GABUNGAN AQRS BERHAD

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[201001028608 (912527-A)]

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth ("**15th**") Annual General Meeting ("**AGM**") of GABUNGAN AQRS BERHAD ("**Company**") to be held at The Function Room, G-58-3, Block G, Jalan Teknologi 3/9, Bistari 'De' Kota, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 4 December 2025 at 11.00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2025 together with the Reports of the Directors and Auditors thereon. ***[Please refer to Explanatory Note (1)]***

2. To re-elect Datuk Ir. Mohd Dom bin Ahmad who retires by rotation in accordance with Clause 119 of the Company's Constitution and being eligible, has offered himself for re-election. ***Ordinary Resolution 1***
   Please refer to the Explanatory Note (2)

3. To re-elect Puan Masleena binti Zaid who retires by rotation in accordance with Clause 119 of the Company's Constitution and being eligible, has offered herself for re-election. ***Ordinary Resolution 2***
   Please refer to the Explanatory Note (2)

4. To approve the payment of Directors' fees, payable on a monthly basis in arrears to the following Non-Executive Directors starting from 5 December 2025 and until the date of the next Annual General Meeting to be held in year 2026:-

Directors	Amount (RM)	
(i) Y.M. Tunku Alizan bin Raja Muhammad Alias	156,000	***Ordinary Resolution 3***
(ii) Datin Sri Dato' Dr. Kamisah binti Johan	108,000	***Ordinary Resolution 4***
(iii) Dato' Muraly Daran A/L M Narayana Menon	72,000	***Ordinary Resolution 5***
(iv) Datuk Ir. Mohd Dom bin Ahmad	72,000	***Ordinary Resolution 6***
(v) Puan Masleena binti Zaid	72,000	***Ordinary Resolution 7***

   Please refer to the Explanatory Note (3)(i)

5. To approve the payment of Directors' benefits (excluding Directors' fees) up to an amount of RM59,000 from 5 December 2025 until the next Annual General Meeting of the Company in year 2026. ***Ordinary Resolution 8***
   Please refer to the Explanatory Note (3)(ii)

6. To re-appoint Messrs. Forvis Mazars PLT as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration. ***Ordinary Resolution 9***
   Please refer to the Explanatory Note (4)

Special Business

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

7. **Ordinary Resolution** ***Ordinary Resolution 10***
   Authority to Issue and Allot Shares pursuant to the Companies Act 2016

   "**THAT**, subject always to the Companies Act 2016, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company ("**New Shares**") for the time being without first offering the New Shares to the holders of the existing issued shares.

   AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

8. **Ordinary Resolution** ***Ordinary Resolution 11***
   Proposed Renewal of Authority for Share Buy-Back

   "**THAT** subject to Section 127 of the Companies Act 2016 ("**Act**"), the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem and expedient in the interest of the Company, provided that:-

   (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
   (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements of the Company (where applicable) available at the time of the purchase(s).

   THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-

   (i) cancel all or part of the shares so purchased; and/or
   (ii) retain all the shares so purchased as treasury shares; and/or
   (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; and/or
   (iv) distribute the treasury shares as share dividends to the shareholders of the Company; and/or
   (v) resell the treasury shares on the market of Bursa Securities in accordance with the relevant rules of Bursa Securities; and/or
   (vi) transfer the treasury shares as purchase consideration; or

   in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

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

   (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
   (ii) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
   (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

   whichever occurs first;-.

   AND THAT the Board be and is hereby authorised to do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Authority for Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

9. **PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")** ***Ordinary Resolution 12***

   "**THAT**, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Company and/or its subsidiary companies ("**GBGAQRS Group**" or the "**Group**") to enter into and to give effect to specified recurrent related party transactions of a revenue or trading nature with the related parties as set out in **Part A, Section 2.4** of the circular to shareholders dated 30 October 2025 ("**Circular**"), provided that such transactions are:-

   (i) recurrent transactions of a revenue or trading nature;
   (ii) necessary for the day-to-day operations;
   (iii) carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
   (iv) are not detrimental to the minority shareholders of the Company.

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

   (i) the conclusion of the next AGM of the Company following the general meeting at which the Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed;
   (ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**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 an ordinary resolution passed by the shareholders of the Company in a general meeting;

   whichever is the earlier;

   AND THAT, the Board of Directors of the Company ("**Board**") be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required), as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate."

10. To transact any other ordinary business for which due notice has been given.

BY ORDER OF THE BOARD

OOI LI ANN (SSM PC No.: 201908003060) (MAICSA 7065065)
CHUA SIEW CHUAN (SSM PC No.: 201908002648) (MAICSA 0777689)
TAN LEY THENG (SSM PC No.: 201908001685) (MAICSA 7030358)
Joint Company Secretaries

Selangor Darul Ehsan
30 October 2025

NOTES:-

(1) In respect of deposited securities, only members whose names appear in the Record of Depositors as of 27 November 2025 shall be eligible to attend the Meeting or appoint proxies to attend and/or vote in his/her stead.

(2) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of its officer or attorney duly authorised.

(3) A member of the Company entitled to attend and vote at the Meeting, may appoint more than one (1) proxy to attend and vote in his stead. When a member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to speak at the Meeting.

(4) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), it may appoint at least one (1) proxy 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 holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**") as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

(6) The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited with the Company's Share Registrar, not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjournment thereof:-

Mode of submission	*Designated Address*
Hard Copy	*Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan*
Electronic means	*(i) Vide Facsimile (Fax Number: 03 – 2094 9940 / 03 - 2095 0292); or* *(ii) Vide designated electronic mail (Email) Address of Share Registrar: info@sshsb.com.my*

A member may call dedicated support line of Securities Services (Holdings) Sdn. Bhd. at 03-2084 9169 for assistance/clarification on item 6 above..

The lodging of the Form of Proxy does not preclude a member from attending and voting remotely at the 15th AGM should he subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited to Share Registrar's Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the 15th AGM or any adjournment thereof.

EXPLANATORY NOTES:

1. Audited Financial Statements for the financial year end 30 June 2025

The Audited Financial Statements in Agenda 1 are meant for discussion purpose only, as the approval of the shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this agenda is not put forward for voting by shareholders.

2. Ordinary Resolutions 1 & 2 - Re-election of Directors

*Datuk Ir. Mohd Dom bin Ahmad and Puan Masleena binti Zaid who retire in accordance with Clause 119 of the Company's Constitution (collectively referred to as "**Retiring Directors**"), and being eligible, have offered themselves for re-election.*

*For the purpose of determining the eligibility of the Directors to stand for re-election at this 15th AGM and in line with Practice 5.1 of the Malaysian Code on Corporate Governance 2021, the Nomination Committee ("**NC**") has reviewed and assessed the Retiring Directors through the annual assessment and evaluation of the Board.*

The NC had recommended the re-election of Retiring Directors based on the following consideration:-

(i) satisfactory performance and have met Board's expectation in discharging their duties and responsibilities;
(ii) met the fit and proper criteria in discharging their roles as directors of the Company;
(iii) level of independence demonstrated by the independent director; and
(iv) their ability to act in the best interest of the Company in decision-making.

The Board endorsed the recommendation of the NC on the re-election of the Retiring Directors.

The profiles of the Retiring Directors are stated in the Annual Report 2025 of the Company.

3. Payment of Directors' Fees and Benefits

Section 230(1) of the Companies Act 2016 requires that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. The Executive Directors do not receive any fees as Directors, but they are remunerated with salary, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders.

(i) Ordinary Resolutions 3 to 7 - Payment of Directors' Fees

*The proposed Directors' Fees, if approved, will be payable to the Non-Executive Directors ("**NEDs**") for the period from 5 December 2025 until the next AGM of the Company, which is to be held in 2026, as shown below:-*

Mode of submission	*Per Month Basis (RM)*
Chairman of the Board	*13,000*
Non-Independent Non-Executive Director	*9,000*
Independent Non-Executive Director (per person)	*6,000*

This is to facilitate payment of Directors' fees on the current financial year basis and to be payable on a monthly basis in arrears after each month of completed service of the Directors.

If the Directors' proposed fees are insufficient due to the enlarged Board size, approval will be sought at the following AGM in year 2026 for additional fees to meet the shortfall.

(ii) Ordinary Resolution 8 - Payment of Directors' benefits

*The proposed Directors' benefit, if approved, will authorise the payment of up to RM59,000 to the Non-Executive Directors ("**NEDs**") for the period from 5 December 2025 until the next AGM of the Company in 2026. The Directors' benefit payable to the NEDs comprises the following:-*

Meeting Allowance for Board Committee	*Chairman (RM)*	*Per Member (RM)*	*Remarks*
Audit Committee	*1,500*	*1,000*	*The Meeting allowance shall only be paid whenever meeting are called during the Period*
Risk Management and Sustainability Committee	*1,500*	*1,000*	
Nomination Committee	*1,000*	*1,000*	
Remuneration Committee	*1,000*	*1,000*	

4. Ordinary Resolution 9 - Re-Appointment of Auditors

*The Board has at its meeting held on 28 August 2025 approved the recommendation by the Audit Committee on the re-appointment of Messrs. Forvis Mazars PLT as Auditors of the Company, having considered several factors including the adequacy of experience and resources of the firm and the professional staff assigned to the audit. The shareholders' approval is sought under **Ordinary Resolution 9.***

5. Explanatory Notes on Special Business

Ordinary Resolution 10 - Authority to issue and allot shares pursuant to the Companies Act 2016

*The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders at the last Annual General Meeting held on 5 December 2024 ("**Previous Mandate**"). The Company did not utilise the Previous Mandate that was approved last year.*

*The Ordinary Resolution 10 proposed under item 7 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act and empowering the Directors of the Company to issue and allot shares in the Company from time to time, provided that the aggregate number of such shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being ("**Proposed General Mandate**").*

The Proposed General Mandate, if passed, serves as a measure to meet the Company's immediate working capital needs in the short term without relying on conventional debt financing (which will result in higher finance costs to be incurred) for the purpose of funding investment project(s), working capital and/or acquisition(s), without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. This authority, unless revoked or varied by the Company at a general meeting, will 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 earlier.

By approving the issuance and allotment of shares pursuant to Sections 75 and 76 of the Act, the shareholders, having agreed to irrevocably waive their statutory preemptive rights pursuant to Section 85 of the Act read together with Clause 71 of the Constitution of the Company which will result in a dilution to their shareholding percentage in the Company, allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the Proposed General Mandate.

If there should be a decision to issue new shares after the Proposed General Mandate is obtained, the Company will make an announcement in respect thereof.

Ordinary Resolution 11 - Proposed Renewal of Authority for Share Buy-Back

The Ordinary Resolution 11, if passed, will renew the authority given to the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company. The details of the proposal are set out in Part B of Circular/Statement to Shareholders dated 30 October 2025 which circulated together with this Annual Report.

Ordinary Resolution 12- Proposed New Shareholders' Mandate

This proposed Ordinary Resolution 12, if passed, the authority is given to the Company and/or its subsidiaries a mandate to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company. Further information on the Proposed New Shareholders' Mandate is set out in the Part A of Circular/Statement to Shareholders dated 30 October 2025 which circulated together with this Annual Report.