Mesiniaga

Mesiniaga Berhad

Registration No. 198101013112 (79244-V)

Notice of the Forty-Fourth (44th) Annual General Meeting

NOTICE IS HEREBY GIVEN that the Forty-Fourth (44th) Annual General Meeting (AGM) of the Company will be held at 1st Floor, Auditorium Ismail Sulaiman, Menara Mesiniaga, 1A, Jalan SS16/1, 47500 Subang Jaya, Selangor Darul Ehsan on Thursday, 4 June 2026 at 2.30 p.m. for the following purposes:

Agenda

1.	To receive the Audited Financial Statements for the year ended 31 December 2025, together with the Directors' Report and the Independent Auditors' Report thereon.	
2.	To declare a final single-tier dividend of 5 sen per ordinary share for the financial year ended 31 December 2025.	**Resolution 1**
3.	To approve the payment of Directors' Remuneration of up to RM500,000 to the Non-Executive Directors for the year ending 31 December 2026.	**Resolution 2**
4.	To re-elect the following Directors, each of whom retires by rotation in accordance with Article 104 of the Company's Articles of Association, and being eligible, offer themselves for re-election:	
	a. Datuk Wan Mohamed Fusil bin Wan Mahmood (Executive Chairman)	**Resolution 3**
	b. Fathil Sulaiman bin Ismail (Non-Independent Non-Executive Director)	**Resolution 4**
5.	To re-appoint Messrs PricewaterhouseCoopers PLT as the Company's Auditors and to authorise the Directors to fix their remuneration.	**Resolution 5**

BY ORDER OF THE BOARD

DEBORAH SHARMINI BENJAMIN (MAICSA 7077164)
Company Secretary
Subang Jaya
30 April 2026

Note:

1. *For the purposes of determining a member who shall be entitled to participate and vote at the forthcoming Forty-Fourth (44th) Annual General Meeting of the Company, the Company shall be requesting the Record of Depositors as of 28 May 2026. Only a depositor whose name appears on the Record of Depositors as of 28 May 2026 shall be entitled to participate and vote at this AGM and for the appointment of proxy(ies) to participate and vote in his/her stead.*
2. *A member entitled to participate and vote at the meeting is entitled to appoint proxy(ies) to participate and vote in his/her stead. A proxy need not be a member of the Company.*
3. *The instrument appointing proxy(ies) shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its attorney.*
4. *All proxy forms must be deposited at the Company's Share Registrar's Office at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or via e-mail at bsr.proxy@boardroomlimited.com not less than 48 hours before the time set for holding the meeting or any adjournment thereof. The last date and time for lodging the proxy form is on Tuesday, 2 June 2026 at 2.30 p.m.*
5. *You are required to read and adhere to the* ***Administrative Guide*** *issued in the annual report on pages 164 to 165 and published on the Company's website at https://mesiniaga.com.my/annual-general-meeting/*

MESINIAGA BERHAD STATEMENT ACCOMPANYING NOTICE OF THE FORTY-FOURTH (44th) ANNUAL GENERAL MEETING

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

This Agenda is meant for discussion only, as Section 340(1)(a) of the Companies Act 2016 provides that the audited financial statements are to be laid in the general meeting and do not require formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2) Declaration of a Final Single-Tier Dividend.

According to Section 131 of the Companies Act 2016, a company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. On 25 February 2026, the Board considered the proposed amount of dividend and decided to recommend the same for the shareholders' approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 7 July 2026 in accordance with the requirements under Sections 132(2) and (3) of the Companies Act 2016.

3) Payment of Directors' Remuneration of up to RM500,000 to the Non-Executive Directors for the year ending 31 December 2026.

Section 230(1) of the Companies Act 2016 provides 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. Pursuant thereto, shareholders' approval shall be sought at this AGM for the payment of Directors' fees and benefits payable to the Non-Executive Directors of the Company under Resolution 2.

The proposal is made upon benchmarking against selected peer companies in the IT industry with similar market capitalisation, revenue or profit before tax.

The payment of the Directors' fees totalling RM500,000 in respect of the financial year ending 31 December 2026 will only be made if the proposed Resolution 2 is approved by the Company shareholders at this meeting pursuant to Section 230(1)(b) of the Companies Act 2016.

4) Re-election of Director, who retires by rotation in accordance with Article 104 of the Company's Articles of Association.

The following Directors, who retire by rotation in accordance with Article 104 of the Company's Articles of Association, and being eligible, offer themselves for re-election:

a. ***Datuk Wan Mohamed Fusil bin Wan Mahmood (Executive Chairman) - page 14***

b. ***Fathil Sulaiman bin Ismail (Non-Independent Non-Executive Director) – page 15***

The following are the justifications for their re-election:

Directors subject to re-election pursuant to Article 104	***Statement of Support by the Board***
Datuk Wan Mohamed Fusil bin Wan Mahmood	*i. Having led the Company since 2007, he brings extensive institutional knowledge, industry experience, and strategic insight that support continuity and stability in the Company's long-term direction. As Executive Chairman, he ensures effective alignment between the Board's strategic oversight and management's execution of corporate objectives, driving sustainable growth and value creation.* *ii. He provides strong leadership at both Board and management levels, sets the Board agenda, and facilitates objective and constructive deliberations. He ensures directors receive timely and adequate information for informed decision-making, thereby promoting effective governance, accountability, and risk oversight.* *iii. He is not involved in any situation of actual or potential conflict of interest that would materially interfere with the proper discharge of his duties and responsibilities as Executive Chairman, and he remains committed to acting in good faith and in the best interests of the Company.* *iv. He has not been convicted of any offences within the past ten (10) years other than traffic-related offences and continues to meet the fit and proper criteria required of a director.*
Fathil Sulaiman bin Ismail	*i. He has provided valuable guidance and mentorship to the management team, contributing meaningfully to the formulation and execution of the Company's business strategies and supporting the achievement of its long-term objectives.* *ii. He has demonstrated active and constructive participation in the Board's deliberations and decision-making processes, offering considered views and sound advice that enhance balanced discussions and effective Board oversight of management and the Company's operations.* *iii. He is not involved in any situation of actual or potential conflict of interest that would materially interfere with the proper discharge of his duties and responsibilities as a Non-Independent Non-Executive Director, and he remains committed to acting in good faith and in the best interests of the Company.* *iv. He has not been convicted of any offences within the past ten (10) years other than traffic-related offences and continues to meet the fit and proper criteria required of a director.*

Both Datuk Wan Mohamed Fusil bin Wan Mahmood and Fathil Sulaiman bin Ismail hold securities in the Company as stated on page 159.

BY ORDER OF THE BOARD

DEBORAH SHARMINI BENJAMIN (MAICSA 7077164)
Company Secretary
Subang Jaya
30 April 2026