Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Sixth Annual General Meeting ("26th AGM") of SERN KOU RESOURCES BERHAD ("Company" or "SKRB") will be held at Level 2, Lot PTD 6019 (Lot 8804), Jalan Perindustrian 1, Kawasan Perindustrian Bukit Bakri, Mukim Bakri, 84200 Muar, Johor Darul Takzim on Friday, 20 November 2026 at 10.30 a.m. or at any adjournment thereof, for the following purposes: -

1. To receive the audited financial statements for the financial year ended 30 June 2026 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note 1**

2. To re-elect Mr Onn Kien Hoe who is retiring by rotation in accordance with Clause 97 of the Company's Constitution.

   Ms Teh Su-Ching, who is retiring by rotation in accordance with Clause 97 of the Company's Constitution, has expressed her intention not to seek re-election at the 26th AGM and will therefore cease to hold office upon the conclusion of the 26th AGM.
   Ordinary Resolution 1

3. To approve the payment of Directors' Fees amounting up to RM800,000.00 for the financial year ending 30 June 2027.
   Ordinary Resolution 2

4. To approve the payment of Directors' Remuneration (excluding Directors' Fees) payable to the Board of the Company and its subsidiaries up to an amount of RM2,000,000.00 for the period from 1 January 2027 until 31 December 2027.
   Ordinary Resolution 3

5. To re-appoint BDO PLT [201906000013 (LLP0018825-LCA) & AF 0206] as Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

Special Business

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

6. **AUTHORITY TO ALLOT AND ISSUE SHARES** **Ordinary Resolution 5**

   "THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company.

   THAT the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.

   THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 54 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 with new shares ranking equally to the existing issued shares of the Company arising from any issuance of new shares in the Company pursuant to this mandate.

   AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

Notice of Annual General Meeting (cont'd)

7. To transact any other business for which due notice has been given.

By Order of The Board

QWIK TSAE YNG (SSM PC No. 202308000539 & MAICSA 7053568)
GOH XIN YEE (SSM PC No. 202008000375 & MAICSA 7077870)

Chartered Secretaries
Kuala Lumpur
22 October 2026

Notes:

(1) A Member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. A proxy may, but need not, be a Member of the Company and there shall be no restriction as to the qualification of the proxy. Where a Member appoints more than 1 proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which the appointment shall be invalid.

(2) A Member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint not more than two (2) proxies in respect of each Securities Account it holds in ordinary shares of the Company standing to the credit of the said Securities Account.

(3) Where a Member is an Exempt Authorised Nominee 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 Account it holds. An Exempt Authorised Nominee refers to an authorised nominee as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA. Where a Member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.

(4) The instrument appointing a proxy shall be in writing executed under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.

(5) The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Registered Office of the Company at Lot PTD 6019 (Lot 8804), Jalan Perindustrian 1, Kawasan Perindustrian Bukit Bakri, Mukim Bakri, 84200 Muar, Johor Darul Takzim, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. PROVIDED ALWAYS that the Company may by written notice waive the prior lodgement of the above instrument appointing a proxy and the power of attorney or other authority.

(6) The Date of Record of Depositors for the purpose of determining Members' entitlement to attend, vote and speak at the Meeting is 12 November 2026.

Notice of Annual General Meeting (cont'd)

Explanatory Notes:

(i) **Item 1 of the Agenda**
- Audited Financial Statements for the financial year ended 30 June 2026

The Audited Financial Statements under this agenda item is meant for discussion only as the provision of Section 248(1) and Section 340(1)(a) of the Companies Act 2016 (the "Act") does not require a formal approval of the shareholders and hence this Agenda item is not put forward for voting.

(ii) **Item 2 of the Agenda [Ordinary Resolution 1]**
- Re-election of Directors

Pursuant to Clause 97 of the Constitution of the Company, the following Directors shall retire by rotation at the conclusion of the 26th AGM, and be eligible, may offer themselves for re-election:-

(i) Mr Onn Kien Hoe; and
(ii) Ms Teh Su-Ching.

Mr Onn Kien Hoe has offered himself for re-election at the 26th AGM.

Ms Teh Su-Ching has expressed her intention not to seek re-election at the 26th AGM and will accordingly retire as an Independent Non-Executive Director of the Company upon the conclusion of the 26th AGM pursuant to Clause 97 of the Company's Constitution. Hence, she shall remain in office until the conclusion of the 26th AGM.

The Company's Nomination and Remuneration Committee, having reviewed the performance and contribution of Mr Onn Kien Hoe, was satisfied that he has performed and contributed to the effectiveness of the Board as a whole during the financial year.

The Board recommends shareholders to vote in favour of the re-election of Mr Onn Kien Hoe based on the following consideration:-

(i) satisfactory performance and have met Board's expectation in discharging his duties and responsibilities;
(ii) met the criteria of character, experience, integrity, competence and time commitment in discharging his roles as director of the Company; and
(iii) his ability to act in the best interest of the Company in decision-making.

The profiles of the above retiring Directors are set out in the Annual Report 2026.

No individual is seeking election as a director at the 26th AGM of the Company.

(iii) **Items 3 and 4 of the Agenda [Ordinary Resolutions 2 and 3]**
- Directors' Fees and Directors' Remuneration (Excluding Directors' Fees)

Section 230(1) of the Act provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 26th AGM on the Directors' Remuneration in two (2) separate resolutions as below:-

Ordinary Resolution 2: Directors' Fees

The payment of the Directors' Fees in respect of the financial year ending 30 June 2027 will only be made if the proposed Resolution 2 has been passed at the 26th AGM pursuant to Clause 105 of the Company's Constitution and Section 230(1) of the Act.

Notice of Annual General Meeting (cont'd)

Ordinary Resolution 3: Directors' Remuneration (excluding Directors' Fees)

The payment of the Directors' Remuneration (excluding Directors' Fees) up to an amount of RM2,000,000.00 payable to the Board of the Company and its subsidiaries for the period from 1 January 2027 until 31 December 2027, comprising the directors' liability insurance premium and other benefits-in-kinds.

The payment of Directors' Remuneration (excluding Directors' Fees) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Resolution 3 has been passed at the 26th AGM.

The Board is of the view that it is just and equitable for the Directors to be paid the Directors' Remuneration (excluding Directors' Fees) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the financial period.

Should the actual amount of Directors' Fees and Directors' Remuneration (excluding Directors' Fees) payable exceed the amount approved at the 26th AGM, approval for the excess amount will be sought from shareholders at the next AGM.

(iv) **Item 5 of the Agenda [Ordinary Resolution 4]**
- Re-Appointment of Auditors

The Audit Committee ("AC") has carried out an assessment of the suitability, objectivity and independence of the external auditors, BDO PLT ("BDO") and was satisfied with the suitability of BDO based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group.

The Board therefore approved the AC's recommendation on the re-appointment of BDO as the external auditors of the Company be put forward for the shareholders' approval at the forthcoming 26th AGM.

(v) **Item 6 of the Agenda [Ordinary Resolution 5]**
- Authority to Allot and Issue Shares

The proposed Ordinary Resolution 5 is primarily to give flexibility to the Board to issue and allot shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of the next AGM of the Company.

This is the renewal of the mandate obtained from the members at the last AGM ("the Previous Mandate"). The Previous Mandate was not utilised and accordingly no proceeds were raised.

The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

By voting in favour of this proposed resolution, the shareholders of the Company are deemed to have waived their preemptive rights pursuant to Section 85(1) of the Act and Clause 54 of the Company's Constitution to be first offered any new shares ranking equally to the existing issued shares of the Company under this general mandate which will result in a dilution of their shareholding percentage in the Company.