



BETAMEK
BETAMEK BERHAD

(Registration No. 202101041577 (1441877-P)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM” or “Meeting”) of Betamek Berhad (“Betamek” or “Company”) will be held at Nice Banquet Hall, No 6, Jalan BJ 1, Taman Belmas Johan, 48000 Rawang, Selangor Darul Ehsan, Malaysia on Thursday, 28 August 2025 at 11.00 a.m. or immediately following the conclusion or adjournment of the Fourth Annual General Meeting of Betamek to be held at the same venue and on the same date at 10:00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN COMPRISING AN EMPLOYEES’ SHARE OPTION SCHEME OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF BETAMEK (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF BETAMEK AND ITS NON-DORMANT SUBSIDIARY COMPANIES (“BETAMEK GROUP” OR “GROUP”) (“PROPOSED LTIP” OR “SCHEME”)

“THAT subject to the approvals of all relevant authorities (where required) being obtained, and to the extent permitted by law and the Constitution of Betamek (“Constitution”), the Board of Directors of Betamek (“Board”) be and is hereby authorised to:

- establish, implement and administer the Proposed LTIP of up to 30% of the total number of issued shares of Betamek (excluding treasury shares, if any) at any point in time during the duration of the Scheme for the eligible directors (executive and non-executive) and employees of the Group (“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 the circular to shareholders of Betamek dated 29 July 2025 (“Circular”), and to give full effect to the Proposed LTIP with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- allot and issue from time to time such number of ordinary shares in Betamek (“Betamek Shares” or “Shares”) to the Eligible Persons upon exercising of the share options awarded in writing to the Eligible Persons (“ESOS Options”) to subscribe for new Shares at the prescribed option price, subject to the terms and conditions of the By-Laws (“ESOS Awards”) pursuant to the Proposed LTIP, provided that the maximum number of the Shares which may be made available under the Proposed LTIP shall not in aggregate exceed 30% of the total number of issued shares of Betamek (excluding treasury shares, if any) at any point in time during the duration of the Proposed LTIP;
- the 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 Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or any other forms of distributions, where the entitlement date precedes the relevant date of allotment and issuance of the new Shares. The new Shares will be subject to the provisions of the Constitution;
- add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Scheme from time to time provided that such additions, amendments, modifications and/or deletions are effected in accordance with the provisions of the By-Laws, 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 give full effect to the Proposed LTIP;
- extend the duration of the Proposed LTIP, provided always that such extension of the Proposed LTIP made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years from the date on which the Proposed LTIP shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting; and
- do all things necessary and make the necessary applications to Bursa Securities for the listing of and quotation for the new Shares that may, hereafter from time to time, be issued pursuant to the Proposed LTIP.

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed LTIP.

THAT the pre-emptive rights of the existing shareholders of Betamek to be offered new Shares in proportion to their shareholding in Betamek pursuant to Section 85(1) of the Companies Act 2016 and Clause 63 of the Constitution be and is hereby waived in respect of the new Shares to be issued pursuant to the Proposed LTIP.

AND THAT the draft By-Laws as set out in Appendix I of the Circular and which is in compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”), be and is hereby approved and adopted.”

ORDINARY RESOLUTIONS 2 TO 7

PROPOSED ALLOCATION OF ESOS AWARDS TO THE ELIGIBLE DIRECTORS OF BETAMEK UNDER THE PROPOSED LTIP

“THAT subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of ESOS Options to the following persons, subject to the provisions of the By-Laws of the Proposed LTIP:

No.	Name	Designation	Ordinary resolutions
(i)	Ahmad Subri bin Abdullah	Independent Non-Executive Chairman	Resolution 2
(ii)	Mirzan bin Mahathir	Managing Director	Resolution 3
(iii)	Muhammad Fauzi bin Abd Ghani	Executive Director	Resolution 4
(iv)	Azlina binti Abdul Aziz	Independent Non-Executive Director	Resolution 5
(v)	Yap Suan See	Independent Non-Executive Director	Resolution 6
(vi)	Mohd Shahrman bin Mohd Sidek	Independent Non-Executive Director	Resolution 7

provided always that:

- the abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocations as well as that of the persons connected with them, if any, under the Proposed LTIP; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of issued shares of Betamek made available under the Scheme shall be allocated to any Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with the Eligible Person, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of Betamek (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and the Listing Requirements or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT the Board be further authorised to issue such number of Shares pursuant to the Proposed LTIP, from time to time, to the abovementioned persons.”

By Order of the Board

LIM SECK WAH

Membership No.: MAICSA 0799845

SSM Practicing Certificate No.: 202008000054

KONG MEI KEE

Membership No.: MAICSA 7039391

SSM Practicing Certificate No.: 202008002882

Company Secretaries

Kuala Lumpur

29 July 2025

Notes:

- In respect of deposited securities, only members whose names appear in the Company’s Record of Depositors as at 21 August 2025 shall be eligible to attend, participate, speak and vote at this meeting or appoint proxy(ies) to attend, participate, speak and vote on his/her behalf.
- A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint not more than 2 proxies, and in the case of a corporation, a duly authorised representative to attend and vote in its stead.
- A proxy may but need not be a member of the Company. Where a member appoints more than 1 proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- The original instrument appointing a proxy (“Form of Proxy”) must be deposited at the Company’s Share Registrar’s Office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time set for holding the EGM or at any adjournment thereof.
- If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to attend our EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy 48 hours before this meeting.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of EGM will be put to vote by way of poll.

Personal Data Privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to Personal Data Protection Act, 2010.