



Solar District Cooling

SOLAR DISTRICT COOLING GROUP BERHAD
Registration No. 202301015665 (1509587-U)
(Incorporated in Malaysia)

NOTICE OF THE THIRD ANNUAL GENERAL MEETING ("3RD AGM")

NOTICE IS HEREBY GIVEN THAT the 3rd AGM of the Company will be held at Monkeys Canopy, Lot 683, Jalan Persiaran Bukit Enggang Sg Long Hill, Sungai Long, 43200 Cheras, Selangor on Tuesday, 23 June 2026 at 10.00 a.m. to transact the following business:

AGENDA

As Ordinary Business

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| 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. | Please refer to Note B |
| 2. To approve the payment of Directors' Fees and Benefits payable to the Non-Executive Directors of up to RM286,000 for the period from 24 June 2026 until the date of the next Annual General Meeting of the Company to be held in 2027. | Ordinary Resolution 1 |
| 3. To re-elect the following Directors who retire in accordance with Clause 95.1 of the Company's Constitution and being eligible, offer themselves for re-election:-
(a) Ms. Liuk Ing Hong
(b) Ms. Wong Poh May | Ordinary Resolution 2
Ordinary Resolution 3 |
| 4. To re-elect Mr. Liew Kong Fatt who retires in accordance with Clause 102 of the Company's Constitution and being eligible, offer himself for re-election. | Ordinary Resolution 4 |
| 5. To re-appoint Messrs. Reanda LKGI International PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

As Special Business

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

ORDINARY RESOLUTION

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| 6. Authority to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act, 2016 ("the Act") | Ordinary Resolution 6 |
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" THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and the approvals of the relevant government and/or regulatory authorities, 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 of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.

THAT pursuant to Section 85 of the Act to be read together with Clause 52 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 in the Company ranking equally to the existing issued shares of the Company arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act 2016 AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

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| 7. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Act. | |
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By Order of the Board

LIM LI HEONG

(MAICSA 7054716)

(SSM Practising Certificate No.: 202008001981)

WONG MEE KIAT

(MAICSA 7058813)

(SSM Practising Certificate No.: 202008001958)

Company Secretaries

Kuala Lumpur

30 April 2026

Notes:-

- Appointment of Proxy**
A proxy may but need not be a member of the Company.
- The appointment of a proxy may be made in a hard copy form 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 3rd AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - In hard copy form
To be deposited with the Company's Share Registrar, 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, Malaysia or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By electronic means
The Form of Proxy can be lodged electronically via *Vistra Share Registry and IPO (MY) portal ("The Portal")* at <https://srm.vistra.com> no later than Monday, 22 June 2026 at 10.00 a.m. Kindly refer to the Administrative Guide for the 3rd AGM on the procedure for electronic lodgement of the Form of Proxy.
- A member may appoint up to two (2) proxies to attend and vote at the 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.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry Central Depositories Act 1991, 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.
- 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 Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an attorney duly authorised.
- Only depositors whose names appear in the Record of Depositors as at 16 June 2026 shall be entitled to attend the 3rd AGM.

B. Audited Financial Statements

Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act 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. Resolution 1 – Payment of Directors' Fees and Benefits Payable

Shareholders' approval is sought at this AGM for the payment of Directors' Fees and Benefits Payable to the Non-Executive Directors of the Company of up to an amount of RM286,000 for the period from 24 June 2026 until the next AGM of the Company to be held in 2027. The Directors' Fees and Benefits Payable consist of Directors' Fee paid monthly for duties performed as Directors and attendance allowance for Board, Board Committee and general meetings attended.

The total amount of RM286,000 is estimated based on the current Board size and the estimated number of scheduled and additional unscheduled Board Board Committees and general meetings to be held.

D. Resolutions 2, 3 & 4 – Re-election of Directors

Ms. Liuk Ing Hong and Ms. Wong Poh May are retiring by rotation pursuant to Clause 95.1 of the Constitution of the Company and are standing for re-election at this AGM. Their profiles are provided in the Directors' Profile of this Annual Report 2025.

Mr. Liew Kong Fatt is retiring pursuant to Clause 102 of the Constitution of the Company and is standing for re-election at this AGM. His profile is provided in the Directors' Profile of this Annual Report 2025.

In recommending their re-election, the Nomination Committee ("NC") had assessed the contribution and the fit and proper criteria of the respective Directors. The Board had endorsed the NC's recommendation that Ms. Liuk Ing Hong, Ms. Wong Poh May and Mr. Liew Kong Fatt be re-elected as Directors of the Company.

Explanatory Notes on Special Business

E. Resolution 6 – Authority to allot and issue shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 6 proposed under Item 6 above, if passed, will give the Directors of the Company flexibility to allot and issue new shares up to an amount not exceeding ten per centum (10%) of the Company's total number of issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. 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.

The Board is of the opinion that the issue and allot shares up to an amount not exceeding ten per centum (10%) is in the best interest of the Company. The general mandate sought for the issuance of new shares is a renewal of the mandate that was approved by the shareholders at the 2nd AGM on 23 June 2025. The Company did not utilise the mandate that was approved.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Act shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 52 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 52 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of Act, which will result in a dilution to their shareholding percentage in the Company.

STATEMENT ACCOMPANYING THE NOTICE OF AGM

- 3rd AGM of the Company will be held at Monkeys Canopy, Lot 683, Jalan Persiaran Bukit Enggang Sg Long Hill, Sungai Long, 43200 Cheras, Selangor on Tuesday, 23 June 2026 at 10.00 a.m.
- The Directors who are standing for re-election at the 3rd AGM of the Company pursuant to Clause 95.1 of the Company's Constitution are:
 - Ms. Liuk Ing Hong
 - Ms. Wong Poh May
 The Director who is standing for re-election at 3rd AGM of the Company pursuant to Clause 102 of the Company's Constitution is:
 - Mr. Liew Kong Fatt
 Ms. Liuk Ing Hong, Ms. Wong Poh May and Mr. Liew Kong Fatt have no conflict of interest or potential conflict of interest including any interest in any competitor business with SDCG or its subsidiaries.
The profiles of the above Directors or who are standing for re-election are set out in the Directors' Profile of this Annual Report.
- The details of the above Directors' interest in the securities of the Company are set out in the Analysis of Shareholdings of this Annual Report.
- The details of attendance of the Directors of the Company at Board of Directors' Meetings held during the financial year ended 31 December 2025 are disclosed in the Statement on Corporate Governance of this Annual Report.

Personal data privacy:

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

- consents to the collection, use and disclosure of the member'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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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");
- warrants that where the member disclose the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained prior consent of such proxy(ies) and/or representative(s) for the Purposes; and
- 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