



TOPMIX BERHAD
Registration No. 202201011835 (1457532-M)
(Incorporated in Malaysia)

NOTICE OF THE THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of Topmix Berhad ("the Company") will be held at Emerald 1 & 2, Level 1, Sunway Big Box Hotel, Persiaran Medini 5, Sunway City Iskandar Puteri, 79250 Iskandar Puteri, Johor Darul Ta'zim, Malaysia on Thursday, 29 May 2025 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications the resolutions as set out in this notice:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of up to RM260,000.00 and benefits of up to RM22,000.00 for the Non-Executive Directors for the period commencing from the following month after the third annual general meeting until the date of the next annual general meeting of the Company to be held in 2026, to be payable on a monthly basis.
3. To re-elect the following Directors who retire in accordance with Article 95 of the Company's Constitution and being eligible, offer themselves for re-election:-
 - (a) Mr. Chang Tian Kwang
 - (b) Ms. Ng Yew Kuan
4. To re-appoint Messrs. CAS Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

As Special Business

To consider and, if thought fit, to pass with or without modifications, the following resolutions:

5. **Authority to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act, 2016 and waiver of pre-emptive rights pursuant to Section 85 of the Companies Act, 2016**

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next annual general meeting 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, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue ("Proposed General Mandate").

THAT such approval of the Proposed General Mandate 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, whichever is the earlier.

THAT pursuant to Section 85 of the Companies Act, 2016 read together with Article 8 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

AND THAT the new shares to be issued shall, upon issuance and allotment, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.

AND FURTHER THAT the Directors of the Company whether solely or jointly, be authorised to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and do all such acts and things (including executing such relevant documents) as he/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate."

6. **Proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("Proposed Renewal of Shareholders' Mandate")**

"THAT approval be and is hereby given to the Company and its subsidiary(ies) ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature particulars with the specified classes of related parties as specified in Section 2.7 of the circular to shareholders of the Company in relation to the Proposed Renewal of Shareholders' Mandate ("Circular to Shareholders") dated 30 April 2025, provided that:

- (a) such arrangements and/or transactions are necessary for the Group's day-to-day operations;
- (b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to public;
- (c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
- (d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:
 - (i) the related transacting parties and their respective relationship with the Company; and
 - (ii) the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

- (a) the conclusion of the next annual general meeting, unless the authority is renewed by a resolution passed at the next annual general meeting; or
- (b) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever is the earlier.

AND 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 Ordinary Resolution."

7. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By Order of the Board

WONG MEE KIAT (MAICSA 7058813) (SSM PC NO. 202008001958)

LIM LI HEONG (MAICSA 7054716) (SSM PC NO. 202008001981)

LIM YEN TENG (LS0010182) (SSM PC NO. 201908000028)

Company Secretaries

Kuala Lumpur

30 April 2025

Notes:-

A. Information for Shareholder/Proxy

1. A proxy may but need not be a member of the Company.
2. To be valid, this form, duly completed must be deposited at the Share Registrar of the Company 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, the drop-in boxes located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or the Proxy Form may be submitted electronically via TIH Online at <https://tih.online> not less than forty eight (48) hours before the time for holding the meeting Provided That in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy/proxies have been duly completed by the member(s).
3. A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least 1 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. 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") as defined under the SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
7. Only depositors whose names appear in the Record of Depositors as at 21 May 2025 shall be entitled to attend the Third Annual General Meeting.
8. Pursuant to Rule 8.31A(1) of the Listing Requirements, all resolutions at the Third Annual General Meeting shall be put by way of poll. Poll Administrator and Independent Scrutineers will be appointed respectively to conduct the polling and to verify the results of the poll.

Explanatory Notes on Ordinary Business

- B. Audited Financial Statements for the financial year ended 31 December 2024
Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- C. Ordinary Resolution 1: Proposed Payment of Directors' Fees and benefits
Shareholders' approval is sought for the payment of Directors' fees and benefits payable to the Non-Executive Directors for the period commencing from the following month after the third annual general meeting until the date of the next annual general meeting of the Company to be held in 2026. The proposed increase in Non-Executive Directors' fees has been reviewed by the Remuneration Committee and the Board of Directors of the Company. The calculation of the benefits is in respect of meeting allowance and based on the estimated number of scheduled and additional unscheduled Board, Board Committees and general meetings to be held and on the assumption that the number of Non-Executive Directors in office remains the same during the period. In the event that the proposed amount is insufficient (due to enlarged Board size and additional number of meetings), approval will be sought at the next annual general meeting to meet the shortfall.
- D. Ordinary Resolutions 2 and 3: Re-election of Directors
Mr. Chang Tian Kwang and Ms. Ng Yew Kuan are standing for re-election at this annual general meeting pursuant to Article 95 of the Company's Constitution, and being eligible, has offered themselves for re-election. Their profiles are set out in the Board of Directors' Profile in this Annual Report 2024. The Board through its Nomination Committee has assessed the Directors and agreed that they have met the criteria as prescribed by Rule 2.20A of

the Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time to effectively discharge their roles as Directors and the fit and proper criteria.

Ordinary Resolution 4: Re-appointment of Auditors

The Board and Audit and Risk Management Committee had at their respective meetings on 21 April 2025 recommended the re-appointment of CAS Malaysia PLT for the financial year ending 31 December 2025. CAS Malaysia PLT has met the criteria prescribed under the Rule 15.21 of the Listing Requirements of Bursa Malaysia Securities Berhad and indicated their willingness to continue their services for the next financial year.

Explanatory Notes on Special Business

Ordinary Resolution 5: Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 and waiver of pre-emptive rights pursuant to Section 85 of the Companies Act, 2016
The Company had during its Second Annual General Meeting held on 10 June 2024 obtained from its shareholders, a general mandate pursuant to Sections 75 and 76 of the Companies Act, 2016 to issue and allot shares in the Company up to a maximum of ten percent (10%) of the Company's total number of issued shares and this mandate had not been exercised by the Company.

The proposed Ordinary Resolution 6 is a renewal of the general mandate pursuant to Sections 75 and 76 of the Companies Act, 2016. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions without having to convene a separate general meeting. This authority shall continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting, whichever is earlier.

By voting in favour, the shareholders will waive their statutory pre-emptive rights and thus will allow the Directors to issue new shares to any person under the general mandate without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.

Ordinary Resolution 6: Proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("Proposed Renewal of Shareholders' Mandate")
The Proposed Ordinary Resolution 6, if passed, will allow the Group to enter into the recurrent related party transactions of a revenue or trading nature in the ordinary course of its business, which is necessary for the Group's day-to-day operations with the related parties as set out in the Circular to Shareholders dated 30 April 2025. Please refer to the Circular to Shareholders dated 30 April 2025 for further details.

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the annual general meeting and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the annual general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the annual general meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.