



Mepro Holdings Berhad

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

NOTICE OF THE FORTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Second Annual General Meeting (“42nd AGM”) 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 Tuesday, 30 June 2026 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

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 Explanatory Note A]
2. To approve the payment of a single tier final dividend of 0.25 sen per share in respect of the financial year ended 31 December 2025.
(Ordinary Resolution 1)
3. To re-elect Dato’ Rosidi Bin Kamaruddin who retires pursuant to Clause 104.1 of the Company’s Constitution, and being eligible, has offered himself for re-election.
(Ordinary Resolution 2)
4. To re-elect Mr. Png Chiew Chuan who retires pursuant to Clause 104.1 of the Company’s Constitution, and being eligible, has offered 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, to pass the following resolution:

6. **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
“**THAT** subject always to the Companies Act 2016 and the Constitution of the Company, the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the capital of the Company at any time to such persons, 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 ten per centum (10%) of the total number of issued shares of the Company for the time being; **AND THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the Company’s next Annual General Meeting.”
(Ordinary Resolution 5)
[Please refer to Explanatory Note B]
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.



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NOTICE OF 42ND AGM

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NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a single tier final dividend of 0.25 sen per share in respect of the financial year ended 31 December 2025, if approved by the shareholders at the Company's 42nd AGM, will be paid on 28 August 2026 to the shareholders registered in the Company's Register of Members at the close of business on 31 July 2026 before 5:00 p.m.

By Order of the Board

NG SHU FERN (MAICSA 7062881) (SSM PC No. 201908001840)
WONG SIN YEE (MAICSA 7071946) (SSM PC No. 202208000421)
TAN YAN NI (MAICSA 7071933) (SSM PC No. 202308000465)
Company Secretaries

Kuala Lumpur
5 June 2026

NOTES:

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 forty-eight (48) hours before the time appointed for holding the 42nd AGM or any adjournment thereof (**i.e. on or before Sunday, 28 June 2026 at 10:00 a.m.**).

Explanatory Note A

(Audited Financial Statements for the financial year ended 31 December 2025)

This agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 ("Act") does not require the audited financial statements to be formally approved by the shareholders of the Company. Hence, this agenda item is not put forward for voting.

Explanatory Note B

(Ordinary Resolution 5 - Authority to Issue Shares Pursuant to Sections 75 and 76 of the Act)

The proposed Ordinary Resolution 5, if passed, will empower the Directors to issue and allot new shares of up to 10% of the total number of issued shares of the Company for the time being. This 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.

This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.



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年度股东大会通知书

兹通知金鹏集团有限公司（“本公司”）第四十二届年度股东大会将于二零二六年六月三十日（星期二）上午十时正，假座吉隆坡，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) 接纳本公司截至二零二五年十二月三十一日止财政年度的经审核财务报表，以及董事报告书和稽查师报告书。
(议案一)
- (二) 批准派发截至二零二五年十二月三十一日止财政年度之每股 0.25 仙股息。
(议案二)
- (三) 重选根据公司章程第 104.1 条文於本届股东大会退任，并符合资格且愿意膺选连任的拿督罗斯迪咖玛鲁丁为董事。
(议案二)
- (四) 重选根据公司章程第 104.1 条文於本届股东大会退任，并符合资格且愿意膺选连任的方秋泉先生为董事。
(议案三)
- (五) 重新委任 Ng & Partners 为本公司稽查师，并授权董事决定其酬金。
(议案四)

特别事项：

讨论并若认为适宜，通过下列议案：

(六) 授权根据 2016 年公司法令第 75 及 76 条发行股份

“在遵守 2016 年公司法令及本公司章程的前提下，谨此授权本公司董事部根据 2016 年公司法令第 75 及 76 条，在任何时间向其认为合适的人士，并按其绝对酌情权认为合适的条款、条件及目的，发行及配发本公司股本中的股份，惟根据本决议案所发行的股份总数不得超过本公司当时已发行股份总数的百分之十（10%）；并议决，本授权将于本决议案通过后即时生效，并持续有效至本公司下届年度股东大会结束为止。”

(议案五)

- (七) 处理任何已根据 2016 年公司法令及本公司章程预先通知的其他事项。

股息享有权及派发通知书

兹通知，倘若股东于本公司第四十二届年度股东大会上批准派发截至二零二五年十二月三十一日止财政年度之每股 0.25 仙股息，该股息将于二零二六年八月二十八日派发予二零二六年七月三十一日下午五时正营业时间结束时名列本公司股东名册的股东。

承董事会命

黄淑芬，黄欣怡，陈彦莉
公司秘书

吉隆坡
二零二六年六月五日

注：本通告的中文版仅为译本，如中英文版本有任何歧义或不一致，概以英文版本为准。