

NOTICE OF THE THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting (“AGM”) (“3rd AGM”) of the Company will be held at FOX Ballroom, FOX Hotel Glenmarie Shah Alam, Level 8, Pusat Komersil Vestland, No. 6 Jalan Juruanalisis U1/35, Seksyen U1, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 9 June 2025 at 10:00 a.m., to transact the following businesses:

AGENDA

ORDINARY BUSINESS		
1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.	[Please refer to Explanatory Note 1 on Ordinary Business]	whichever is the earlier;
2. To approve the payment of Directors’ fees of up to RM222,000.00 for the period immediately after the 3rd AGM until the next AGM of the Company to be held in 2026.	[Ordinary Resolution 1] [Please refer to Explanatory Note 2 on Ordinary Business]	AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders’ Mandate.”
3. To approve the payment of Directors’ benefits of up to RM40,000.00 for the period immediately after the 3rd AGM until the next AGM of the Company to be held in 2026.	[Ordinary Resolution 2] [Please refer to Explanatory Note 2 on Ordinary Business]	8. To consider any other business of which due notice shall have been given.
BY ORDER OF THE BOARD		
TAN KOK SIONG [SSM PC No.: 202008001592 (LS0009932)] TAN LAI HONG [SSM PC No.: 202008002309 (MAICSA 7057707)] Company Secretaries		
Kuala Lumpur 30 April 2025		
NOTES:		
4. To re-elect the following Directors who retire pursuant to Clause 76(3) of the Company’s Constitution: i. Dato’ Mathialakan Chelliah; and ii. Dato’ Yong Lei Choo.	[Please refer to Explanatory Note 3 on Ordinary Business] [Ordinary Resolution 3] [Ordinary Resolution 4]	1. APPOINTMENT OF PROXY
5. To re-appoint Messrs. Grant Thornton Malaysia PLT as External Auditors of the Company and to authorise the Directors to fix their remuneration.	[Please refer to Explanatory Note 4 on Ordinary Business] [Ordinary Resolution 5]	(a) For the purpose of determining who shall be entitled to attend in this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 3 June 2025. Only a member whose name appears on this Record of Depositors shall be entitled to attend in this AGM or appoint a proxy or proxies to attend, participate, speak and vote on his/her/its behalf.
SPECIAL BUSINESS		
To consider and, if deemed fit, to pass, with or without modifications, the following resolutions:		
6. ORDINARY RESOLUTION AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016	[Please refer to Explanatory Note 1 on Special Business] [Ordinary Resolution 6]	(b) A member who is entitled to attend and vote at this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
“THAT the Directors of the Company be and are hereby authorised to allot and issue shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such New Shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares of the Company for the time being (“Proposed General Mandate”).		(c) A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the general meeting.
THAT such approval on the Proposed General Mandate shall continue to be in force until:		(d) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it 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.
a. the conclusion of the next AGM of the Company held after the approval was given;		(e) 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”), 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 defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
b. the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or		(f) Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.		(g) The appointment of a proxy may be made in hard copy form or by electronic means in the following manner and must be received by the Company’s Share Registrar forty-eight (48) hours before the time appointed for holding the general meeting or adjourned general meeting at which the person named in the appointment proposes to vote:
THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.		(i) In hard copy form
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.		In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, deposit into Drop-in Box located at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
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.”		(ii) By electronic means
		The proxy form can be electronically lodged with the Company’s Share Registrar via the TIIH Online website at https://tiih.online. Please follow the Procedure For Electronic Submission Of Proxy Form as attached.
7. ORDINARY RESOLUTION PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE	[Please refer to Explanatory Note 2 on Special Business]	(h) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, deposit into Drop-in Box located at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
“THAT pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Securities, the Company and its subsidiary (“the Group”) be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.3 of the Circular to Shareholders dated 30 April 2025 provided that such transactions and/or arrangements are:	[Ordinary Resolution 7]	(i) Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
a) necessary for the day-to-day operations for the Company and/or its subsidiary;		(j) Last date and time for lodging this proxy form is on Saturday, 7 June 2025 at 10:00 a.m.
b) undertaken in the ordinary course of business at arm’s length basis and on normal commercial terms and transaction price which are not more favorable to the related parties than those generally available to the public; and		(k) For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Company’s Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, deposit into Drop-in Box located at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. The certificate of appointment of authorised representative should be executed in the following manner:
c) not detrimental to the minority shareholders of the Company.		(i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
(collectively known as “Shareholders’ Mandate”);		(ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
THAT the authority conferred by this Shareholders’ Mandate shall commence upon passing of this resolution and continue to be in force until:		(a) at least two (2) authorised officers, of whom one shall be a director; or
a) the conclusion of the next AGM of the Company, at which this Shareholders’ Mandate was passed, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or		(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or		
c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,		
EXPLANATORY NOTES ON ORDINARY BUSINESS		
1. <u>Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2024</u>		
The Audited Financial Statements is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016 (“Act”). Hence, this item on the Agenda is not being put forward for voting by shareholders of the Company.		
2. <u>Ordinary Resolutions 1 and 2 – Payment of Directors’ Fees and Benefits</u>		
Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.		
The proposed Ordinary Resolution 1 is to facilitate the payment of Directors’ fees for the period immediately after the 3rd AGM until the next AGM to be held in 2026, which are calculated based on the current Board size.		
The Directors’ benefits under proposed Ordinary Resolution 2 comprise a fixed meeting allowance payable to Non-Executive Directors for attendance at the Board and/or Board Committee meetings. The proposed amount is calculated based on the current Board size and the number of scheduled and/or special Board and Board Committees meetings for the period immediately after the 3rd AGM until the next AGM to be held in 2026.		
In the event the proposed amount of Directors’ fees and benefits are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.		
3. <u>Ordinary Resolutions 3 and 4 – Re-election of Directors pursuant to Clause 76(3) of the Company’s Constitution</u>		
Dato’ Mathialakan Chelliah and Dato’ Yong Lei Choo will retire at the 3rd AGM pursuant to Clause 76(3) of the Company’s Constitution. Both of them are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.		
Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance (“MCCG”), the profiles of the aforementioned Directors are set out in the Directors’ profile of the Annual Report 2024. The Board has, through the Nomination Committee (“NC”), considered the assessment of the said Directors pursuant to the Fit and Proper Policy adopted by the Company. The justifications to support the Board’s recommendation for re-election of the aforementioned Directors are as follows:		
(a) Dato’ Mathialakan Chelliah (“Dato Mathi”), the Independent Non-Executive Chairman of the Company, has extensive career and vast experience in various industries and sectors. He remained objective and independent in expressing his view and participating in Board deliberations and decision-making. He provided insights and advice on regulatory compliance matters as well as business management to improve the efficiency of the Group’s construction activities. Dato’ Mathi has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Chairman of the Company.		
(b) Dato’ Yong Lei Choo, the Independent Non-Executive Director, has demonstrated her independence through her engagement with the Board, Board Committees and Management by providing her constructive feedback to the parties concerned. She also exercises due care and carries out her duties during her tenure as an Independent Non-Executive Director and member of the Board Committee.		
Based on the above, the Board collectively agreed that the abovementioned Directors had met the criteria as prescribed by Rule 2.20A of the ACE Market Listing Requirements of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors and recommended the said Directors be re-elected as Directors of the Company at the 3rd AGM.		
4. <u>Ordinary Resolution 5 – Re-appointment of Auditors</u>		
The Board has through the Audit and Risk Management Committee (“ARMC”), considered the re-appointment of Messrs. Grant Thornton Malaysia PLT as the External Auditors of the Company for the financial year ending 31 December 2025. The factors considered by the ARMC in making the recommendation to the Board to table the re-appointment of Messrs. Grant Thornton Malaysia PLT at the 3rd AGM, included an assessment on the Auditors’ independence and objectivity, calibre and quality process/ performance.		
EXPLANATORY NOTES ON SPECIAL BUSINESS		
1. <u>Ordinary Resolution 6 – Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016</u>		
The proposed Ordinary Resolution 6, if passed, would empower the Directors of the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of the issued shares of the Company for the time being (“Proposed General Mandate”).		
The authority for the Proposed General Mandate will, unless revoked by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.		
The proposed resolution is to seek a new mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene a separate general meeting to obtain its shareholders’ approval so as to avoid incurring additional costs and time.		
The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to allot and issue new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, repayment of bank borrowings or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.		
As at the date of this Notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.		
2. <u>Ordinary Resolution 7 - Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature</u>		
The proposed Ordinary Resolution 7 if passed, will enable the Company and/or its subsidiary companies to enter into recurrent transactions involving the interest of related parties, which are necessary for the Group’s day-to-day operations and undertaken at arm’s length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of minority shareholders of the Company.		
Please refer to the Circular to Shareholders dated 30 April 2025 for further details.		



VESTLAND BERHAD

Registration No.: 202101037563 (1437863-M)
(Incorporated in Malaysia)

PROCEDURE FOR ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via Tricor's TIIH Online website are summarised below:

Procedure	Action Required
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.• If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of form of proxy	<ul style="list-style-type: none">• After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password.• Select the corporate event: “VESTLAND BERHAD 3RD AGM - SUBMISSION OF PROXY FORM”.• Read and agree to the Terms and Conditions and confirm the Declaration.• Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.• Appoint your proxy(s) and insert the required details of your proxy(s) or appoint the Chairman as your proxy.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.• Review and confirm your proxy(s) appointment.• Print the form of proxy for your record.
ii. Steps for corporation or institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none">• Access TIIH Online at https://tiih.online• Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects the “Sign Up” button and followed by “Create Account by Representative of Corporate Holder”.• Complete the registration form and upload the required documents.• Registration will be verified, and you will be notified by email within one (1) to two (2) working days.• Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>

Proceed with submission of form of proxy	<ul style="list-style-type: none"> • Login to TIH Online at https://tiah.online • Select the corporate exercise name: “VESTLAND BERHAD 3RD AGM - SUBMISSION OF PROXY FORM”. • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.
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NO RECORDING OR PHOTOGRAPHY

Unauthorized recording and photography are strictly prohibited at the 3rd AGM.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
 Fax Number : +603-2783 9222
 Email : ls.enquiry@vistra.com
 Contact persons : Mohamad Khairudin +603-2783 7973 (Mohamad.Khairudin@vistra.com)
 Nurul Ainee +603-2783 9265 (Nurul.Ainee@vistra.com)