewal of Authority for the Company to Purchase its own Shares of up to Ten Per Cent (10%) of the Total Number of Issued Shares

The proposed Resolution 7, if passed, will give the Company the authority to purchase its own ordinary shares of up to ten per cent (10%) of the total number of issued shares of the Company. Please refer to the Circular/Statement to Shareholders dated 28 April 2026 for further information.

##### 3. Resolution 8 – Authority to Allot Shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016

The Company had, at its Twenty-Third (23rd) AGM, obtained shareholders' approval for a general mandate to issue and allot ordinary shares of the Company pursuant to Sections 75 and 76 of the Act. As at the date of this notice, the Company has not issued any shares pursuant to the mandate previously obtained.

The proposed Resolution 8 is for the purpose of renewing the general mandate previously granted to the Directors and if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed General Mandate"), for such purposes as the Directors consider would be in the best interest of the Company.

This authority for the Proposed General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

This Proposed General Mandate is to provide flexibility for the Company to issue new securities without the need to convene separate general meetings to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The purpose of this general mandate, if passed, is to enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for any possible fund raising activities including, but not limited to, further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or issuance of shares as settlement of purchase consideration, or other circumstances that may arise which involves grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.