



SOLAR DISTRICT COOLING GROUP BERHAD

(Registration No. 202301015665 (1509587-U))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**” or “**Meeting**”) of Solar District Cooling Group Berhad (“**SDCG**” or the “**Company**”) will be held at Monkeys Canopy, Lot 683, Jalan Persiaran Bukit Enggang Sg Long Hill, Sungai Long, 43200 Cheras, Selangor on Friday, 24 April 2026 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following ordinary resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF 211,911,230 WARRANTS (“WARRANTS”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING ORDINARY SHARES IN SOLAR DISTRICT COOLING GROUP BERHAD (“SDCG SHARE(S)” OR “SHARE(S)”) HELD BY THE ENTITLED SHAREHOLDERS OF SDCG ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

“**THAT** subject to the approvals of all relevant regulatory authorities or parties having being obtained, where required, the Board of Directors of the Company (“**Board**”) be and is hereby authorised to issue and allot 211,911,230 Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”), by way of bonus issue on the basis of 1 Warrant for every 2 existing SDCG Shares held by the shareholders whose names appear on the record of securities holders established and maintained by Bursa Malaysia Depository Sdn Bhd (“**Record of Depositors**”) of the Company as at the close of business on the entitlement date to be determined and announced later;

THAT the Board be and is hereby authorised to fix the exercise price of the Warrants at a later date;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll on behalf of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit and/or expedient in order to implement, finalise and give full effect to the Deed Poll;

THAT fractional entitlements arising from the Proposed Bonus Issue of Warrants, if any, will be disregarded and the aggregate of such fractions shall be dealt with in such manner as the Board shall in its absolute discretion deem fit or expedient and in the best interest of the Company;

THAT the new SDCG Shares to be issued from the exercise of Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the existing SDCG Shares, save and except that the new SDCG Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of the Company, the entitlement date of which precedes the date of allotment and issuance of the new SDCG Shares;

THAT the proceeds raised from the exercise of the Warrants, if any, be utilised for the purposes set out in the circular to shareholders of the Company dated 4 March 2026 and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (when required) to the approval of the relevant authorities;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any condition, modification, variation and/or amendment 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 and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”) OF UP TO 10.0% OF THE TOTAL NUMBER OF ISSUED SHARES OF SDCG AT ANY POINT IN TIME DURING THE DURATION OF THE PROPOSED ESOS (“PROPOSED ESOS”)

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company to establish the ESOS involving up to 10.0% of the total number of issued shares of the Company from time to time for the benefit of eligible directors and employees of the SDCG Group (excluding dormant subsidiaries, if any) (“**Eligible Employees**”), and the Board be and is hereby authorised to:

- (i) Establish an ESOS committee to implement and administer the ESOS for the benefit of the Eligible Employees, in accordance with the by-laws governing the Proposed ESOS (“**By-Laws**”), a draft of which is set out in Appendix I of the Circular to shareholders dated 4 March 2026;
- (ii) Allot and issue from time to time such number of new SDCG Shares to the Eligible Employees as may be required to be issued pursuant to the exercise of options granted under the Proposed ESOS (“**ESOS Options**”), **PROVIDED THAT** the total number of new Shares to be issued under the Proposed ESOS shall not in aggregate exceed 10.0% of the total number of issued SDCG Shares at any point in time during the duration of the ESOS **AND THAT** the new SDCG Shares to be allotted and issued upon the exercise of any ESOS Options will, upon allotment and issuance, rank equally in all respects with the existing SDCG Shares, save and except that the new SDCG Shares will not be entitled to any dividends, rights, allotments, and/or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new SDCG Shares;
- (iii) Do all things necessary and make such applications as may be necessary at the appropriate time or times to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the new SDCG Shares which may from time to time be allotted and issued arising from the exercise of the ESOS Options;
- (iv) Modify, vary and/or amend the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board **PROVIDED THAT** such modifications, variations and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments; and to do all such acts and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed ESOS and the terms of the By-Laws; and
- (v) Extend the duration of the ESOS, if the Board deems fit, for up to a maximum period of an additional five (5) years (“**Extension**”) upon the recommendation by the ESOS committee, **PROVIDED ALWAYS** that the initial ESOS period of five (5) years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of ten (10) years or such other period as may be prescribed by Bursa Securities, and that the Board be and is hereby

authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension.

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any parties as they may deem fit necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-Laws with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or necessary or expedient in the best interest of the Company.

AND THAT the draft By-Laws, as set out in Appendix I of the Circular, be and is hereby approved and adopted.

ORDINARY RESOLUTIONS 3 TO 8

PROPOSED ALLOCATIONS OF ESOS OPTIONS UNDER THE PROPOSED ESOS

“THAT subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the ESOS, to offer and grant to the following persons, ESOS Options to subscribe for new Shares under the Proposed ESOS:

(i)	Ir. Dr. Khairul Azmy Bin Kamaluddin	Ordinary Resolution 3
(ii)	Kong Kam Onn	Ordinary Resolution 4
(iii)	Liuk Ing Hong	Ordinary Resolution 5
(iv)	YM Raja Nor Azlina Binti Raja Azhar	Ordinary Resolution 6
(v)	Wong Poh May	Ordinary Resolution 7
(vi)	Wong Keng Fai	Ordinary Resolution 8

Provided always that:

- (i) The abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation;
- (ii) Not more than 10.0% of the total ESOS Options and new SDCG Shares to be issued under the Proposed ESOS would be allocated to any one of the abovementioned persons and Eligible Employees who has been selected by the ESOS Committee, who, either singly or collectively through persons connected to them, holds 20.0% or more of the total number of issued shares (excluding treasury shares, if any) of the Company; and
- (iii) The allocation of ESOS Options to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements of Bursa Securities, or any prevailing guideline issued by Bursa Securities, as amended from time to time.

THAT at any one time during the duration of the ESOS, not more than 50.0% of the total number of ESOS Options available under the ESOS could be allocated, in aggregate to the eligible directors and/or senior management of the SDCG Group (excluding dormant subsidiaries, if any) pursuant to the Proposed ESOS.

AND THAT the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS Options that may be granted to them under the Proposed ESOS.”

BY ORDER OF THE BOARD

LIM LI HEONG (MAICSA 7054716 /SSM PC NO.: 202008001981)
WONG MEE KIAT (MAICSA 7058813 /SSM PC NO.: 202008001958)
Company Secretaries

Kuala Lumpur
4 March 2026

Notes:

1. A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) who is entitled to attend, participate, speak and vote at the meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
2. A proxy may but need not be a member of the Company. A proxy appointed to attend, participate, speak (in the form of real-time submission of typed texts) and vote at the Meeting shall have the same rights as the members to speak at the Meeting.
3. 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 seal or under the hand of an officer or attorney duly authorised.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each security 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 (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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
6. The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than 24 hours before the time appointed for holding the EGM or at any adjournment thereof:

(i) *In Hardcopy Form*

The Form of Proxy shall be lodged with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, at the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan; or

(ii) *By Electronic Means*

The Form of Proxy can be lodged electronically via Vistra Share Registry and IPO (MY) portal ("The Portal") at <https://srmy.vistra.com> no later than **Thursday, 23 April 2026 at 10.00 a.m.** Kindly refer to the Administrative Guide for the EGM on the procedure for electronic lodgement of the Form of Proxy.

7. For the purpose of determining a member who shall be entitled to attend the meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 17 April 2026. Only members whose names appear in the General Meeting Record of Depositors as at 17 April 2026 shall be entitled to attend, participate, speak and vote at the Meeting.
8. Pursuant to Rule 8.31A(1) of the Listing Requirement, all resolutions set out in this Notice of the Meeting will be put to vote by way of poll.