



MEPRO HOLDINGS BERHAD

Registration No. 198101002254 (68367-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-First Annual General Meeting of Mepro Holdings Berhad (the Company) will be held at Hotel Grand Continental Kuala Lumpur, Grand V Meeting Hall, Level 10, Jalan Belia/Jalan Raja Laut, 50350 Kuala Lumpur on Wednesday, 21st May 2025 at 10:00 a.m. for the following purposes :

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31st December 2024 together with the Reports of the Directors and Auditors thereon.
(Explanatory Notes A)
2. To approve a single tier final dividend of 0.25 sen per share in respect of the year ended 31st December 2024.
(Ordinary Resolution 1)
3. To re-elect Mr Tan Ban Seng who retires under Clause 104.1 of the Company's Constitution, being eligible, offers himself for re-election.
(Ordinary Resolution 2)
4. To re-elect Mr Png Theng Shuan who retires under Clause 104.1 of the Company's Constitution, being eligible, offers himself for re-election.
(Ordinary Resolution 3)
5. To re-appoint Messrs Ng & Partners as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.
(Ordinary Resolution 4)

AS SPECIAL BUSINESS

To consider, and if though fit, pass the following resolution:

6. **Authority to Allot Shares Pursuant To Section 75 of the Companies Act 2016**

"THAT pursuant to Section 75 of the Companies Act, 2016 ("Act") and subject to the Act and the Constitution of the Company, the Directors be and are hereby empowered to allot and issue shares in the Company at any time until the conclusion of the Company's next Annual General Meeting and upon such terms and conditions, for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued and paid-up share capital of the Company at any one time during the validity of the authority granted herein."

(Ordinary Resolution 5)
[Explanatory Notes B]

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.



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NOTICE OF 41ST ANNUAL GENERAL MEETING

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a single tier final dividend of 0.25 sen per share in respect of the financial year ended 31st December 2024, if approved by the shareholders at the Company's Forty-First AGM, will be paid on 31st July 2025 to the ordinary shareholders registered in the Company's Register of Members at the close of business on 30th June 2025 before 5.00p.m.

By Order of the Board

TEN KIM FOONG (MAICSA 7029576) (SSM PC No. 202008000519)

GAN SWEE LENG (MIA8352) (SSM PC No. 202008000468)

Company Secretaries

Kuala Lumpur

29th April 2025

Notes :

Appointment of Proxy

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A member shall not be entitled to appoint a person who is not a member as his proxy unless that person is an advocate, an approved company auditor, or a person approved by the Registrar of Companies in a particular case.
2. Where the Proxy Form is executed by a corporation, it must be either under its seal or under the hand of an officer or attorney duly authorised.
3. The Proxy Form must be deposited at the Company's registered office at 1st Floor, Wisma Mepro, 29 & 31 Jalan Sultan Azlan Shah, 51200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting.

Explanatory Notes A :

The Audited Financial Statements are laid in accordance with Section 340(1) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

Explanatory Notes B :

(Resolution 5)

The proposed Resolution 5, if passed, will empower the Directors to allot and issue shares up to 10% of the issued and paid-up share capital of the Company at any one time during the validity of the authority granted for such purposes as they may consider being in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited for the placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.



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年度股东大会通知

兹通告金鹏集团有限公司(简称“公司”)第四十一届年度股东大会将于二零二五年五月二十一日(星期三)上午十时正假吉隆坡, 惹兰拉惹劳勿, 大洲酒店十楼 5 号 (Grand V) 会议厅举行, 议程如下:

普通事项:

- (一) 接纳截至二零二四年十二月三十一日, 经审核账目以及董事与稽查师的报告书。
- (二) 批准派发截至二零二四年十二月三十一日财政年度之 0.25 仙之股息
(议案一)
- (三) 重新委任依照公司章程 104.1 条文於本届股东大会卸任之陈万成先生为董事。
(议案二)
- (四) 重新委任依照公司章程 104.1 条文於本届股东大会卸任之方庭轩先生为董事。
(议案三)
- (五) 重新委任 Ng & Partners 为本公司稽查师并授权董事部决定其酬劳费。
(议案四)

特别事项:

讨论并若认为适宜, 通过下列议案:

- (六) 授权配发及发行股份
依据 2016 年公司法令第 75 章节及本公司章程, 谨此授权董事部在本公司下届股东常年大会召开之前的任何时间内, 按其认可的条件, 方式和目的, 配发及发行股份于任何人士, 惟所发行之股份总额不得超过本公司已发行及缴足股本的 10%。
(议案五)
- (七) 根据 2016 年公司法令预先通知的任何其他事项。

股息享有权通知书

董事部所宣布之二零二四年十二月三十一日财政年度之 0.25 仙之股息若获大会批准, 将于二零二五年七月三十一日派发给所有在二零二五年六月三十日下午五时前在本公司股东名册已注册之股东。

奉董事部之命

公司秘书

邓金凤, 颜瑞玲

吉隆坡二零二五年四月二十九日

注:

本通告的中文版为译本, 如有任何歧異, 概以英文版为准。