

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 60<sup>th</sup> Annual General Meeting (AGM) of Mega First Corporation Berhad (MFCB or the Company) will be held at Robert's Theatre, The Campus Ampang, Lot 7706, Jalan Kolam Air Lama, Mukim, Hulu Kelang, 68000 Ampang, Selangor, on Thursday, 21 May 2026 at 10.00 a.m. for the following purposes:-

### ORDINARY BUSINESS

- To receive Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. *(Please refer to Note B below)*
- To approve the following payments to the Non-Executive Directors in respect of the financial year ending 31 December 2026, from 22 May 2026 until the next AGM of the Company.
  - Directors' fees of up to RM496,000 *(Ordinary Resolution 1)*
  - Directors' meeting allowances of up to RM39,000 *(Ordinary Resolution 2)*
- To re-elect the following Directors who retire by rotation pursuant to Clause 118 of the Company's Constitution and who being eligible, offer themselves for re-election:-
  - Mr Jesper Bjorn Madsen *(Ordinary Resolution 3)*
  - Mr Au Siew Loon *(Ordinary Resolution 4)*

Mr Tay Kheng Chiong, who is also due to retire by rotation pursuant to Clause 118 of the Company's Constitution, has expressed his intention to retire from office and not to seek re-election. Therefore, he will retire from office upon the conclusion of the Company's 60th AGM.
- To re-appoint Crowe Malaysia PLT as auditors of the Company for the financial year ending 31 December 2026 and to authorise the Board of Directors to determine their remuneration. *(Ordinary Resolution 5)*

### SPECIAL BUSINESS

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

- Retention of Mr Jesper Bjorn Madsen as Independent Director** *(Ordinary Resolution 6)*  
THAT Mr Jesper Bjorn Madsen who has served for a cumulative term of more than nine (9) years be and is hereby retained as Independent Director of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance.
- Authority to issue shares pursuant to Section 75 and 76 of the Companies Act, 2016** *(Ordinary Resolution 7)*  
"THAT, subject always to the Companies Act, 2016 (the Act) and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered and authorised, pursuant to Section 75 and 76 of the Act, to issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person/persons or party/parties whomsoever the Directors may deem fit provided that the aggregate nominal value of shares to be issued during the preceding 12 months does not exceed ten (10) percent of the total number of shares in issue (excluding treasury shares) at the point of issuance of shares and that such authority shall continue in force until the conclusion of the next annual general meeting.  
THAT pursuant to Section 85 of the Act, read together with Clause 14 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares pursuant to Section 75 and 76 of the Act."
- Renewal of Share Buy-Back Authority** *(Ordinary Resolution 8)*  
"THAT, subject always to the Companies Act, 2016 (the Act), rules, regulations and orders made pursuant to the Act, and the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad (BMSB) and any applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised to:-  
i) purchase shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, provided that the aggregate number of shares bought pursuant to this resolution does not exceed ten percent of the total number of shares as quoted on BMSB at the point of purchase and the total funds allocated shall not exceed the total retained earnings of the Company which would otherwise be available for dividends;  
ii) retain the shares so purchased as treasury shares or cancel them or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or to distribute the shares as dividend, and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the MMLR of BMSB and any other relevant authority for the time being in force; and  
iii) take all such steps as are necessary or expedient to implement or to effect the purchase of the shares,  
AND THAT the authority conferred by this resolution shall commence immediately and continue to be in force until the conclusion of the next annual general meeting of the Company, unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or upon the expiration of the period within which the next annual general meeting is required by law to be held, whichever occurs first."
- To transact any other business that may be transacted at an annual general meeting, due notice of which shall have been previously given in accordance with the Companies Act, 2016 and the Company's Constitution.

By Order of the Board

**MEGA FIRST CORPORATION BERHAD**

**Foo Wen Yunn**

Secretary

SSM PC No. 202308000796 (MAICSA 7057965)

Petaling Jaya

29 April 2026

### A) ENTITLEMENT OF ATTENDANCE AND APPOINTMENT OF PROXY

- In respect of deposited securities, only members whose names appear in the Record of Depositors as at 14 May 2026 shall be entitled to attend the AGM or to appoint proxies to attend on their behalf.
- A member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- In the case of a corporate member, the instrument appointing a proxy or proxies shall be (a) under its common seal; or (b) under the hand of its attorney, and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
- A member shall, subject to paragraph (5) below, be entitled to appoint no more than 2 proxies to attend and vote at the AGM. Where a member appoints 2 proxies to attend and vote at the AGM, such appointment shall not be valid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA) which holds MFCB Shares for multiple beneficial owners in 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. Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint at least 1 proxy in respect of each securities account it holds with MFCB Shares standing to the credit of the said securities account.
- The instrument appointing a proxy may be made in 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 at any adjournment thereof:

#### In hard copy form

In the case of an appointment is made in hard copy form, the Form of Proxy must be deposited at the registered office of the Company situated at A-12-01, Level 12, Block A, P8, 23 Jalan Barat, Seksyen 8, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

#### By electronic means

The appointment of proxy form can be electronically lodged with the Poll Administrator website via Securities Services e-Portal at <https://sshsb.net.my/>. Please refer to the procedures as stated in the Administrative Guide which is available at the Company's website, [www.mega-first.com](http://www.mega-first.com).

### B) Audited Financial Statements

The agenda is meant for discussion as the provisions of the Companies Act, 2016 do not require a formal approval of the shareholders on the audited financial statements. Hence, the matter will not be put for voting.

### EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS

#### 1) Non-Executive Directors' Fees and Meeting Allowances

Shareholders' approval is being sought under Resolution 1 and 2 for the payment of the Directors' fees and meeting allowances to Non-Executive Directors, including one potential new Director in respect of the financial year ending 31 December 2026, from 22 May 2026 up till the next AGM of the Company.

The Non-Executive Directors of the Company are entitled to annual Directors' Fees and meeting allowances based on the following structure:

No.	Description	Chairman (RM)	Member (RM)
	<b>Directors' Fees</b>		
1.	Board	Nil	55,000
2.	Audit Committee	20,000	12,000
3.	Remuneration Committee	Nil	2,000
4.	Nominating Committee	Nil	2,000
	<b>Meeting Allowances</b>	n/a	500 per meeting

#### 2) Re-election of Directors

Clause 118 of the Company's Constitution provides that at every annual general meeting, one-third (1/3) of the Directors are subject to retirement by rotation such that each Director shall retire from office once in every three (3) years. Mr Tay Kheng Chiong, Mr Jesper Bjorn Madsen and Mr Au Siew Loon are subject to retirement by rotation and eligible for re-election at this AGM. Mr Jesper Bjorn Madsen and Mr Au Siew Loon, being eligible, have offered themselves for re-election at this AGM. Meanwhile, Mr Tay Kheng Chiong has expressed his intention to retire from office and not to seek re-election. Therefore, he will retire from office upon the conclusion of the Company's 60th AGM.

The Nominating Committee had assessed the retiring Directors based on the annual assessment and evaluation of the Board, Board Committees and Independent Directors and peers evaluation for financial year 2025 as well as the Fit and Proper Policy. The Board and the Nominating Committee are satisfied that the performance of each of the retiring Directors have met the performance criteria required of an effective and high performance Board and the Board's expectations by continuously discharging their duties diligently as Directors of the Company.

#### 3) Retention of Mr Jesper Bjorn Madsen as Independent Director

Mr Jesper Bjorn Madsen has served the Company as Independent Director for a cumulative term of more than nine (9) years. The Board of Directors, via the Nominating Committee has assessed his independence as defined in the MMLR.

The Nominating Committee and the Board are satisfied that Mr Jesper Bjorn Madsen remains unbiased, objective and independent in expressing his opinions and in participating in the decision making of the Board. He possesses tremendous insights and in-depth knowledge of the Company's business and affairs. The length of his services on the Board has not in any way interfered with his objective and independent judgment in carrying out his role as a member of the Board and relevant Committees. With his skills and vast experience in management, Mr Jesper Bjorn Madsen would be able to contribute during deliberations or discussions of the Board and Board Committees. He has also devoted sufficient attention to his responsibilities as an Independent Director and in carrying out his duty in the best interest of the Company and its shareholders. Based on these justifications, the Board recommends Mr Jesper Bjorn Madsen to continue his office as Independent Director.

Pursuant to the Malaysian Code of Corporate Governance, shareholders' approval will be sought through a two-tier voting process to retain Mr Jesper Bjorn Madsen as Independent Director.

#### 4) Re-appointment of Auditors

The Audit Committee has assessed the suitability, effectiveness and independence of Crowe Malaysia PLT from the annual assessment and was satisfied with their independence and performance. The Audit Committee had recommended the re-appointment of Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2026 to the Board for their recommendation to the shareholders for re-appointment at this AGM.

The Board, at the recommendation of the Audit Committee, endorsed the re-appointment of Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2026.

#### 5) Authority to issue shares pursuant to Section 75 and 76 of the Companies Act, 2016

Ordinary Resolution 7 if passed, will empower the Directors to issue new shares up to 10% of the issued share capital (excluding treasury shares) of the Company at the time of issuance, for purposes of funding future investment projects, working capital, acquisitions and so forth. The approval is a renewed general mandate and is sought to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares for fund raising activities, including placement of shares. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the next AGM. The Company has not issued any new shares under the general authority given at the last AGM.

#### 6) Renewal of Share Buy-Back Authority

Ordinary Resolution 8 if passed, will give the Company the authority to purchase its own ordinary shares of up to 10% of the total number of shares as quoted on Bursa Malaysia Securities Berhad at the point of purchase (Share Buy-Back). This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM after that date is required by law to be held, whichever occurs first.

For further information, please refer to the Share Buy-Back Statement.

### Statement Accompanying Notice of Annual General Meeting Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

- The profiles of the Directors who are standing for re-election under Agenda 3 of the Notice of AGM are found in the Profile of Directors section of this Integrated Annual Report 2025.
- Details of the general mandate to issue securities in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016 are set out in Explanatory Note 5 of the Notice of this AGM.