NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth Annual General Meeting ("29th AGM") of Matrix Concepts Holdings Berhad ("MCHB" or "the Company") will be held at Halia Hall, d'Tempat Country Club, PT12653, Jalan Pusat Dagangan Sendayan 1, 71950 Bandar Sri Sendayan, Negeri Sembilan Darul Khusus on **Thursday, 27 August 2026 at 10.30 a.m.** for the following purposes:

AS ORDINARY BUSINESS

1. TO RECEIVE the Audited Financial Statements for the financial year ended 31 March 2026 and the Directors' and Auditors' reports thereon. **For Information Only**

2. TO APPROVE the payment of Directors' Fees of RM605,680 for the financial year ended 31 March 2026 (2025: RM702,780). **Ordinary Resolution 1**

3. TO APPROVE the payment of Directors' Benefits of up to RM350,000 payable pursuant to Section 230(1) of the Companies Act 2016. **Ordinary Resolution 2**

4. TO RE-ELECT the following Directors retiring in accordance with Clause 103 of the Company's Constitution:-

   a) Dato' Haji Mohamad Haslah Bin Mohamad Amin **Ordinary Resolution 3**
   b) Kelvin Lee Chin Chuan **Ordinary Resolution 4**
   c) Mazhairul Bin Jamaludin **Ordinary Resolution 5**

5. TO RE-APPOINT Messrs. Ernst & Young PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

AS SPECIAL BUSINESS

TO CONSIDER AND IF THOUGHT FIT, to pass the following as Ordinary Resolutions:-

6. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 7**

   "**THAT,** subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of the relevant authorities, the Directors be and hereby empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

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7. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **Ordinary Resolution 8**

"**THAT** approval be hereby given to the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.1.4 of Part A of the Circular to Shareholders of MCHB dated 27 July 2026, with the related parties mentioned therein which are necessary, for the Company and/or its subsidiaries' day-to-day operations which are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of minority shareholders.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

(i) the conclusion of the next AGM of the Company following the 29th AGM at which such mandate will lapse, unless by an ordinary resolution passed at an AGM whereby the authority is renewed, either unconditionally or subject to conditions; or

(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 Act (but must 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 earlier.

THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution."

8. **PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN ("LTIP"), COMPRISING THE PROPOSED EMPLOYEES' SHARE OPTION SCHEME ("ESOS") ("PROPOSED ESOS") AND THE PROPOSED SHARE GRANT PLAN ("SGP") ("PROPOSED SGP"), OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) OF MCHB AT ANY POINT IN TIME DURING THE DURATION OF THE LTIP ("PROPOSED LTIP")** **Ordinary Resolution 9**

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

NOTICE OF ANNUAL GENERAL MEETING

(i) establish, implement and administer the Proposed LTIP during the duration of the Proposed LTIP for the eligible Directors and employees of MCHB and its subsidiaries ("MCHB Group" or the "Group") (excluding dormant subsidiaries, if any) who fulfill the eligibility criteria for participation in the Proposed LTIP ("Eligible Persons") in accordance with the provisions of the by-laws governing the Proposed LTIP ("By-Laws"), a draft of which is set out in Appendix I of Part B of the Circular to shareholders of MCHB dated 27 July 2026 ("Circular");

(ii) establish, appoint and authorise a committee ("LTIP Committee") to implement and administer the Proposed LTIP for the benefit of the Eligible Persons, in accordance with the By-Laws. The members of the LTIP Committee shall comprise such number of Directors and/or senior management of the Group to be identified from time to time;

(iii) determine the option price of the options awarded in writing to the Eligible Persons ("ESOS Option(s)") and the reference price of the ordinary shares in MCHB ("MCHB Shares" or "Shares") to be transferred upon vesting of the SGP awards granted under the Proposed LTIP, based on the terms and conditions set out in the By-Laws;

(iv) allot and issue and/or procure the transfer of such number of MCHB Shares from time to time to the Eligible Persons upon the exercise of the ESOS Options to subscribe for new MCHB Shares at the prescribed exercise price and/or the vesting of any awards of MCHB Shares in writing to the Eligible Persons at no cash consideration by the Eligible Persons, subject to the terms and conditions of the By-Laws, **PROVIDED THAT** the total number of new Shares to be allotted and issued and/or transferred under the Proposed LTIP shall not in aggregate exceed 10% of the total number of issued shares (excluding treasury shares, if any) of the Company at any point in time during the duration of the Proposed LTIP and that:

(a) any new Shares to be allotted and issued pursuant to the Proposed LTIP will, upon allotment and issuance, rank equally in all respects with the existing MCHB Shares, save and except that the new MCHB Shares will not be entitled to any dividends, rights, allotments, and/or other forms of distribution where the entitlement dates precedes the relevant date of allotment and issuance of the new MCHB Shares. The new MCHB Shares to be allotted and issued pursuant to the Proposed LTIP will be subject to the provisions of the Constitution of the Company relating to transfer, transmission or otherwise of MCHB Shares including the rights of the holders of the MCHB Shares on the winding up of the Company and the Main Market Listing Requirements of Bursa Securities ("Listing Requirements"), if any; and

(b) in respect of the transfer of existing MCHB Shares (including treasury shares) to grantees under the Proposed SGP, if any, pursuant to the vesting of the Shares comprised in the awards under the Proposed SGP, such MCHB Shares shall rank equally in all respects with the existing MCHB Shares. However, the grantees under the Proposed SGP shall not be entitled to any dividends, rights, allotments and/or other distributions, unless the MCHB Shares are credited into the central depository system accounts of the grantees under the Proposed SGP on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions.

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(v) do all things necessary and make the necessary applications to Bursa Securities for the listing and quotation of the new Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed LTIP;

(vi) add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board **PROVIDED THAT** such additions, deletions, modifications, variations and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments, deeds or undertakings, to deliver and/or impose such terms and conditions and/or delegate part of its powers as may be necessary and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed LTIP; and

(vii) extend the duration of the Proposed LTIP, if the Board deems fit, for up to a maximum period of an additional 5 years ("Extension") upon the recommendation by the LTIP Committee, **PROVIDED ALWAYS THAT** the initial Proposed LTIP period of 5 years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years, and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension;

THAT the Board be and is hereby empowered and authorised to take all such steps and to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed LTIP and based on the terms of the By-Laws with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company;

AND THAT the draft By-Laws, as set out in Appendix I of Part B of the Circular and which is in compliance with the Listing Requirements, be and is hereby approved and adopted."

NOTICE OF ANNUAL GENERAL MEETING

9. **PROPOSED ALLOCATION OF LTIP AWARDS UNDER THE PROPOSED LTIP TO THE ELIGIBLE DIRECTORS OF MCHB AND PERSONS CONNECTED WITH THEM PURSUANT TO THE PROPOSED LTIP ("PROPOSED ALLOCATION")**

"**THAT** subject to the passing of Ordinary Resolution 9 above and the approvals of all relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board to authorise the LTIP Committee, at any time and from time to time throughout the duration of the Proposed LTIP, to offer and grant to the following Directors and employees who are persons connected to the eligible Directors, ESOS Options to subscribe for new Shares under the Proposed ESOS and/or Shares to be made available under the Proposed SGP, subject to the provisions of the By-Laws:

(a)	Dato' Haji Mohamad Haslah Bin Mohamad Amin *(Non-Independent Non-Executive Chairman)*	**Ordinary Resolution 10**
(b)	Dato' Seri Lee Tian Hock *(Group Executive Deputy Chairman)*	**Ordinary Resolution 11**
(c)	Kelvin Lee Chin Chuan *(Group Managing Director)*	**Ordinary Resolution 12**
(d)	Mazhairul Bin Jamaludin *(Senior Independent Non-Executive Director)*	**Ordinary Resolution 13**
(e)	Chua See Hua *(Independent Non-Executive Director)*	**Ordinary Resolution 14**
(f)	Loo See Mun *(Independent Non-Executive Director)*	**Ordinary Resolution 15**
(g)	Vijayam A/P Nadarajah *(Independent Non-Executive Director)*	**Ordinary Resolution 16**
(h)	Datuk Seri Kamaludin Bin Md Said *(Independent Non-Executive Director)*	**Ordinary Resolution 17**
(i)	Harry Lee Chin Yeow *(Alternate Director to Kelvin Lee Chin Chuan)*	**Ordinary Resolution 18**
(j)	Lee Tian Onn *(Director of subsidiaries of MCHB)*	**Ordinary Resolution 19**
(k)	Cheong Yong Chieh *(Manager, Credit Control of a subsidiary of MCHB)*	**Ordinary Resolution 20**
(l)	Mohamad Haslizan Bin Mohamad Haslah *(Director of a subsidiary of MCHB)*	**Ordinary Resolution 21**
(m)	Nor Hasliza Binti Mohamad Haslah *(Corporate Strategy Manager of a subsidiary of MCHB)*	**Ordinary Resolution 22**

provided always that:

(i) the abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation as well as allocations to persons connected with them, if any;

(ii) not more than 10% of the total number of new Shares to be issued under the Proposed LTIP shall be allocated to any one of the abovementioned persons who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any);

(iii) not more than 50% of the total number of MCHB Shares which may be made available under the Proposed LTIP shall be allocated, in aggregate, to the Directors and senior management of the Group who are eligible to participate in the Proposed LTIP; and

(iv) the allocation of ESOS Options and/or Shares to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

NOTICE OF ANNUAL GENERAL MEETING

THAT the Board be and is hereby authorised to allot and issue new MCHB Shares, acquire existing MCHB Shares from the open market of Bursa Securities and/or procure to transfer such number of Shares that may be granted to the abovementioned persons under the Proposed LTIP;

AND THAT subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities."

By Order Of The Board
LOO KAH BOON
Group Company Secretary
(MAICSA 0784630) (SSM PC NO. 201908001700)
Negeri Sembilan Darul Khusus
27 July 2026

Notes:-

(i) A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his place. A proxy may, but need not be, a shareholder of the Company. A shareholder shall be entitled to appoint up to two (2) proxies to attend and vote at the 29th AGM. Where a shareholder appoints more than one (1) proxy to attend at the same meeting, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.

(ii) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointor is a corporation either under the corporation's seal or under the hand of an officer or attorney duly authorised.

(iii) Where a shareholder of the Company is an exempt 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 with more than one (1) Securities Account must submit a separate instrument of proxy for each Securities Account.

(iv) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company's Registered Office, Wisma Matrix, No. 57, Jalan Tun Dr. Ismail, 70200 Seremban, Negeri Sembilan Darul Khusus, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

(v) In respect of deposited securities, only shareholders whose name appear in the Record of Depositors on 17 August 2026 shall be entitled to attend, speak and vote at the 29th AGM.

(vi) All the resolutions as set out in the notice of 29th AGM will be put to vote by poll.

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes on Item 1, 3, 5 and Special Business of the Agenda.

Ordinary Business:-

1. **Item 1 of the Agenda – Audited Financial Statements**
   This item 1 of the Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

2. **Item 3 of the Agenda – Payment of Directors' Benefits**
   The Company is seeking shareholders' approval pursuant to Section 230(1) of the Companies Act 2016 for the payment of the Directors' Benefits incurred or to be incurred from the date of the 29th AGM until the next annual general meeting of the Company to be held in the year 2027.

   The Directors' Benefits payable to the Directors comprise meeting allowances, leave passages and club memberships. If the Proposed Ordinary Resolution 2 is passed at the 29th AGM, the payment of the Directors' Benefits will be made by the Company as and when incurred.

   The Board is of the view that it is fair and equitable for the Directors to be paid as and when incurred, given that the Directors have duly discharged their responsibilities and provided their services to the Company for the said period.

3. **Item 5 of the Agenda – Re-appointment of Auditors**
   The Board had approved the recommendation by the Audit Committee on the re-appointment of Messrs. Ernst & Young PLT as Auditors of the Company. The Board and Audit Committee collectively agreed that Messrs. Ernst & Young PLT has met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Special Business:-

4. **Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
   The proposed Ordinary Resolution 7 is primarily to give authority to the Board of Directors to issue and allot up to 10% of the total number of issued shares at any time in their absolute discretion and for such purpose as they consider would be in the best interest of the Company without convening a general meeting. This mandate sought is a renewal of the mandate which was approved by shareholders at the last AGM held on 28 August 2025. As at the date of this notice, the Company has not issued any new shares under this general mandate which will lapse at the conclusion of the 29th AGM.

   The renewal of the general mandate, if approved, will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid any delay and costs involved in convening a general meeting for such issuance of shares. This mandate will, unless revoked or varied by the Company in the general meeting, expire at the conclusion of the next AGM of the Company, or the expiration of the period within which the next AGM of the Company is required by law to be held, whichever is earlier.

NOTICE OF ANNUAL GENERAL MEETING

5. **Proposed Renewal of Existing Shareholders' Mandate and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue of Trading Nature**

The proposed Ordinary Resolution 8, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature set out in the Circular to Shareholders of MCHB dated 27 July 2026 which are necessary for the Group's day-to-day operations. This mandate, unless revoked or varied 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 of the Company is required by law to be held, whichever is earlier.

Please refer to the Circular to Shareholders of MCHB dated 27 July 2026 for further information.

6. **Proposed LTIP**

The proposed Ordinary Resolution 9 is to seek shareholders' approval on the Proposed LTIP. The Proposed LTIP comprising the Proposed ESOS and the Proposed SGP, of up to 10% of the total number of issued shares (excluding treasury shares, if any) of MCHB at any point in time during the duration of the LTIP.

7. **Proposed Allocation**

Ordinary Resolutions 10 to 22 are proposed to seek shareholders' approval for the allocation of LTIP Awards under the Proposed LTIP to eligible Directors of MCHB and persons connected with them, in accordance with the Proposed LTIP. The relationships between the eligible Directors and the connected persons referred to in Ordinary Resolutions 19 to 22 are as set out below:

(a) Lee Tian Onn is the brother of Dato' Seri Lee Tian Hock, the Group Executive Deputy Chairman of MCHB.
(b) Cheong Yong Chieh is the brother-in-law of Dato' Seri Lee Tian Hock, the Group Executive Deputy Chairman of MCHB.
(c) Mohamad Haslizan Bin Mohamad Haslah is the son of Dato' Haji Mohamad Haslah Bin Mohamad Amin, the Non-Independent Non-Executive Chairman of MCHB.
(d) Nor Hasliza Binti Mohamad Haslah is the daughter of Dato' Haji Mohamad Haslah Bin Mohamad Amin, the Non-Independent Non-Executive Chairman of MCHB.

Details in respect of all the proposals as mentioned in paragraphs 6 and 7 are more particularly described in Part B of the Circular to Shareholders of MCHB dated 27 July 2026 accompanying the Company's Integrated Annual Report 2026.

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. Directors who are standing for re-election at the 29th AGM of Matrix Concepts Holdings Berhad are as follows:-
   Clause 103
   a) Dato' Haji Mohamad Haslah Bin Mohamad Amin
   b) Kelvin Lee Chin Chuan
   c) Mazhairul Bin Jamaludin

2. The profiles of the Directors who are standing for re-election are set out on pages 60, 62 and 63 of this Integrated Annual Report.

3. The information relating to the shareholdings of the above Directors in the Company and its related corporations are set out on page 239 of this Integrated Annual Report.

4. **Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

   The shareholders had at the Twenty-Eighth Annual General Meeting held on 28 August 2025, granted the authority to the Directors of the Company for the issuance of shares up to 10% of the total number of issued shares of the Company and such authority shall expire at the conclusion of the 29th AGM. Details of the said authority are further explained in the Explanatory Notes attached with the Notice of 29th AGM on page 248 of this Integrated Annual Report. There was no new issuance of shares during FY2026. The Board of Directors intends to seek a renewal of the said authority.