

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 58<sup>th</sup> Annual General Meeting of Sarawak Oil Palms Berhad (“SOPB” or “Company”) will be held at the Conference Room of Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak on Thursday, 25 June 2026 at 10.00 a.m. for the following purposes:-

### AGENDA

- |   |  |                           |
|---|--|---------------------------|
| 1 | To receive and adopt the annual accounts for the year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.  | <b>Explanatory Note 1</b> |
| 2 | To approve the payment of Final Dividend in respect of the financial year ended 31 December 2025 as recommended by the Directors.  | <b>(Resolution 1)</b>     |
| 3 | To approve the payment of Directors’ Fees for the financial year ending 31 December 2026, payable quarterly in arrears after each month of completed service of the Directors during the financial year.   | <b>(Resolution 2)</b>     |
| 4 | To approve the payment of Directors’ benefit for the period from 1 January 2026 until the conclusion of the next Annual General Meeting  | <b>(Resolution 3)</b>     |
| 5 | To approve the payment of the additional Directors’ fees amounting to RM65,000 per annum with effect from 1 January 2025.  | <b>(Resolution 4)</b>     |
| 6 | To re-elect the following Directors who retire pursuant to Articles 93 and 100 of the Company’s Constitution and being eligible, offer themselves for re-election:-  |                           |
|   | (a) Mdm Perpetua Phang   | <b>(Resolution 5)</b>     |
|   | (b) Cik Bibi Umizah Binti Osman  | <b>(Resolution 6)</b>     |
|   | (c) Mr. Chua Chen San  | <b>(Resolution 7)</b>     |
|   | (d) Mdm Lau Phui Ching, Regina   | <b>(Resolution 8)</b>     |
| 7 | To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.  | <b>(Resolution 9)</b>     |
| 8 | <b>As Special Business</b>   |                           |
|   | To consider and, if thought fit, to pass the following ordinary resolutions:-  |                           |
|   | (a) Continuation in office as Independent Non-Executive Director   |                           |
|   | “That approval be and is hereby given to the following Director who have served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.”  | <b>(Resolution 10)</b>    |
|   | (i) Chua Chen San  |                           |
|   | (b) Proposed Renewal and New Shareholders’ Mandate for Recurrent Related Party Transactions of a revenue or trading nature   | <b>(Resolution 11)</b>    |
|   | “THAT subject always to the Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a revenue or trading nature with those Related Parties as stated in Section 2.2 of the Circular to Shareholders dated 28 April 2026 (“Shareholders’ Mandate”) which are necessary for its day-to-day operations subject further to the following: - |                           |

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- (a) That the transactions are in the ordinary course of business and are made on an arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those available to the public and not to the detriment of the minority shareholders; and
- (b) That disclosure will be made in the annual report of the Company of the breakdown of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year based on information such as the type of the Recurrent Transactions made and the names of the related parties involved in each type of the Recurrent Transactions made and their relationship with the company.
- (c) That such approval shall continue to be in force until:-
  - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company;
  - (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to section 340(2) of the Companies Act, 2016 ("Acts") but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
  - (iii) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate, with full powers to assents to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities.

- (c) Proposed Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

**(Resolution 12)**

"That subject always to the Companies Act 2016 ("Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's constitutions and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorized and empowered to Sections 75 and 76 of the Act:-

- (a) to issue and allot new shares in the Company and/or;
- (b) to grant rights to subscribe for shares in the Company; and/or
- (c) to convert any security into shares in the Company; and/or
- (d) to allot shares under an agreement or option or offer,

at any time and from time to time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of new share issued pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares of the Company for the time being (excluding treasury shares, if any) ("**10% General Mandate**").

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That such approval of the 10% General Mandate shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company held after the approval was given;
- (b) the expiration of the period within which the next AGM 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,

whichever is earlier.

That the Directors be and are hereby empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares on the Main Market of Bursa Securities.

That the Directors be further authorised to implement, finalise, complete and take all necessary steps and to do all acts, deeds and things as may be necessary or expedient (including executing such documents as may be required) in order to give full effect to the 10% General Mandate, with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

That pursuant to Section 85(1) of the Act, read together with Article 52 of the Company's Constitution, approval be and is hereby given for the waiver of the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares, arising from any issuance of new shares pursuant to this general mandate AND THAT the Directors of the Company are exempted from the obligation to offer such new shares first to the existing shareholders of the Company in proportion to their respective shareholdings in the Company, provided however that if following the passing of this resolution, this paragraph is or is found to be in any way void, invalid, or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provision of this resolution shall remain in full force and effect."

- (d) **PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF SOPB ("SOPB SHARES" OR "SHARES") (EXCLUDING TREASURY SHARES, IF ANY) ("PROPOSED ESOS") FOR THE ELIGIBLE DIRECTORS OF SOPB AND ELIGIBLE EMPLOYEES OF SOPB AND ITS SUBSIDIARIES**

**(Resolution 13)**

"THAT subject to the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board of Directors of the Company ("Board"), be and is hereby authorised and empowered to:

- (i) establish and implement the Proposed ESOS of up to 10% of the total number of SOPB Shares (excluding treasury shares, if any) at any one time during the duration of the Proposed ESOS for the eligible directors of SOPB and the employees of SOPB and its subsidiaries who fulfill the eligibility criteria of the Proposed ESOS ("**Eligible Persons**"), and who are selected by the committee to be appointed and authorised by the Board to administer and implement the Proposed ESOS ("**ESOS Committee**"), in accordance with the provisions of the by-laws governing the Proposed ESOS ("**By-Laws**"). The ESOS Committee will have the sole and absolute discretion in administering the Proposed ESOS in accordance with the By-Laws and the terms of reference of the ESOS Committee;

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- (ii) allot and issue such number of new SOPB Shares in relation to the exercise of the share options granted under the Proposed ESOS (“**ESOS Awards**”), to the eligible employees and directors who have accepted the offer made in writing to them by the ESOS Committee, fulfilled the relevant vesting conditions and exercised their share options granted under the Proposed ESOS, in accordance with the By-Laws:
- (a) provided that the maximum number of new SOPB Shares which may be made available under the Proposed ESOS and the existing employees’ share option scheme which was effective from 19 September 2017 and expiring on 18 September 2027 (“Existing ESOS”) shall not in aggregate exceed 15% of SOPB’s total number of issued Shares (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESOS and Existing ESOS;
  - (b) that such new SOPB Shares to be allotted and issued pursuant to the Proposed ESOS will, upon allotment and issuance, rank equally in all respects with the then existing SOPB Shares, save and except that such new Shares will not be entitled to any voting rights, dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid, for which the entitlement date of such dividends, rights, allotments and/or any other forms of distribution precedes the date of allotment and issuance of the new Shares pursuant to the Proposed ESOS;
  - (c) add, delete, modify and/or amend any of the terms as set out in the By-Laws upon recommendation by the ESOS Committee from time to time as may be permitted or deemed necessary by the Board, provided that such additions, deletions, modifications, and/or amendments are effected in accordance with the provisions of the By-Laws; and
  - (d) do all such acts, deeds and things and execute, sign and deliver on behalf of the Company, all such documents and enter into all such transactions, arrangements, agreements, instruments, deeds and/or undertakings, to make all such rules or regulations, or impose such terms and conditions and/or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient to give full effect to the Proposed ESOS and the terms of the By-Laws;

AND THAT it is hereby approved and determined in this general meeting, in accordance with Article 52 of the Company’s Constitution (read together with subsection 85(1) of the Companies Act 2016 (“**Act**”)), that the Board shall allot and issue new SOPB Shares, as required, under the Proposed ESOS in accordance with the By-Laws, without such SOPB Shares being required to be offered to the shareholders of SOPB in proportion, as nearly as may be, to the number of SOPB Shares held by them or at all and effectively resulting in the shareholders of SOPB waiving their pre-emptive rights under Article 52 of the Company’s Constitution (read together with subsection 85(1) of the Act) to be offered all or any part of the new SOPB Shares to be issued, if any, pursuant to the Proposed ESOS;

AND THAT the Board be and is hereby authorised to give effect to the Proposed ESOS with full power to assent to any conditions, modifications, variations and/or amendments (including assenting to such modifications, variations and/or amendments to the By-Laws) in any manner as required by the relevant authorities or as the Board may deem fit, necessary and expedient in order to implement, finalise and give full effect to the Proposed ESOS;

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AND THAT the proposed By-Laws of the Proposed ESOS, as set out in Appendix I of the circular to shareholders dated 28 April 2026, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved and adopted.”

**(e) PROPOSED GRANTING OF ESOS AWARDS TO LING LU KUANG****(Resolution 14)**

“THAT subject to the passing of the Ordinary Resolution 13 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time throughout the duration of the Proposed ESOS, to offer and grant **LING LU KUANG** under the Proposed ESOS (in the form of ESOS Award(s)) of up to 3,000,000 new Options, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

**(f) PROPOSED GRANTING OF ESOS AWARDS TO LING CHIONG SING****(Resolution 15)**

“THAT, subject to the passing of the Ordinary Resolution 13 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time throughout the duration of the Proposed ESOS, to offer and grant **LING CHIONG SING** under the Proposed ESOS (in the form of ESOS Award(s)) of up to 150,000 new Options, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

**(h) PROPOSED GRANTING OF ESOS AWARDS TO LING PAU PAU****(Resolution 16)**

“THAT, subject to the passing of the Ordinary Resolution 13 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time throughout the duration of the Proposed ESOS, to offer and grant **LING PAU PAU** under the Proposed ESOS (in the form of ESOS Award(s)) of up to 150,000 new Options, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws .”

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**(i) PROPOSED GRANTING OF ESOS AWARDS TO TANG TIONG ING (Resolution 17)**

“THAT, subject to the passing of the Ordinary Resolution 13 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time throughout the duration of the Proposed ESOS, to offer and grant **TANG TIONG ING** under the Proposed ESOS (in the form of ESOS Award(s)) of up to 150,000 new Options, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

**(j) PROPOSED GRANTING OF ESOS AWARDS TO DATU SR HAJI ZAIDI BIN HAJI MAHDI (Resolution 18)**

“THAT, subject to the passing of the Ordinary Resolution 13 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time throughout the duration of the Proposed ESOS, to offer and grant **DATU SR HAJI ZAIDI BIN HAJI MAHDI** under the Proposed ESOS (in the form of ESOS Award(s)) of up to 150,000 new Options, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

**(k) PROPOSED GRANTING OF ESOS AWARDS TO BIBI UMIZAH BINTI OSMAN (Resolution 19)**

“THAT, subject to the passing of the Ordinary Resolution 13 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time throughout the duration of the Proposed ESOS, to offer and grant **BIBI UMIZAH BINTI OSMAN** under the Proposed ESOS (in the form of ESOS Award(s)) of up to 150,000 new Options, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

**(l) PROPOSED GRANTING OF ESOS AWARDS TO DATU HASMAWATI BINTI SAPAWI (Resolution 20)**

“THAT, subject to the passing of the Ordinary Resolution 13 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time throughout the duration of the Proposed ESOS, to offer and grant **DATU HASMAWATI BINTI SAPAWI** under the Proposed ESOS (in the form of ESOS Award(s)) of up to 150,000 new Options, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

**NOTICE OF ANNUAL GENERAL MEETING****(m) PROPOSED GRANTING OF ESOS AWARDS TO CHUA CHEN SAN (Resolution 21)**

“THAT, subject to the passing of the Ordinary Resolution 13 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time throughout the duration of the Proposed ESOS, to offer and grant **CHUA CHEN SAN** under the Proposed ESOS (in the form of ESOS Award(s)) of up to 150,000 new Options, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

**(n) PROPOSED GRANTING OF ESOS AWARDS TO PERPETUA PHANG (Resolution 22)**

“THAT, subject to the passing of the Ordinary Resolution 13 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time throughout the duration of the Proposed ESOS, to offer and grant **PERPETUA PHANG** under the Proposed ESOS (in the form of ESOS Award(s)) of up to 150,000 new Options, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

**(o) PROPOSED GRANTING OF ESOS AWARDS TO WONG HEE KWONG (Resolution 23)**

“THAT, subject to the passing of the Ordinary Resolution 13 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time throughout the duration of the Proposed ESOS, to offer and grant **WONG HEE KWONG** under the Proposed ESOS (in the form of ESOS Award(s)) of up to 1,500,000 new Options, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

**(p) PROPOSED GRANTING OF ESOS AWARDS TO ERIC KIU KWONG SENG (Resolution 24)**

“THAT, subject to the passing of the Ordinary Resolution 13 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time throughout the duration of the Proposed ESOS, to offer and grant **ERIC KIU KWONG SENG** under the Proposed ESOS (in the form of ESOS Award(s)) of up to 750,000 new Options, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

**NOTICE OF ANNUAL GENERAL MEETING****(q) PROPOSED GRANTING OF ESOS AWARDS TO THO KHENG CHIANG****(Resolution 25)**

“THAT, subject to the passing of the Ordinary Resolution 13 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee from time to time throughout the duration of the Proposed ESOS, to offer and grant **THO KHENG CHIANG** under the Proposed ESOS (in the form of ESOS Award(s)) of up to 750,000 new Options, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time, for the purposes set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

- 9 To transact any other business for which due notice shall be given in accordance with the Companies Act 2016.

**NOTICE OF ENTITLEMENT AND PAYMENT OF FINAL DIVIDEND**

**NOTICE IS HEREBY GIVEN THAT** the Final Dividend of 6 sen per ordinary share for the financial year ended 31 December 2025, if approved at 58th Annual General Meeting will be paid on 17 July 2026 to Shareholders whose names appear in the Records of Depositors and Register of Members at the close of business on 30 June 2026.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares deposited into Depositor’s Securities Account before 12:30pm on 29 June 2026. (In respect of shares which are exempted from mandatory deposit)
- (b) Shares transferred into the Depositor’s Securities Account before 4:30pm on 30 June 2026 in respect of transfers; and
- (c) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

**Eric Kiu Kwong Seng**

Secretary

Miri

28 April 2026

Notes:-

1. A member of the Company who is entitled to attend, vote and speak at the meeting is entitled to appoint a proxy to attend, vote and speak on his/her behalf. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the Member to speak at the Meeting.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.

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3. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy or proxies shall be writing (in the common and usual form) under the hand of the appointer or his attorney duly authorised in writing or, if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
5. The appointment of a proxy may be made in a hard copy form or by electronic means. Proxy forms must be submitted in the following manner, not less than forty-eight (48) hours before the time appointed for holding 58th AGM or at any adjournment thereof:
  - (i) In hard copy form

The original signed proxy form must be deposited with the Company’s Share Registrar, at 11th Floor, Menara Symphony, No.5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, or alternatively, deposited at the Registered office of the Company at No. 124-126, Jalan Bendahara, 98000 Miri, Sarawak.
  - (ii) In electronic form

The proxy form can be electronically submitted via email to [bsr.proxy@boardroomlimited.com](mailto:bsr.proxy@boardroomlimited.com) or via electronic means through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>.
6. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly. If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
7. Depositor whose name appear in the Record of Depositors as at 18 June 2026 shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote on his/her behalf.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this notice shall be put to vote by poll.
9. Pursuant to Section 320 of the Companies Act 2016, the Notice of the Company’s 58<sup>th</sup> AGM is also available on the Company’s website [www.sop.com.my](http://www.sop.com.my) throughout the period beginning from the date of notice until the conclusion of the 58<sup>th</sup> AGM.

### Explanatory Note on Ordinary Business:

#### 1. Audited Financial Statements for the financial year ended 31 December 2025

This agenda is meant for discussion only as under the provisions of Section 340(1) of the Companies Act 2016, the Audited Financial Statements do not require formal approval of the shareholders. Hence, this item of the Agenda will not be put forward for voting.

#### 2. Ordinary Resolution 1 - Final Dividend

On 24 April 2026, the Board of Directors (“the Board”) of the Company announced the declaration and payment of Final Dividend of 6 sen per ordinary share for the financial year ended 31 December 2025 subject to shareholders approval being obtained at the 58<sup>th</sup> AGM. If passed, the dividend will be paid on 17 July 2026 to shareholders whose name appears on the Record of Depositors at the close of business on 30 June 2026.

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**3. Ordinary Resolution 2, 3 and 4 – Payment of Directors’ Fees, Benefits and additional Directors’ Fee**

Section 230(1) of Companies Act 2016 stipulated that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiary shall be approved at general meeting.

Ordinary Resolution 2 and 3 is for payment of the Directors’ Fees for the financial year ended 31 December 2026 and payment of director’s benefits for the period from 1 January 2026 until the next annual general meeting in 2027.

Ordinary Resolution 4 is to approve the additional Directors’ Fees (including Independent Non-Executive Directors (“INED”)) as revised, recommended by Remuneration Committee and approved by the Board in February 2025.

Company	No. of Pax	Fees per Annum		
		2024 (RM)	2025 (RM)	Proposed Additional Payment (RM)
Directors	5	325,000	350,000	25,000
INED – Chairman	1	75,000	95,000	20,000
INED	4	300,000	320,000	20,000
		700,000	765,000	65,000

**4. Ordinary Resolution 5, 6, 7 and 8 on Re-election of Directors namely, Mdm Perpetua Phang, Cik Bibi Umizah Binti Osman Mr. Chua Chen San and Mdm Lau Phui Ching, Regina**

Mdm Perpetua Phang, Cik Bibi Umizah Binti Osman and Mr. Chua Chen San will retire at the 58th AGM in accordance with Article 93 of the Constitution of the Company whilst Mdm Lau Phui Ching, Regina will retire in accordance with Article 100 of the Constitution of the Company. The profiles of the retiring Directors are set out in the Profile of Board of Directors section of the Company’s Annual Report 2025.

The Nomination Committee has taken into account the Board Evaluation Assessment including the results of assessment of retiring Directors and concurred that they have met the Board’s expectation in terms of experience, expertise, integrity, competency, commitment and individual contribution by continuous performing their duties diligently as Directors of the Company. The Board recommended them to be re-elected as Director of the Company.

**5. Ordinary Resolution 9 – Re-appointment of Auditors**

The Group Audit Committee has carried out an assessment of the suitability, objectivity and independence of the external auditors, Messrs. KPMG PLT (“KPMG PLT”) and was satisfied with the suitability of KPMG PLT based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group.

The Board therefore approved the Group Audit Committee’s recommendation on the re-appointment of KPMG PLT as the external auditors of the Company be put forward for the shareholders’ approval at the forthcoming 58<sup>th</sup> AGM.

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### 6. Ordinary Resolution 10 – Proposed Retention of Independent Non-Executive Director

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance published in April 2021, the tenure of an independent director should not exceed a term limit of 9 years. Upon completion of 9 years, an independent director may continue to serve on the Board as a non-independent director. If the board intends to retain as independent director beyond 9 years, shareholders' approval must be sought through two-tier process and the Board must provide justifications for the retention.

The proposed Ordinary 10 is intended to retain Mr. Chua Chen San who have served as Independent Non-Executive Director of the Company for a term limit of more than 9 years but less than 12 years and recommended him to continue to act as Independent Non-Executive Director of the Company.

The Nomination Committee has assessed the independence of Mr Chua Chen San on the following justification: -

- (a) Mr. Chua Chen San has fulfilled the criteria stated under the definition of Independent Director as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Mr. Chua Chen San would be able to provide proper check and balance thus bringing an element of objectivity to the Board.
- (b) His length of services on the Board for a cumulative term of more than 9 years does not in any way interfere his exercise of objective judgement or his ability to act in the best interest of the Company and the Group. In fact, he is familiar with the Group's business operation and has always actively participated in the Board and Board Committee discussion and has continuously provided an independent view to the Board; and
- (c) He has exercised due care during his tenure as Independent Director of the Company and has discharge his duties with reasonable skill and competence, bring independent judgement into decision making of the Board and in the best interest of the Company and its shareholders.

### 7. Ordinary Resolution 11 – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature:

If passed, will authorize the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of revenue or trading nature. This authority, unless revoked or varied by the Company at the general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. The Proposed Shareholder's Mandate for Recurrent Related Party Transactions of a revenue or trading nature are set out in the Circular/Statement to Shareholders dated 28 April 2026 accompanying the Annual Report.

### 8. Ordinary Resolution 12 – Proposed Authority to issue and allot share pursuant to Sections 75 and 76 of the Companies Act 2016.

The Board continues to consider strategic opportunities to broaden the earning potential of the Company and this may involve equity deals which may require the Company to issue new shares. If passed, it will grant authority to the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and will provide flexibility to the Directors to undertake any possible fund raising activities, including but not limited to further placing of shares for the funding of the Company's future investment projects, working capital and/or acquisitions, by issuance of shares at any time up to an aggregate amount not exceeding 10% of the total issued share of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

The Company did not utilize this Shareholders' Mandate that was approved in 57th Annual General Meeting. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion.

## NOTICE OF ANNUAL GENERAL MEETING

- 9. Ordinary Resolution 13** – Proposed Establishment of an Employees’ Share Option Scheme (“ESOS”) of up to ten percent (10%) of the Total Number of Issued Ordinary Shares of SOPB (“SOPB Shares” or “Shares”) (excluding Treasury Shares, if any) (“Proposed ESOS”) for the Eligible Directors of SOPB and Eligible Employees of SOPB and its Subsidiaries

Detailed information regarding the Proposed ESOS is set out in the Circular to Shareholders dated 28 April 2026 and the By-Laws is set out in Appendix I of the said Circular. Ordinary Resolution 13, if passed, will enable the Company to, amongst others, establish, implement and administer the Proposed ESOS for the benefit of Eligible Persons, in accordance with the By-Laws. In order for the Board to issue and allot new Shares in accordance to the terms of the Proposed ESOS without first having to offer those shares to the shareholders of the Company in proportion to their shareholdings in the Company, the shareholders’ pre-emptive rights under Section 85(1) of the Act read together with Article 52 of the Company’s Constitution must first be waived. This resolution, if passed, will exclude such pre-emptive rights and will enable to the Board to allot and issue and make grants and offers in respect of new SOPB Shares pursuant to the Proposed ESOS directly to the Eligible Persons throughout the duration of the Proposed ESOS without being subject to the shareholders’ pre-emptive rights.

**10. Ordinary Resolution 14 to 25**

Ordinary Resolution 14 to 25 are to seek Shareholders’ approval pursuant to Paragraph 6.06 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and in accordance with the Constitution of the Company, for the allocations and allotments of ESOS Award(s) to a director(s), major shareholder(s), chief executive(s) or interested person(s) connected with a director, major shareholder or chief executive.

**11. Abstention from Voting**

During the 58<sup>th</sup> AGM,

- a) Any Director who is a Shareholder of the Company will abstain from voting on the following resolutions -
  - (i) Ordinary Resolutions 2 to 4 concerning Directors’ Fees, Benefits and payment of additional Directors’ Fees.
  - (ii) Ordinary Resolutions 5 to 8 in respect of his/her re-election as a Director and Ordinary Resolution 10 in respect of his/her continuance in office as Independent Non-Executive Director.
- b) Any Director(s), major shareholder(s), chief executive or interested person(s) connected with a director, major shareholder(s) or chief executive will abstain from voting on the resolution in respect of his/her allocations and allotments of ESOS Award(s).

**Personal Data Privacy**

By submitting the duly executed proxy form, the shareholder and/or his/her proxy(ies) consent to the Company (and/or its agents/service providers) collecting, using and disclosing of the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of preparation and compilation of documents relating to AGM (including adjournment thereof).