



**NORTHERN SOLAR HOLDINGS BERHAD**  
Registration No.: 202401001236 (1547087-X)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Second Annual General Meeting ("2nd AGM") of Northern Solar Holdings Berhad ("NORTHERN" or "Company") will be held at Jade Room, Level G, M World Hotel, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 28 August 2025 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

### AGENDA

#### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2025 together with Reports of the Directors' and the Auditors' thereon.
- To approve the Directors' Fees and Benefits Payable to the Non-Executive Directors of the Company and its subsidiaries amounting to RM300,000.00 per annum until the next Annual General Meeting of the Company.
- To re-elect the following Directors, who are retiring pursuant to Clause 18.2 of the Constitution of the Company and being eligible, offer themselves for re-election:
  - Amirul Azhar Bin Baharom
  - Low Shoong Kai
- To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Please refer to  
**Explanatory Note 1**  
**Ordinary Resolution 1**

**Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**

#### AS SPECIAL BUSINESS

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

- AUTHORITY TO ALLOT AND ISSUE SHARES BY THE DIRECTORS AND WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO THE COMPANIES ACT 2016**  
"That pursuant to Section 75 and Section 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total issued shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue.  
That pursuant to Section 85 of the Companies Act 2016 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 Company's shares arising from any issuance of new Company's shares pursuant to Section 75 and Section 76 of the Companies Act 2016.  
That the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."  
To transact any other business that may be transacted at the 2nd AGM of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

**Ordinary Resolution 5**

#### BY ORDER OF THE BOARD

**CHIN WAI YI (MAICSA 7069783) (SSM PC NO. 202008004409)**  
**LIM ZHI XUAN (MAICSA 7076624) (SSM PC NO. 202408000432)**  
Company Secretaries

Kuala Lumpur  
Dated : 31 July 2025

#### Explanatory Notes on Ordinary and Special Businesses:

##### 1. Item 1 of the Agenda

This item is meant for discussion only as the provisions of Section 340 of the Companies Act 2016, it does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

##### 2. Items 3(i) and 3(ii) of the Agenda

The Nomination Committee ("NC") have considered the performance and contribution of each of the retiring Directors. Based on the results of the Board Evaluation conducted for the financial year ended 31 March 2025, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the retiring Directors had provided their annual declaration/confirmation on their fitness and propriety as well as independence, where applicable.

Based on the recommendation of the NC, the Board supports the re-election of the Directors based on the following justifications:

**Amirul Azhar Bin Baharom** : Amirul Azhar Bin Baharom fulfils the requirements of independence set out in Listing Requirements of Bursa Securities. He remains objective and independent in expressing his view and participating in Board's deliberations and decision-making process.

**Amirul Azhar Bin Baharom** has exercised due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Chairman of the Company.

**Low Shoong Kai** : Low Shoong Kai has experience in the solar industry, and the Board believes his extensive experience is hugely beneficial to the Company. He is primarily responsible for crafting the business model, strategic planning of our corporate direction as well as developing the growth strategic for the Group.  
Low Shoong Kai has exercised due care and carried out his professional duties proficiently during his tenure as Managing Director of the Company.

##### 3. Item 5 of the Agenda

The Ordinary Resolution 5 proposed under item 5 of the Agenda is to seek a new general mandate to empower the Directors of the Company pursuant to the Companies Act 2016, from the date of the above Meeting, to issue and allot ordinary shares of not more than ten percent (10%) for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority will, unless revoked or varied at a General Meeting, will expire at the conclusion of the next AGM of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the allotment of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the allotment of new shares even though the number involved may be less than 10% of the issued share capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such allotment of shares, it is thus considered appropriate that the Directors be empowered to allot shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company at the time of submission to the authority. The new authority will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/or acquisitions. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

#### Notes:

- A member of the Company who is entitled to attend, speak and vote at this 2nd AGM may appoint proxy(ies) to attend, speak and vote on his(her) behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his(her) proxy without limitation.
- Where a member appoints more than one (1) proxy to attend and vote at the same 2nd AGM, the appointment shall be invalid unless he/she specifies the proportion of his(her) holdings to be represented by each proxy.

- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
- Where a member of the Company is an exempt authorised nominee holding 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 SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.
- 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 AGM at which the person named in the appointment proposes to vote:
  - In hard copy form  
The original instrument appointing a proxy ("**Proxy Form**") must be deposited at 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, W.P. Kuala Lumpur, Malaysia or alternatively, deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia.
  - By electronic means  
The Proxy Form can be electronically lodged with the Company's Share Registrar via TIH Online at <https://tih.online>. Please refer to the Administrative Guide for the 2nd AGM on the procedures for electronic lodgement of proxy form via TIH Online.
- The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the SICDA; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Constitution of the Company.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 August 2025 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this 2nd AGM.
- Any alteration in the Proxy Form must be initiated.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all the resolution set out in the Notice of 2nd AGM will be put to the vote by poll.

#### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2nd AGM and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclose 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 2nd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2nd AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- warrants that the member has obtained the prior consent of such 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 Purposes; and
- 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.

# Administrative Details

Second Annual General Meeting of Northern Solar Holdings Berhad

Date : Thursday, 28 August 2025  
 Time : 10.00 a.m. or at any adjournment thereof  
 Venue : Jade Room, Level G, M World Hotel, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

## REGISTRATION

1. Registration will start at 9.00 a.m. and will remain open until the conclusion of the Second Annual General Meeting ("2nd AGM") or such time as may be determined by the Chairman of the meeting.
2. Shareholders or proxies are requested to produce/show their original MyKAD or Passport (for non-Malaysians) to the registration staff for verification purposes. Please ensure the original MyKAD or Passport is returned to you thereafter. Please take note that no person will be allowed to register on behalf of another person, even with the original MyKAD or Passport of that person.
3. Upon verification, shareholders or proxies will also be given the identification wristbands for voting purposes. No person will be allowed to enter the meeting hall without the identification wristband. There will be no replacement for the identification wristband if it is lost or misplaced.

## CORPORATE MEMBERS

1. Corporate members who wish to appoint corporate representatives instead of a proxy, must deposit their original or duly certified certificate of appointment of corporate representative to Tricor Investor & Issuing House Services Sdn. Bhd. ("TIIH") on or before the Annual General Meeting.
2. Attorneys appointed by power of attorney are required to deposit their power of attorney with TIIH not later than Tuesday, 26 August 2025 at 10.00 a.m. to attend and vote at the 2nd AGM.

## PROXY

The appointment of proxy may be made in hard copy form or by electronic form in the following manner and must be received by the Company at least forty-eight (48) hours before the time appointed for holding the 2nd AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid:

### In hardcopy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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.

### In electronic form

You may also submit your proxy appointment electronically via TIIH Online website at <https://tiih.online>. Please do read and follow the procedures below to submit proxy form electronically.

# Administrative Details

Second Annual General Meeting of Northern Solar Holdings Berhad

## ELECTRONIC LODGMENT OF PROXY FORM

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services" by selecting "Create Account by Individual Holder". Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> <li>After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password.</li> <li>Select the corporate event: NORTHERN SOLAR HOLDINGS BERHAD 2ND AGM - SUBMISSION OF PROXY FORM".</li> <li>Read and agree to the Terms and Conditions and confirm the Declaration.</li> <li>Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>Appoint your proxy/proxies and insert the required details of your proxy/proxies or appoint the Chairman as your proxy.</li> <li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li> <li>Review and confirm your proxy(s) appointment.</li> <li>Print the form of proxy for your record.</li> </ul>
<b>ii. Steps for corporation or institutional shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder".</li> <li>Complete the registration form and upload the required documents.</li> <li>Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> <li>Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a></li> <li>Select the corporate event: "<b>NORTHERN SOLAR HOLDINGS BERHAD 2ND AGM – SUBMISSION OF PROXY FORM</b>"</li> <li>Agree to the Terms &amp; Conditions and Declaration.</li> <li>Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein.</li> <li>Prepare the file for the appointment of proxies by inserting the required data.</li> <li>Login to TIIH Online, select corporate event: "<b>NORTHERN SOLAR HOLDINGS BERHAD 2ND AGM - SUBMISSION OF PROXY FORM</b>".</li> <li>Proceed to upload the duly completed proxy appointment file.</li> <li>Select "Submit" to complete your submission.</li> <li>Print the confirmation report of your submission for your record.</li> </ul>

# Administrative Details

Second Annual General Meeting of Northern Solar Holdings Berhad

## VOTING AT MEETING

1. In accordance with Rule 8.31A(1) of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Malaysia**”), the voting at the 2nd AGM will be conducted by poll. The Company has appointed Tricor as Poll Administrator to conduct the poll voting electronically (e-voting) via Tricor e-Vote application and Shieldwell Consultancy Sdn Bhd as Independent Scrutineers to conduct the polling process and verify the results of the poll.
2. During the 2nd AGM, the Chairman will invite the Poll Administrator to brief you on the poll procedure.
3. Upon completion of the voting session for the 2nd AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are carried.

## RESULTS OF THE VOTING

The motions proposed at the AGM and the results of the voting will be announced at the AGM and subsequently via an announcement made by the Company through Bursa Malaysia at [www.bursamalaysia.com](http://www.bursamalaysia.com).

## ANNUAL REPORT

1. The Annual Report is available on the Company’s website at <https://northern solar.com.my/> and Bursa Malaysia’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com) under Company’s announcements.
2. You may request for a printed copy of the Annual Report at <https://tiih.online> by selecting “**Request for Annual Report**” under the “**Investor Services**”.
3. Kindly consider the environment before you decide to request for the printed copy of the Annual Report. Environmental concerns like global warming, deforestation, climate change and many more affect every human, animal and nation on this planet.

## GENERAL MEETING RECORD OF DEPOSITORS

For the purpose determining who shall be entitled to attend the 2nd AGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 21 August 2025 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting.

## NO RECORDING OR PHOTOGRAPHY

No recording or photography of the 2nd AGM proceedings is allowed without prior written permission of the Company.

## DOOR GIFT

No door gift would be provided at the 2nd AGM.

## ENQUIRY

If you have any enquiries on the above, please contact our Share Registrar during office hours from 8:30 a.m. to 5.30 p.m. on Monday to Friday (except on public holidays):

### Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603 - 2783 9299  
 Email address : [is.enquiry@vistra.com](mailto:is.enquiry@vistra.com)