BERMAZ AUTO BERHAD

(Registration No. 201001016854 (900557-M))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting ("16th AGM") of Bermaz Auto Berhad ("BAuto" or the "Company") will be held at Glenmarie Ballroom, Hilton Shah Alam Glenmarie, No. 1, Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan, Malaysia on Wednesday, 7 October 2026 at 10.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements of the Company for the financial year ended 30 April 2026 together with the Reports of the Directors' and Auditors' thereon. (Explanatory Note 1)
2. To approve the monthly payment of Directors' fees (payable in arrears) to the Non-Executive Directors of the Company for an amount of up to RM412,055.00 for the period from 1 May 2026 up to 30 April 2027. (Explanatory Note 2) Ordinary Resolution 1
3. To approve the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Directors of the Company for an amount of up to RM121,300.00 for the period from 8 October 2026 until the next Annual General Meeting of the Company to be held in 2027. (Explanatory Note 2) Ordinary Resolution 2
4. To re-elect the following Directors who retire by rotation pursuant to Clause 117 of the Company's Constitution: (Explanatory Note 3)
   (i) Dato' Kalsom Binti Abd. Rahman — Ordinary Resolution 3
   (ii) Mr Martin Giles Manen — Ordinary Resolution 4
5. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration. (Explanatory Note 4) Ordinary Resolution 5

As Special Business

To consider and, if thought fit, pass the following Ordinary Resolution:

6. **Proposed renewal of authority for the Company to purchase its own shares** (Explanatory Note 5) Ordinary Resolution 6

"THAT, subject always to the Companies Act 2016 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the requirements of any other relevant authority, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares in the Company ("BAuto Shares") through Bursa Securities and to take all such steps as are necessary (including the opening and/or maintaining of a central depositories account under the Securities Industry (Central Depositories) Act, 1991, where applicable) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things in the best interests of the Company, subject further to the following:-

(i) the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to ten per centum (10%) of the total number of issued shares of the Company;

(ii) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company;

(iii) the authority shall commence immediately upon passing of this ordinary resolution until:-

(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such ordinary resolution was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or

(b) the expiration of the period within which the next AGM of the Company after that date it is required by law to be held; or

(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND THAT upon completion of the purchase(s) of the BAuto Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with any BAuto Shares so purchased by the Company in the following manner:-

(a) cancel all the BAuto Shares so purchased; or

(b) retain all the BAuto Shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act); or

(c) retain part thereof as treasury shares and subsequently cancelling the balance; or

(d) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force."

BY ORDER OF THE BOARD

TAI YIT CHAN (SSM Practicing Certificate No. 202008001023) (MAICSA 7009143)
TAI YUEN LING (SSM Practicing Certificate No. 202008001075) (LS 0008513)
TEH PEI FEN (SSM Practicing Certificate No. 202208000409) (MAICSA 7078581)
Company Secretaries

Selangor Darul Ehsan
28 August 2026

EXPLANATORY NOTES:

1. **Audited Financial Statements**

The Audited Financial Statements are meant for discussion only as it does not require shareholders' approval pursuant to the provision of Section 340(1)(a) of the Act. Hence, this item on the Agenda is not put forward for voting.

2. **Ordinary Resolutions 1 and 2: Directors' fees and remuneration**

Section 230(1) of the Act provides that the "fees" and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Approval from shareholders of the Company was obtained at the Fifteenth ("15th") AGM held on 8 October 2025 for the payment of Directors' fees amounting to RM564,110.00 to the Non-Executive Directors of the Company for the period from 1 May 2025 up to 30 April 2026. Upon obtaining such approval, the said fees were paid on a monthly basis in arrears wherein the May 2025 Directors' fees were paid in October 2025 while the April 2026 Directors' fees will only be paid in September 2026 (i.e. until the next AGM to be held in 2026).

For the forthcoming 16th AGM, similar approval is being sought from the shareholders of the Company for the payment of Directors' fees to the Non-Executive Directors for the period from 1 May 2026 up to 30 April 2027. Subject to shareholders' approval being obtained, the said fees will be payable on a monthly basis in arrears from October 2026 up to September 2027 (i.e. until the next AGM to be held in 2027) to the following Non-Executive Directors of the Company as set out below:

Non-Executive Directors	Proposed Directors' fees (RM) / per annum
1) Dato' Kalsom Binti Abd. Rahman ("Dato' Kalsom")*:	
- Director's fee computed from 1 May 2026 up to 1 April 2027	92,055.00
- Additional fee payable as the Senior Independent Non-Executive Director ("SINED") computed from 1 May 2026 up to 1 April 2027	18,411.00
- Additional fee payable to a Non-Executive Director to be determined and designated as the SINED in place of Dato' Kalsom computed from 2 April 2027 up to 30 April 2027	1,589.00
2) Puan Adibah Khairiah Binti Ismail @ Daud	100,000.00
3) Mr Martin Giles Manen	100,000.00
4) Puan Noor Zita Binti Hassan	100,000.00
Total	**412,055.00**

Note: * *Dato' Kalsom's term as an Independent Non-Executive Director will reach a cumulative term of nine (9) years on 1 April 2027.*

The proposed Ordinary Resolution 1, if passed, will allow the Company to pay the Directors' fees on a monthly basis to the Non-Executive Directors for the relevant period in arrears.

The proposed Directors' remuneration payable to the Non-Executive Directors of the Company is in respect of meeting allowance for attending the Board and Board Committees' meetings as set out in the table below:

Meeting attendance allowance (per meeting attended):		Board	Board Committees(s)
		RM	RM
a)	As Chairman*	1,600	1,500
b)	As a member of the Board and where applicable, Board Committee(s)	1,300	1,200

Note: * *Only payable provided the Board and/or Board Committee(s) meetings are chaired by a Non-Executive Director*

In arriving at the estimated total remuneration payable to Non-Executive Directors, the Board took into consideration, among others, the number of scheduled meetings for the Board, Board Committees and general meetings of the Company, the number of Non-Executive Directors involved in these meetings and the appointment of additional Director(s) and unscheduled Board and/or Board Committees' meetings, if any. The proposed meeting attendance allowance fees payable to Non-Executive Directors are the same as in previous financial year.

Subject to the passing of the proposed Ordinary Resolution 2 at the forthcoming 16th AGM of the Company, payment for the proposed Directors' remuneration will be made as and when incurred. The Company shall seek shareholders' approval for additional fee to meet any shortfall in the proposed payment (for example, due to additional meetings or increased in Board composition) at the next AGM, if applicable.

The Nomination and Remuneration Committee ("NRC") had reviewed and recommended the proposed Directors' fees and remuneration payable to the Non-Executive Directors to the Board for deliberation. The Board concurred with the NRC that it is just and equitable for the proposed payments to be made on such basis as the Non-Executive Directors have been diligently discharging their responsibilities and rendering their services to the Company.

3. **Ordinary Resolutions 3 and 4: Re-election of Directors pursuant to Clause 117**

Pursuant to Clause 117 of the Constitution of the Company, one third (1/3) of the Directors shall retire from office at least once in every three (3) years at each AGM of the Company and the retiring Directors can then offer themselves for re-election ("Retiring Directors").

The proposed Ordinary Resolutions 3 and 4 are to seek shareholders' approval at the forthcoming 16th AGM of the Company for the re-election of the Retiring Directors. The NRC has assessed the performance and contribution of the Retiring Directors and their independence (as the case may be) seeking for re-election at the forthcoming 16th AGM inclusive of their skills, experience, character, integrity, competency, commitment and contribution. Based on the findings of the Board and Board Committees' assessment and evaluation for the financial year ended 30 April 2026, the performance and contribution of the Retiring Directors were found to be satisfactory and they are competent and able to effectively discharge their fiduciary duties as Directors of the Company. The NRC is satisfied that the Retiring Directors fulfilled the fit and proper criteria as set out in the Fit and Proper Policy of the Company.

The Board has deliberated and endorsed the NRC's recommendation and supports the re-election of the Retiring Directors namely, Dato' Kalsom and Mr Martin Giles Manen and recommended the re-election of these Retiring Directors for approval by the shareholders of the Company at the forthcoming 16th AGM. The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Board Committee meetings.

The profiles of the Retiring Directors are set out in the Profile of Directors section in this Annual Report.

4. **Ordinary Resolution 5: Re-appointment of Auditors**

The present Auditors, Messrs Ernst & Young PLT ("EY"), has indicated their willingness to continue their services for another year. The Audit Committee has considered and recommended to the Board on their re-appointment as Auditors of the Company based on the results of the External Auditors Evaluation for the financial year ended 30 April 2026 wherein EY had satisfactorily performed their audit and had discharged their professional responsibilities in accordance with the rules on professional conduct and ethics and the By-Laws (on Professional Ethics, Conducts and Practice) issued by the Malaysian Institute of Accountants. The Board had in a meeting held on 5 August 2026 deliberated on the Audit Committee's recommendation and had approved to table the re-appointment of EY as Auditors of the Company for the ensuing financial year for shareholders' approval at the forthcoming 16th AGM as set out in the proposed Ordinary Resolution 5.

5. **Ordinary Resolution 6: Proposed Renewal of Authority for the Company to purchase its own shares**

The proposed Ordinary Resolution 6, if passed, will provide the mandate for the Company to buy back its own shares up to a limit of 10% of the total number of issued shares of the Company ("Proposed Share Buy-Back Renewal"). Detailed information on the Proposed Share Buy-Back Renewal is set out in the Statement to Shareholders dated 28 August 2026 which can be viewed and downloaded from the website of the Company at www.bauto.com.my and/or Bursa Securities at www.bursamalaysia.com.

6. **Proxy and Entitlement of Attendance**

(i) A member of the Company who is entitled to attend, participate, speak and vote at the forthcoming 16th AGM of the Company is entitled to appoint not more than two (2) proxies to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company.

(ii) A member, other than an authorised nominee or an exempt authorised nominee, may appoint not more than two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.

(iii) An authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account.

(iv) An exempt authorised nominee, as defined under the SICDA, and holding ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), may appoint multiple proxies in respect of each of its omnibus account.

(v) An individual member who appoints a proxy must sign the Form(s) of Proxy personally or by his attorney duly authorised in writing. A corporate member who appoints a proxy must execute the Form(s) of Proxy under seal or under the hand of its officer or attorney duly authorised. For individual and corporate members who are submitting the Form(s) of Proxy electronically ("eProxy Form"), please refer to the procedures of electronic lodgment of Form(s) of Proxy in the Administrative Details.

(vi) The duly executed Form(s) of Proxy shall be deposited with the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or via electronic means (eProxy Form) through the Boardroom Smart Investor Portal ("BSIP") at https://investor.boardroomlimited.com (Please follow the procedure as stipulated in the Administrative Details) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting and in default the instrument of proxy shall not be treated as valid.

(vii) Any notice of termination of a person's authority to act as a proxy must be forwarded to the Share Registrar of the Company latest no later than **Monday, 5 October 2026** at **10.00 a.m.**, being forty-eight (48) hours before the meeting.

Please follow the steps below for revocation of Form(s) of Proxy or eProxy Form:

(a) Revocation of submitted Form(s) of Proxy (hardcopy) by hand or post:
- Please write to bsr.proxy@boardroomlimited.com to revoke the appointment of proxy(ies).

(b) Revocation of submitted eProxy Form (online) via BSIP:
- Click **'Meeting Event(s)'** and select from the list of companies - '**BERMAZ AUTO BERHAD 16TH ANNUAL GENERAL MEETING**' and click **'Enter'**
- Click on '**Submit Another eProxy Form**'
- Click '**View**' under '**Submitted eProxy Form List**'
- Click '**Cancel/Revoke**' at the bottom of the eProxy Form
- Click '**Proceed**' to confirm

(viii) Only members whose names appear on the Record of Depositors as of **Wednesday, 30 September 2026** shall be entitled to attend, speak and/or vote or appoint proxy(ies) or in case of a corporation to appoint corporate representative(s) to attend, speak and/or vote on their/its behalf at the forthcoming 16th AGM of the Company.

(ix) Please ensure ALL the particulars as required in the Form(s) of Proxy or eProxy Form (as the case may be) are duly completed and where applicable, signed and dated accordingly.

(x) Last date and time for lodging of the Form(s) of Proxy or eProxy Form is no later than **Monday, 5 October 2026 at 10.00 a.m.**.

7. **Poll voting**

Pursuant to Clause 82 of the Constitution of the Company and Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the resolutions set out in this Notice will be put to vote by way of poll. The Company has appointed a Poll Administrator to conduct the poll by way of electronic voting ("e-Polling") and an Independent Scrutineer to verify the results of the e-Polling.

Personal data privacy:

Personal data privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the forthcoming 16th AGM 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 forthcoming 16th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the forthcoming 16th 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.