



NOTICE OF THIRTY-NINTH (39TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 39th Annual General Meeting of Golden Pharos Berhad (“GPB” or “the Company”) will be held at **Berlian Hall, Permai Hotel Kuala Terengganu, Jalan Sultan Mahmud, 20400 Kuala Terengganu, Terengganu Darul Iman, Malaysia** on **Thursday, 25 June 2026** at **10.30 a.m.** for the following purposes:

ORDINARY BUSINESS

- 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 the Explanatory Notes to the Agenda)
- To approve the payment of Directors’ Fees of up to RM471,000 for the period from 26 June 2026 until the next Annual General Meeting of the Company to be held in 2027.
(Ordinary Resolution 1)
- To approve the payment of Directors’ Benefits (excluding Directors’ Fees) payable up to RM610,600 for the period from 26 June 2026 until the next Annual General Meeting of the Company to be held in 2027.
(Ordinary Resolution 2)
- To re-elect the following Directors retiring in accordance with Clause 76 of the Constitution of the Company:
 - Dato’ Burhanuddin Hilmi bin Mohamed @ Harun **(Ordinary Resolution 3)**
 - Muhammad Ramizu bin Mustaffa **(Ordinary Resolution 4)**
 - Dato’ Yahaya bin Ali **(Ordinary Resolution 5)**
- To re-appoint Messrs Ernst & Young PLT as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration.
(Ordinary Resolution 6)

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AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolution:

6. Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at any time to such persons, and 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 does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being;

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 Securities;

AND FURTHER THAT such authority shall continue to be in force until

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting.

(Ordinary Resolution 7)

7. To transact any other business of which due notice shall have been given.

By Order of the Board

Suraya binti Mohd Hairon (LS 0007314)
(SSM Practicing Certificate No.: 202008000100)
Company Secretary
Kuala Terengganu
30 April 2026



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Notes:

1. For the purpose of determining a member who shall be entitled to attend and vote at this Annual General Meeting (“AGM”), the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at **16 June 2026** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxy(ies) to attend and vote on his/her behalf.
2. A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. Where a member, an authorised nominee or an exempt authorized nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall not be valid.
6. A proxy may, but need not be a member of the Company. A proxy appointed to attend and vote shall have the same rights as the member and to speak at the meeting.
7. The appointment of a proxy may be made in the following manner and must be received by the Company at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited at the registered office of the Company situated at 66-2, Taman Sri Intan, Jalan Sultan Omar, 20300 Kuala Terengganu, Terengganu Darul Iman, Malaysia or the Share Registrar’s office, Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, in the designated drop-in box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic means via email

In the case of an appointment made via email transmission, the proxy form must be received via email at suraya@gpb.com.my.

The Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.

(iii) Online

In the case of an appointment made via online lodgement facility, the proxy form can be electronically lodged with the Company’s Share Registrar via Vistra Share Registry and IPO (MY) Portal (“the Portal”) at <https://srmy.vistra.com>.

Please refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of Proxy Form via the Portal.

8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company’s Share Registrar’s office at the above address not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the persons named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
9. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.

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10. Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
 - a. Identity card (NRIC) (Malaysian), or
 - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - c. Passport (Foreigner).
11. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL/CERTIFIED TRUE certificate of appointment of authorised representative with the Company's Share Registrar at the above address. The certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by at least two (2) authorised officers, of whom one shall be a director; or any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

Explanatory Notes on Ordinary Business:

(i) Item 1 of the Agenda

This item is meant for discussion only. Sections 248(2) and 340(1) of the Companies Act 2016 ("the Act") require the audited financial statements and the Reports of the Directors and Auditors to be laid before the Company at its AGM. As such, this Agenda item does not require a motion to be put to vote by shareholders.

(ii) Item 2 and 3 of the Agenda – Ordinary Resolutions 1 and 2

Directors' Fees and any benefits payable

Pursuant to Section 230(1) of the Act, 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 Ordinary Resolutions 1 and 2 proposed under agenda item 2 and 3 are in accordance with Section 230(1)(b) of the Act, and if passed, will authorise the payment of Directors' fees and any benefits payable to Directors of the Company for their services as Directors for the period from 26 June 2026 until the next AGM to be held in 2027.

Directors' benefits include allowances and other emoluments payable to Directors and in determining the estimated total the Board had considered various factors including the number of scheduled meetings for the Board and Board Committees which covers the period from 26 June 2026 until the next AGM to be held in 2027. At the 38th AGM of the Company held on 18 June 2025, the shareholders had approved RM583,000 as the total Directors' Benefits (excluding Directors' Fees) payable to the Directors of the Company for the period from 19 June 2025 until the 39th AGM of the Company.

(iii) Item 4 of the Agenda – Ordinary Resolutions 3, 4 and 5

Re-Election of Directors in accordance with Clause 76 of the Constitution of the Company

Dato' Burhanuddin Hilmi bin Mohamed @ Harun, Muhammad Ramizu bin Mustaffa and Dato' Yahaya bin Ali, are standing for re-election as Directors of the Company in accordance with Clause 76 of the Constitution of the Company and being eligible, have given their written consent for re-election. The details of the retiring Directors are set out on page 14, 15 and 16 of the Annual Report 2025.

The Board, through the Nomination and Remuneration Committee ("NRC"), has assessed the performance and contribution of the retiring Directors through the annual Board Assessments and individual Directors' self and peer assessment, while considering the criteria under the Directors' Fit and Proper Policy of the Company. Based on the assessment results, the NRC recommended and the Board of Directors supported, the re-election of the retiring Directors.



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(iv) Item 5 of the Agenda – Ordinary Resolution 6

Re-Appointment of External Auditors

The Audit Committee (“AC”) assessed the performance, suitability and independence of the External Auditors, Messrs Ernst & Young PLT (“EY”), and is satisfied with EY’s suitability based on the quality of audit, performance, competency and the sufficiency of resources provided by the external audit team to the GPB Group. The AC also reviewed the provisions of non-audit services by EY to the GPB Group for the financial year ended 31 December 2025 and is satisfied that these services did not impair EY’s objectivity and independence as External Auditors of the GPB Group. EY has met the criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Board of Directors concurred with the AC’s recommendation to seek shareholders’ approval for the re-appointment of EY as the External Auditors of the Company for the ensuing financial year.

Explanatory Notes on Special Business:

(v) Item 6 of the Agenda – Ordinary Resolution 7

Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”)

The proposed Ordinary Resolution 7, if passed, will grant a general mandate empowering the Directors to issue shares, up to an aggregate number of shares allotted pursuant to this resolution, not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being, for such purposes as the Directors consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied by the Company in 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.

This general mandate will provide the Company with the flexibility for possible fund raising activities, including but not limited to further placement of shares for purposes such as funding future investment, working capital, and/or acquisitions.

The proposed Ordinary Resolution No.7 is a renewal of the previous year’s mandate. As at the date of this notice, the Company has not issued any new shares under the general mandate granted at the previous AGM.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

[Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad]

1. There is no individual standing for election as a Director of the Company at the forthcoming Annual General Meeting.
2. General Mandate for Issue of Securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements.

Kindly refer to the Explanatory Notes on Special Business for Ordinary Resolution 7 on the Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 under the Notice of the Annual General Meeting for details of the general mandate.