

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirtieth (30th) Annual General Meeting (“30th AGM”) of Ajiya Berhad (“Ajiya” or “the Company”) will be held at Menara Chin Hin, Level 19, 8th & Stellar, No. 1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur, Malaysia on Friday, 5 June 2026 at 11.00 a.m. or any adjournment thereof, for the purpose of transacting the following businesses:

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| <ol style="list-style-type: none"> 1. To receive the Audited Financial Statements for the financial year ended 31 December 2025, together with the Reports of the Directors and Auditors thereon. 2. To approve the payment of Directors’ fees of up to RM294,000 for the financial year ending 31 December 2026. 3. To approve the payment of Directors’ meeting allowance up to an amount of RM68,500 from the conclusion of the 30th AGM until the next AGM to be held in 2027. 4. To re-elect the following Directors, who are retiring pursuant to Article 89 of the Company’s Constitution, and being eligible, offered themselves for re-election: <ol style="list-style-type: none"> a) Mr. Teh Boon Beng b) Datuk Hj Mohd Yusri Bin MD Yusof 5. To re-elect Mr. Ng Wai Luen, who retires pursuant to Article 96 of the Company’s Constitution, and being eligible, offered himself for re-election. 6. To re-appoint Messrs UHY Malaysia PLT as External Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | <p style="text-align: right;">(Please refer to Explanatory Note 1)</p> <p>Ordinary Resolution 1</p> <p>Ordinary Resolution 2</p> <p>Ordinary Resolution 3
Ordinary Resolution 4</p> <p>Ordinary Resolution 5</p> <p>Ordinary Resolution 6</p> |
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As Special Business:

To consider and, if thought fit, to pass the following resolutions:

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| <ol style="list-style-type: none"> 7. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 <p>“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company.</p> <p>AND THAT pursuant to Section 85 of the Act to be read together with Clause 53 of the Constitution of the Company, approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the shareholders and empower the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act without offering them to the existing members to maintain their relative voting and distribution right and such new shares shall rank pari passu in all respects with the existing class of ordinary shares.”</p> 8. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE PURCHASE OF ITS OWN ORDINARY SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”) <p>“THAT, subject to the Act, the provisions of the Constitution of the Company, the Listing Requirements and the approvals of all relevant governmental and/or relevant authorities, where required, the Company be and is hereby authorised to purchase and/or hold such number of Ajiya Shares under the Proposed Renewal of Share Buy-Back Authority (“Purchased Share(s)”) upon such terms and conditions as the Board may deem fit in the interest of the Company provided that:</p> | <p>Ordinary Resolution 7</p> <p>Ordinary Resolution 8</p> |
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- a) the aggregate number of Purchased Shares does not exceed 10% of the total number of issued shares of the Company at the time of purchase(s);
- b) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate amount of the retained profits of the Company;

THAT the Board be and is hereby authorised to deal with the shares purchased at their absolute discretion, either partially or fully, in the following manner:

- a) cancel all the shares so purchased;
- b) distribute the shares as share dividends to the shareholders;
- c) resell the shares through Bursa Securities in accordance with the Rules of Bursa Securities;
- d) retain all the shares so purchased as treasury shares;
- e) retain part of the shares so purchased as treasury shares and cancel the remainder of the shares; or
- f) deal with the treasury shares in the manners as allowed by the Act from time to time.

AND THAT the authority conferred by this resolution shall commence upon passing this resolution until:

- a) the conclusion of the next AGM of the Company, at which time the said authority will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever is earlier.

THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things (including the maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991 as may be required to give effect to and to complete the aforesaid Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any 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 Renewal of Share Buy-Back Authority.”

9. **PROPOSED NEW SHAREHOLDERS’ MANDATE AND RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)**

Ordinary Resolution 9

“THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Part A, Section 2.4 of the Circular to Shareholders dated 22 April 2026 for the purposes of Paragraph 10.09, Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), subject to the following:

- (i) the transactions are necessary for the day-to-day operations of the Company and/or its subsidiaries in the ordinary course of business, at arm’s length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
- (ii) the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:
 - (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;

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(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 Act (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act); or

(c) revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is earlier.

(iii) disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual report for the subsequent financial year, and amongst others, based on the following information:

(a) the type of Recurrent Related Party Transactions made; and

(b) the names of the related parties involved in each type of Recurrent Related Party Transactions made and their relationships with Ajiya.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

10. To transact any other ordinary business of the Company for which due notice shall have been given.

BY ORDER OF THE BOARD

CHONG WUI KOON
(MAICSA 7012363) (SSM PC No. 202008000920)
CHONG VOON WAH
(MAICSA 7055003)(SSM PC No. 202008001343)
THAI KIAN YAU
(MIA 36921)(SSM PC No. 202008001515)
Company Secretaries

Kuala Lumpur
Date: 22 April 2026

NOTICE OF ANNUAL GENERAL MEETING**NOTES ON APPOINTMENT OF PROXY**

1. The 30th AGM of the Company will be held at Menara Chin Hin, Level 19, 8th & Stellar, No. 1, Jalan Naga Emas, Sri Petaling, 57000 Kuala Lumpur, Malaysia.
2. 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 Seal or under the hand of an officer or attorney duly authorised. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to speak at the meeting.
3. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) 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 accounts it holds.
4. Where the member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
5. The duly executed Form of Proxy may be deposited in a hard copy form or by electronic means in the following manner not less than twenty-four (24) hours before the time appointed for holding the AGM and any adjournment thereof. The last date to submit the proxy form is 4 June 2026 at 11.00 a.m.
 - (a) Submit the Form of Proxy to the business address of the Company at Lot 153, Kawasan Perindustrian, Jalan Genuang, 85000 Segamat, Johor; OR
 - (b) Submit the Form of Proxy by email to vote2u@agmostudio.com.
6. Please ensure all the particulars as required in the proxy form are completed, signed and dated accordingly. If no name is inserted in the space provided for the name of your proxy, the Chairman of the AGM will act as your proxy.
7. Only members whose names appear on the Record of Depositors on 29 May 2026 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to participate, speak and/or vote on his/her behalf.

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES:

1. Audited Financial Statements for the Financial Year Ended 31 December 2025

Agenda No. 1 is meant for discussion only, as Section 340(1)(a) of the Companies Act 2016 (“the Act”) provides that the audited financial statements are to be laid in the general meeting and do not require formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolutions 1 to 2: Payment of Directors’ Fees and Benefits

Section 230(1) of the Act provides, amongst others, that the fees of the directors and other benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

Pursuant thereto, shareholders’ approval will be sought at the 30th AGM for the payment of Directors’ fees and benefits under Ordinary Resolutions 1 and 2 as below:

i) Ordinary Resolution 1:

To Approve the Payment of Directors’ fees of RM294,000 for the financial year ending 31 December 2026

This Ordinary Resolution is to facilitate payment of Directors’ fees on a current financial year basis. The Ordinary Resolution 1, if approved, will allow the Company to make the payment to the Directors on a monthly basis instead of in arrears after every AGM. The Board is of the view that the monthly payments are just and equitable after the Directors have discharged their responsibilities and services to the Company.

The fees structure is as follows:

Directors	Annual Fees per Director
The Company	RM42,000

ii) Ordinary Resolution 2:

Payment of Directors’ meeting allowance up to an amount of RM68,500 from the conclusion of the 30th AGM until the next AGM

The meeting allowance is payable to each Director of the Company for attending the Board and Board Committees meetings. The total meeting allowance of up to RM68,500 is derived from the number of scheduled and unscheduled meetings (when necessary) and the number of Directors involved in these meetings.

The Board is of the view that it is just and equitable for the Directors to receive meeting allowances as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company from the conclusion of the 30th AGM until the next AGM to be held in 2027.

There have been no changes to the meeting allowances since the last AGM, and it is fixed as follows:

Meeting	Amount per Meeting per Director
Board Meeting	RM1,000
Board Committee Meeting	RM500

NOTICE OF ANNUAL GENERAL MEETING**EXPLANATORY NOTES: (CONT'D)****3. Ordinary Resolutions 3 to 5: Re-election of Directors**

Article 89 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. In addition, all Directors shall retire from office at least once every three (3) years and shall be eligible for re-election.

Article 96 of the Company's Constitution further provides that the Board shall have power at any time, and from time to time, to appoint any person to be a Director. Any Director so appointed shall hold office only until the next following AGM, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

The following Directors are standing for re-election as Directors of the Company at the 30th AGM of the Company and, being eligible, have offered themselves for re-election in accordance with the following provisions of the Company's Constitution:

- (a) Mr. Teh Boon Beng (Article 89);
- (b) Datuk Hj Mohd Yusri Bin MD Yusof (Article 89); and
- (c) Mr. Ng Wai Luen (Article 96).

(collectively referred to as "Retiring Directors")

For the purpose of determining the eligibility of the Retiring Directors to stand for re-election at the 30th AGM, the Board, through its Nomination Committee ("NC"), assessed the Retiring Directors, and considered the following:

- (a) The Directors' performance and contribution;
- (b) The Directors' skills, experience and strength and
- (c) The Directors' ability to act in the best interest of the Company.

The Board of Directors, through the NC, has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the Retiring Directors who had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Committees meetings) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

Further, the NC has considered and affirmed, and the Board has endorsed that Mr. Teh Boon Beng and Datuk Hj Mohd Yusri Bin MD Yusof, who are seeking re-election at the forthcoming 30th AGM of the Company comply with the independence criteria as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and remained independent in exercising their judgment and in carrying out their duties as Independent Non-Executive Director.

4. Ordinary Resolution 6: Re-appointment of External Auditors

The Board, through the Audit Committee, had conducted an assessment on the suitability, objectivity and independence of Messrs UHY Malaysia PLT in respect of the financial year ended 31 December 2025. The Board was satisfied with the performance of Messrs UHY Malaysia PLT and recommended the re-appointment of Messrs UHY Malaysia PLT as External Auditors of the Company to hold office until the conclusion of the next AGM of the Company in accordance with Section 271 of the Companies Act 2016.

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EXPLANATORY NOTES: (CONT'D)

5. Ordinary Resolution 7: Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 7, if passed, is the renewal of the general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company ("General Mandate"). This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next AGM.

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 the purpose of funding future investment project(s) workings capital and/or acquisitions.

Pursuant to Section 85(1) of the Companies Act 2016, read together with Clause 53 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.

Section 85(1) of the Companies Act 2016 states:

Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.

Article 53 of the Company's Constitution provides as follows:

Subject to any direction to the contrary that may be given by the Company in meeting of Members any new shares and/or securities from time to time shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meeting of Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares and/or securities to which they are entitled. The offer shall be made by notice specifying the number of shares and/or securities offered, and limiting a time within which the offer, if not accepted, shall be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares and/or securities offered, the Board may dispose of those shares and/or securities in such manner as it thinks most beneficial to the Company. The Board may likewise so dispose of any new shares and/or securities which (by reason of the ratio which the new shares and/or securities bear to shares and/or securities held by persons entitled to an offer of new shares and/or securities) cannot, in the opinion of the Board, be conveniently offered under this Article.

In order for the Board to issue any new shares free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 7, if passed, will exclude shareholder pre-emptive rights over all new shares in the Company to be issued under the general mandate.

As of the date of this Notice, the Company has not issued any new shares pursuant to the General Mandate granted to the Directors at the Twenty-Ninth (29th) Annual General Meeting held on 27 May 2025 and which the said General Mandate will lapse at the conclusion of the 30th AGM.

6. Ordinary Resolution 8: Proposed Renewal of Share Buy-Back Authority for the Purchase of its Own Ordinary Shares

The proposed Ordinary Resolution 8, if passed, will empower the Company to purchase its own ordinary shares of up to 10% of the total issued share capital of the Company for the time being by utilising the funds allocated out of the retained profits of the Company. This authority, unless renewed or revoked or varied by the Company 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 after that date is required by the law to be held, whichever occurs first. For more information, kindly refer to the Company's Statement to Shareholders dated 22 April 2026, which is dispatched together with the Annual Report 2025.

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EXPLANATORY NOTES: (CONT'D)

7. Ordinary Resolution 9: Proposed New Shareholders' Mandate and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 9, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company. For more information, kindly refer to the Company's Circular to Shareholders dated 22 April 2026, which is dispatched together with the Annual Report 2025.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

- As at the date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming AGM.
- The Company will seek shareholders' approval on the general mandate for the issue of securities in accordance with Paragraph 6.03 (3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the proposed Ordinary Resolution 7 as stated in the Notice of AGM of the Company for the details.