



**YENHER HOLDINGS BERHAD**  
Company No.: 202001008388 (1364708-X)

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Sixth (6<sup>th</sup>) Annual General Meeting (“AGM”) of Yenher Holdings Berhad will be held at Iconic 1 & 2, Level 7, Iconic Hotel, 71 Jalan Icon City, Icon City, 14000 Bukit Mertajam, Pulau Pinang on Friday, 12 June 2026 at 10.00 a.m. for the following purposes:-

### AS ORDINARY BUSINESSES

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. Please refer to Note 3
2. To approve the payment of Directors’ fees amounting to RM1,350,000.00 to Directors of the Company and its subsidiaries for the financial year ended 31 December 2025. Ordinary Resolution 1
3. To approve the payment of benefits other than Directors’ fees to the Non-Executive Directors of the Company up to RM16,000.00 from 13 June 2026 until the next AGM of the Company. Ordinary Resolution 2
4. To re-elect the Director, Mr. Cheng Mooh Kheng, who retires by rotation in accordance with Clause 165 of the Company’s Constitution and who being eligible offers himself for re-election. Ordinary Resolution 3
5. To re-elect the Director, Dr. Ong Bee Lee, who retires by rotation in accordance with Clause 165 of the Company’s Constitution and who being eligible offers herself for re-election. Ordinary Resolution 4
6. To re-appoint Messrs Folks DFK & Co PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 5

### AS SPECIAL BUSINESSES

7. To consider and, if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions:-

#### **Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

- (a) “THAT subject always to the Companies Act 2016 (“Act”), Constitution of the Company and approvals of the relevant regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time at such price, 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 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier. Ordinary Resolution 6

AND THAT pursuant to Section 85 of the Act read together with Clause 31 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 ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act.”

## Notice of Annual General Meeting (Cont'd)

### AS SPECIAL BUSINESSES (CONT'D)

7. To consider and, if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions:- (Cont'd)

**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") and Proposed New Shareholders' Mandate for RRPTs**

- (b) "THAT approval be and is hereby given to the Company and its subsidiary(ies) ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the specified classes of related parties as specified in Section 2.5 and Section 2.6 of the Circular to Shareholders dated 30 April 2026, provided that: Ordinary Resolution 7
- (a) such arrangements and/or transactions are necessary for the Group's day-to-day operations;
  - (b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;
  - (c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
  - (d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:
    - (i) the related transacting parties and their respective relationship with the Company; and
    - (ii) the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company, unless the authority is renewed by a resolution passed at the next AGM; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider necessary or expedient to give effect to transactions contemplated and/or authorised by this Ordinary Resolution."

## Notice of Annual General Meeting (Cont'd)

### AS SPECIAL BUSINESSES (CONT'D)

7. To consider and, if thought fit, to pass with or without modifications the following resolutions as Ordinary Resolutions:- (Cont'd)

**Proposed purchase by the Company of its own Shares of up to ten percent (10%) of its total number of issued shares**

- (c) "THAT, subject to the Act, rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares ("Shares") in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors of the Company may deem fit and expedient in the best interest of the Company provided that :-
- Ordinary Resolution 8
- (i) The aggregate number of Shares in the Company which may be purchased and/or held by the Company as treasury Shares shall not exceed ten percent (10%) of the total number of its issued Shares at any point in time; and
- (ii) The maximum funds to be allocated by the Company for the purpose of purchasing its own Shares shall not exceed the total available retained profits of the Company based on its latest audited financial statements available up to the date of the transaction.

THAT, upon the purchase by the Company of its own Shares, the Directors are authorised to retain the Shares so purchased as treasury Shares or cancel the Shares so purchased or retain part of the Shares so purchased as treasury Shares and cancel the remainder. The Directors are further authorised to distribute the treasury Shares as dividends to the shareholders of the Company and/or resell the Shares on the Bursa Securities in accordance with the relevant rules of the Bursa Securities or subsequently cancel the treasury Shares or any combination thereof.

(the "Proposed Share Buy-Back")

THAT the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-

- (i) the conclusion of the next AGM of the Company, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps and do all such acts and things as they may consider necessary or expedient to implement and give effect to the Proposed Share Buy-Back."

8. To consider any other business for which due notice shall have been given.

By order of the Board

Kong Sown Kaey  
(MAICSA 7047655)  
SSM PC No. 202008001434

Koay Li Ling  
(MAICSA 7054729)  
SSM PC No. 202308000291  
Secretaries

Penang  
Date : 30 April 2026

# Notice of Annual General Meeting (Cont'd)

Notes:

## 1. Appointment of Proxy

- (a) Subject to Paragraph (c) below, a member entitled to attend and vote is entitled to appoint more than one (1) proxy to attend and vote instead of him. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- (b) A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without restriction as to the qualification of the proxy.
- (c) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
- (e) The instrument appointing a proxy must be deposited at the Share Registrar of the Company at Securities Services (Holdings) Sdn Bhd, Suite 18.05, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 George Town, Pulau Pinang not less than 48 hours before the time appointed for holding the AGM or adjourned meeting at which the person named in the instrument, proposes to vote.
- (f) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, the resolutions set out above will be put to vote by way of poll.

## 2. Members entitled to attend 6<sup>th</sup> AGM

For the purpose of determining a member who shall be entitled to attend the 6<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Clause 129 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 04 June 2026. Only a depositor whose name appears in the Record of Depositors as at 04 June 2026 shall be entitled to attend the said meeting or appoint proxies to attend, speak and/or vote on his/her behalf.

## 3. Audited Financial Statements for the financial year ended 31 December 2025

The audited financial statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

## 4. Ordinary Resolution No. 1 – Proposed payment of Directors' fees

Pursuant to Section 230(1) of the Act, the Company shall at every AGM approve the fees of the Directors of the Company and its subsidiaries. The Directors' fees payable to the Directors have been reviewed by the Remuneration Committee and the Board of Directors of the Company. The Directors' fees are in accordance with the remuneration framework of the Group.

## 5. Ordinary Resolution No. 2 – Proposed payment of Directors' benefits

The Directors' benefits (excluding Directors' fees) comprise the allowances and other benefits payable to the Non-Executive Directors of the Company. The total estimated amount of Directors' benefits payable is calculated based on the number of actual Board and scheduled Board and Board Committee meetings for the period from 13 June 2026 until the next AGM. 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.

## Notice of Annual General Meeting (Cont'd)

### **6. Ordinary Resolution Nos. 3 and 4 – Re-election of Directors who retire in accordance with Clause 165 of the Company's Constitution**

Clause 165 of the Company's Constitution provides that an election of directors shall take place each year. 1/3 of the directors for the time being shall retire from office at each AGM but shall be eligible for re-election at the said meeting. If the total number of the directors is not 3 or a multiple of 3, the number nearest to 1/3 will retire.

Mr. Cheng Mooh Kheng and Dr. Ong Bee Lee, who will be retiring and offering themselves for re-election at the 6<sup>th</sup> AGM were evaluated by the Nomination Committee and the Board. Based on the evaluation outcome, the Nomination Committee and the Board were of the view that their performance were satisfactory and recommended their re-election for shareholders' approval.

### **7. Ordinary Resolution No. 6 - Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 6 is a general mandate and if passed will empower the Directors of the Company to issue and allot shares up to 10% of the total number of issued shares of the Company from time to time (other than bonus or right issue). This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held whichever is the earlier.

This authority will provide flexibility to the Company for possible raising of funds, including but not limited to placing of shares, for purpose of additional working capital, capital expenditure, funding of investments, acquisitions or reduction of borrowings.

As at the date of this notice, no new shares in the Company have been issued pursuant to the mandate granted to the Directors at the Fifth AGM held on 18 June 2025 which will lapse at the conclusion of the Sixth AGM.

### **8. Ordinary Resolution No. 7 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") and Proposed New Shareholders' Mandate for RRPTs**

The proposed Ordinary Resolution 7, if passed, will allow the Company and its subsidiaries to enter into the existing and new RRPTs in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities without the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPTs occur. This would reduce substantial administrative time, inconvenience and resources associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. The shareholders' mandate is subject to renewal on an annual basis.

### **9. Ordinary Resolution No. 8 – Proposed purchase by the Company of its own Shares of up to ten percent (10%) of its total number of issued shares**

The proposed resolution if passed will empower the Directors of the Company to purchase up to ten percent (10%) of the total number of issued shares of the Company at any point in time subject to compliance with Section 127 of the Act, the Main Market Listing Requirements of Bursa Securities and other prevailing laws, rules and regulations.

Please refer to the Statement to Shareholders dated 30 April 2026 for further information.

### **STATEMENT ACCOMPANYING NOTICE OF AGM**

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Securities)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding Directors who are standing for re-election as stated above) at this forthcoming 6<sup>th</sup> AGM.

### **PERSONAL DATA POLICY**

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, and any adjournment thereof.