# ES SUNLOGY BERHAD

Registration No. 202301046467 (1540381-T)
(Incorporated in Malaysia)

## NOTICE OF SECOND ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Second Annual General Meeting ("**2nd AGM**") of ES Sunlogy Berhad ("**the Company**") will be held at Ballroom 2, Vangohh Eminent Hotel, No. 3406, Jalan Machang Bubok 2, 14020 Bukit Mertajam, Pulau Pinang, Malaysia on Wednesday, 28 January 2026 at 10:00 a.m. for the transaction of the following businesses:-

### AGENDA

**As Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 July 2025 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Explanatory Note 1)*
2. To approve the Directors' fees payable to the Non-Executive Directors of the Company amounting to RM240,000/- for the financial year ending 31 July 2026. *(Resolution 1)*
3. To approve the Directors' benefits payable to the Non-Executive Directors of the Company up to an amount of RM45,000/- with effect from 29 January 2026, a day after the 2nd AGM until the next AGM of the Company in year 2027 pursuant to Section 230(1)(b) of the Companies Act 2016. *(Resolution 2)*
4. To re-elect the following Directors, who are due to retire by rotation pursuant to Clause 21.7 of the Company's Constitution and being eligible, have offered themselves for re-election:-
   (a) Mr. Khor Chuan Meng; and *(Resolution 3)*
   (b) Dato' Magaret Ting Thien Hung. *(Resolution 4)*
5. To re-appoint PKF PLT as Auditors of the Company for the financial year ending 31 July 2026 and to hold office until the conclusion of the next AGM in year 2027 at a remuneration to be determined by the Directors. *(Resolution 5)*

**As Special Business**

To consider and, if thought fit, with or without any modification, to pass the following Ordinary Resolutions:-

6. **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016** *(Resolution 6)*

   "**THAT** subject to the Companies Act 2016 ("**the Act**"), ACE Market Listing Requirements ("**ACE LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

   **THAT** in connection with the above, pursuant to Section 85 of the Act to be read together with Clause 16.6 of the Constitution of the Company, approval be and is hereby given to waive 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 in the Company pursuant to the Act.

   **AND THAT** the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

   **AND FURTHER THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

7. **PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** *(Resolution 7)*

   "**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 2.6 of the Circular to shareholders of the Company dated 28 November 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 third party;
   (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 ("**AGM**"), unless the authority is renewed by a resolution passed at the next AGM; or
   (b) the expiration of the period within which the next AGM after the date it 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.

   **THAT** all Recurrent Related Party Transactions entered into by the Related Parties, from 20 February 2025, being the date of listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad, up to the date of this ordinary resolution, particulars which are set out in Section 2.6 of the Circular to shareholders of the Company dated 28 November 2025 be and are hereby approved, confirmed and ratified;

   **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."

8. To transact any other ordinary business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

*(duly signed)*

**CHUA SIEW CHUAN (SSM PC No.: 201908002648) (MAICSA 0777689)**
**CHENG CHIA PING (SSM PC No.: 202008000730) (MAICSA 1032514)**
Company Secretaries

Kuala Lumpur
28 November 2025

**EXPLANATORY NOTES:**

**(1) Audited Financial Statements for the financial year ended 31 July 2025**
This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

**(2) Ordinary Resolution 1 - Payment of Directors' Fees**
The proposed Directors' Fees payable to the Non-Executive Directors ("**NEDs**") of the Company for the financial year ending 31 July 2026 shall be up to a total of RM240,000/- only.

**(3) Ordinary Resolution 2 - Benefits Payable to Directors**
The benefits payable to the NEDs comprise the meeting allowances and insurance coverage. The total amount of benefits payable to the NEDs is estimated to be up to RM45,000/-, based on the estimated number of scheduled Board of Directors' ("**Board**")/ Board Committee/ General Meetings as well as the number of NEDs involved/ covered.

**(4) Ordinary Resolutions 3 and 4 - Re-election of Directors**
For the purpose of determining the eligibility of the Director(s) to stand for re-election at the 2nd AGM of the Company, the Board through its Nomination Committee had reviewed and assessed each of the retiring Directors from the annual assessment and evaluation of the Board for the financial year ended 31 July 2025. Based on the results of the annual evaluations, the Board is satisfied with the performance and contributions of the retiring Directors namely, Mr. Khor Chuan Meng and Dato' Magaret Ting Thien Hung, and supports the re-election based on the following considerations:-
(i) able to meet the Board's expectations in terms of character, experience, integrity, fit and properness, competency and time commitment in discharging their roles as Directors of the Company;
(ii) exercised due care and carried out directors' duties proficiently; and
(iii) level of independence demonstrated by the Independent Non-Executive Director, where relevant.
The retiring Directors have consented to their re-election and abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board and Nomination Committee, where relevant. The profiles of the retiring Directors are set out in the Annual Report in respect of the financial year ended 31 July 2025 ("**Annual Report 2025**").

**(5) Ordinary Resolution 5 - Re-appointment of Auditors**
PKF PLT have indicated their willingness to be re-appointed as External Auditors of the Company.
The Audit and Risk Management Committee ("**ARMC**") have assessed the suitability, objectivity and independence of the External Auditors and recommended the re-appointment of PKF PLT as External Auditors of the Company for the financial year ending 31 July 2026. The Board has in turn reviewed the recommendation of the ARMC and recommended the same be tabled to the shareholders for approval at the forthcoming 2nd AGM of the Company under Ordinary Resolution 5. The evaluation criteria adopted as well as the process of assessment by the ARMC and Board, respectively, have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2025 of the Company.

**(6) Ordinary Resolution 6 - Authority to Issue Shares pursuant to the Act**
The Company wishes to renew the mandate on the authority to issue shares of not more than 10% of the total issued share capital for the time being pursuant to the Act, at the 2nd AGM of the Company (hereinafter referred to as the "**General Mandate**").
The Company had been granted a general mandate by its shareholders at the First AGM of the Company held on 28 January 2025 (hereinafter referred to as the "**Previous Mandate**"). As at the date of this Notice of 2nd AGM, the Company did not implement any proposal for new allotment of shares under the Previous Mandate. Therefore, no proceeds have been raised under the Previous Mandate.
The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in a general meeting, will expire at the next AGM. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
Pursuant to Section 85 of the Act read together with Clause 16.6 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other securities.
That proposed Ordinary Resolution 6, if passed, would allow the Directors to issue new shares to any person under authority to issue shares pursuant to the Act without having to offer new shares to be issued equally to all existing shareholders of the Company prior to issuance.

**(7) Ordinary Resolution 7 - Proposed Shareholders' Ratification and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
The proposed Ordinary Resolution 7 is intended to enable the Group to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related party involved than those generally available to the public and are not detrimental to the minority shareholders of the Company.
Please refer to the Circular to Shareholders dated 28 November 2025 for further information.

**Statement Accompanying Notice Of Annual General Meeting**
(Pursuant to Rule 8.29(2) of the ACE LR of Bursa Securities)

1. **Details of individuals who are standing for election as Directors**
   There is no individual standing for election as a Director at the 2nd AGM of the Company.
2. **Statement relating to General Mandate for Issue of Securities in accordance with Rule 6.04(3) of the ACE LR of Bursa Securities**
   The details on the authority to issue and allot shares in the Company pursuant to the Act are set out in Explanatory Note (6) of the Notice of the 2nd AGM of the Company.

**Notes to the Notice of the 2nd AGM:-**

1. This is a **physical** AGM. Shareholders and/or proxies are invited to attend **in-person** only.
2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 January 2026 (*General Meeting Record of Depositors*) shall be eligible to attend, speak and vote at the 2nd AGM.
3. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead. A member may appoint more than one (1) proxy to attend the meeting, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
4. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the members to attend, participate, speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
5. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.
6. Where a member of the Company is an exempt authorised 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.
7. 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.
8. Publication of Notice of 2nd AGM on corporate website of the Company
   Pursuant to Section 320(2) of the Act, a copy of this Notice together with the proxy form are available at the corporate website of the Company at www.essunlogy.com.
9. Appointment of Proxy(ies)
   A member may obtain the proxy form for the 2nd AGM vide Note (8) above or the Annual Report (hard copy) or Annual Report (electronic copy) released to Bursa Securities.
   The appointment of proxy(ies) may now be made in hard copy or by electronic form, and shall be deposited with the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd., not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjournment thereof:-

| Deadline of submission | Mode of submission | Designated address / Facsimile No. / Email address |
|---|---|---|
| **on or before Monday, 26 January 2026 at 10:00 a.m.** | (i) Hard copy | Securities Services (Holdings) Sdn. Bhd. Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, W.P. Kuala Lumpur<br>Contact number for enquiry: +603-2084 9000<br>Fax: +603-2094 9940 and/or +603-2095 0292<br>Email: eservices@sshsb.com.my |
| | (ii) Electronic form | (A) Vide Facsimile (**Fax No.: +603-2094 9940/ +603-2095 0292**); or<br>(B) Vide designated email address of Share Registrar: info@sshsb.com.my |

The lodging of the Form of Proxy does not preclude a member from attending and voting at the 2nd AGM should he subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, W.P. Kuala Lumpur prior to the time stipulated for holding the 2nd AGM or any adjournment thereof.

**Personal data privacy**
By submitting a proxy form(s) to participate, speak and vote at the 2nd AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 2nd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2nd AGM (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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.