



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting ("28th 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, 28 August 2025 at 10.30 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. TO RECEIVE the Audited Financial Statements for the financial year ended 31 March 2025 and the Directors' and Auditors' reports thereon.

2. TO APPROVE the payment of Directors' Fees of RM702,780 for the financial year ended 31 March 2025 (2024: RM631,000).

3. TO APPROVE the payment of Directors' Benefits of up to RM994,159 payable pursuant to Section 230(1) of the Companies Act 2016.

4. TO RE-ELECT the following Directors retiring in accordance with Clauses 103 and 109 of the Company's Constitution:-  
Clause 103  
a) Dato' Seri Lee Tian Hock  
b) Loo See Mun  
c) Chua See Hua  
Clause 109  
d) Datuk Seri Kamaludin Bin Md Said

5. TO RE-APPOINT Messrs. Ernst & Young PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration.
- For Information Only

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

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

7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

8. TO TRANSACT any other business of which due notice shall have been given.
- Ordinary Resolution 8

Ordinary Resolution 9
- "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 and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."
- "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 in the Circular to Shareholders dated 29 July 2025, 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 28th 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."

By Order Of The Board  
**LOO KAH BOON**  
Group Company Secretary  
(MAICSA 0784630) (SSM PC NO. 201908001700)  
Negeri Sembilan Darul Khusus  
29 July 2025

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 28th 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 appointor 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 adjourned thereof.

(v) In respect of deposited securities, only shareholders whose name appear in the Record of Depositors on 18 August 2025 shall be entitled to attend, speak and vote at the 28th AGM.

(vi) All the resolutions as set out in the notice of 28th AGM will be put to vote by poll.

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

Ordinary Business:-

1. **Item 1 of the Agenda – Audited Financial Statements**

2. **Item 3 of the Agenda – Payment of Directors' Benefits**
- This item 1 of the Agenda is meant for information and 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.
- 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 28th AGM until the next annual general meeting of the Company to be held in the year 2026.
- The Directors' Benefits payable to the Directors comprise meeting allowances, club memberships, leave passages and allocations of incentive payouts for the employees of the Company as part of the Employee Retention Programme initiated by the Company with effect from 1 January 2020 (referred to as "ERP"). Executive directors being employees of the Company are entitled to the ERP. If the Proposed Ordinary Resolution 2 is passed at the 28th AGM, with the exception of the ERP which are payable only at the completion of at least five years from 1 January 2020, the payment of the Directors' Benefits will be made by the Company as and when incurred. The breakdown of the Directors' Benefits which are payable are as follows:-

	RM
a) Meeting Allowance, Leave Passages and Club Membership	303,759
b) Allocation of ERP for executive director for the financial year ended 31 March 2025	690,400
<b>Total</b>	<b>994,159</b>

The Board is of the view that it is fair and equitable for the Directors to be paid as and when incurred for part (a) above, 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**

5. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
- The proposed Ordinary Resolution 8 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 2024. 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 28th 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.
- The proposed Ordinary Resolution 9, 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 the Company dated 29 July 2025 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 dated 29 July 2025 for further information.