

NOTICE OF THE FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting (“AGM”) (“4th AGM”) of Vestland Berhad (“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 Friday, 12 June 2026 at 10:00 a.m., to transact the following businesses:

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ fees of up to RM222,000.00 for the period immediately after the 4th AGM until the next AGM of the Company to be held in 2027.
- To approve the payment of Directors’ benefits of up to RM40,000.00 for the period immediately after the 4th AGM until the next AGM of the Company to be held in 2027.
- To re-elect the following Directors who retire pursuant to Clause 76(3) of the Company’s Constitution:
 - Mr Wee Chuen Lii; and
 - Mr Ong Wei Liam @ Jeremy Ong.

[Please refer to Explanatory Note 1 on Ordinary Business]

[Ordinary Resolution 1]
[Please refer to Explanatory Note 2 on Ordinary Business]

[Ordinary Resolution 2]
[Please refer to Explanatory Note 2 on Ordinary Business]

[Please refer to Explanatory Note 3 on Ordinary Business]
 [Ordinary Resolution 3]
 [Ordinary Resolution 4]

[Please refer to Explanatory Note 4 on Ordinary Business]
 [Ordinary Resolution 5]

[Please refer to Explanatory Note 5 on Ordinary Business]
 [Ordinary Resolution 6]

SPECIAL BUSINESS

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

7. 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 7]

“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 (“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 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”).

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- the conclusion of the next AGM of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

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.

AND 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.”

8. 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]

[Ordinary Resolution 8]

“THAT pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Securities, the Company and its subsidiaries (“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 2026 provided that such transactions and/or arrangements are:

- necessary for the day-to-day operations for the Company and/or its subsidiaries;
- 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
- not detrimental to the minority shareholders of the Company.

(collectively known as “Shareholders’ Mandate”);

THAT the authority conferred by this Shareholders’ Mandate shall commence upon passing of this resolution and continue to be in force until:

- the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or
- 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
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier;

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.”

- 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 FONG SHIAN @ LIM FONG SHIAN [SSM PC No.: 201908004045 (MAICSA 7023187)]
 Company Secretaries

Kuala Lumpur
 30 April 2026

NOTES:

1. APPOINTMENT OF PROXY

- 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 5 June 2026. 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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:
 - In hard copy form
 The proxy form shall be deposited at the Share Registrar’s office, 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 or alternatively, the drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - By electronic means
 The proxy form shall be electronically lodged via Vistra Share Registry and IPO (MY) portal (“The Portal”) at <https://srmv.vistra.com>. Please refer to the Administrative Notes on the procedures for electronic lodgement of the proxy form.
- 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, the drop-in box located at Unit G-3, 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 notariarily and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.

- Last date and time for lodging this proxy form is on **Wednesday, 10 June 2026 at 10:00 a.m.**

- 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, the drop-in box located at Unit G-3, 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:
 - 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.
 - 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:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES ON ORDINARY BUSINESS

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2025

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 Act. Hence, this item on the Agenda is not being put forward for voting by shareholders of the Company.

2. Ordinary Resolutions 1 and 2 – Payment of Directors’ Fees and Benefits

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 4th AGM until the next AGM to be held in 2027, 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 4th AGM until the next AGM to be held in 2027.

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. Ordinary Resolutions 3 and 4 – Re-election of Directors pursuant to Clause 76(3) of the Company’s Constitution

Mr Wee Chuen Lii and Mr Ong Wei Liam @ Jeremy Ong will retire at the 4th 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 (“Retiring Directors”).

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance (“MCCG”), the profiles of the Retiring Directors are set out in the Directors’ Profile of the Annual Report 2025. The Board has, through the Nomination Committee (“NC”), considered the assessment of the Retiring 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 Retiring Directors are as follows:

- Mr Wee Chuen Lii, the Independent Non-Executive Director (“INED”) of the Company, had vast experience in accounting, finance and risk management. He had contributed sharp insights and valuable guidance to the Group. He also exercised due care and carried out his professional duties proficiently during his tenure as an INED, as well as the Chairman of the Audit and Risk Management Committee (“ARMC”) and a member of the NC and Remuneration Committee (“RC”) of the Company.
- Mr Ong Wei Liam @ Jeremy Ong, the INED of the Company, had demonstrated his independence through his engagement with the Board and Board Committees with a diverse set of expertise and perspective. He had exercised due care and carried out his professional duties proficiently during his tenure as an INED, as well as the Chairman of the RC and a member of the ARMC and RC of the Company.

Based on the above, the Board collectively agreed that the Retiring 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 Retiring Directors be re-elected as Directors of the Company at the 4th AGM.

4. Ordinary Resolution 5 – Re-election of Director pursuant to Clause 78 of the Company’s Constitution

Dato’ Soo Sze Ching, who was appointed as Executive Director and Group Chief Executive Officer of the Company on 10 February 2026, will retire at the 4th AGM pursuant to Clause 78 of the Company’s Constitution. He is standing for re-election as Director of the Company and being eligible, has offered himself for re-election.

Pursuant to Practice 5.7 of the MCCG, the profile of Dato’ Soo Sze Ching is set out in the Directors’ Profile of the Annual Report 2025. The Board has, through the NC, considered the assessment of Dato’ Soo Sze Ching pursuant to the Fit and Proper Policy adopted by the Company. The justification to support the Board’s recommendation for re-election of Dato’ Soo Sze Ching is as follow:

- Dato’ Soo Sze Ching, the Executive Director and Group Chief Executive Officer of the Company, had extensive experience in the construction industry and corporate management. His experience in managing large-scale construction projects, as well as his involvement in property investment and development, has been valuable to the Group. He had exercised his due care and carried out his professional duties proficiently during his tenure as Executive Director and Group Chief Executive Officer of the Company.

5. Ordinary Resolution 6 – Re-appointment of Auditors

The Board has through the 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 2026. 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 4th AGM, included an assessment on the Auditors’ independence and objectivity, calibre and quality process/ performance.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Ordinary Resolution 7 – Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 7, if passed, will renew the authority given to the Directors of the Company to allot and issue new shares in the Company provided that the aggregate number of shares issued 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 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 renewed 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 Proposed 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, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, the Company did not issue new shares pursuant to the mandate obtained at the Third AGM of the Company held on 9 June 2025.

2. Ordinary Resolution 8 – Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will enable the Company and/or its subsidiaries 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 2026 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 Vistra Share Registry and IPO (MY) portal are summarised below:

Procedure	Action
<u>i. Steps for Individual Shareholders</u>	
Register as a User at The Portal	<ol style="list-style-type: none"> 1. Visit the website at https://srmy.vistra.com. 2. Click "Register" and select "Individual Holder" and complete the New User Registration Form. 3. For guidance, you may refer to the tutorial guide available on the homepage. 4. Once registration is completed, you will receive an email notification to verify your registered email address. 5. After verification, your registration will be reviewed and approved within one (1) working day. A confirmation email will be sent once approved. 6. Once you receive the confirmation, activate your account by creating your password. <p><i>If you are an existing user with The Portal or our TIIH Online portal previously, you are not required to register again.</i></p>
Proceed with submission of proxy form	<ol style="list-style-type: none"> 1. After the release of the Notice of Meeting by the Company, login with your email address and password. 2. Select the corporate event: "VESTLAND BERHAD 4TH AGM" 3. Navigate to the 3 dots at the end of the corporate event and choose "SUBMISSION OF PROXY FORM". 4. Read and agree to the Terms and Conditions and confirm the Declaration. 5. Indicate the total number of shares assigned to your proxy(s) to vote on your behalf. 6. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. 7. Indicate your voting instructions – FOR or AGAINST or ABSTAIN. 8. Print the proxy form for your record.
<u>ii. Steps for Corporation or Institutional Shareholders</u>	
Register as a User at The Portal	<ol style="list-style-type: none"> 1. Visit the website at https://srmy.vistra.com. 2. Click "Register" and select "Representative of Corporate Holder" and complete the New User Registration Form. 3. Complete the registration form with your personal details. 4. Once registration is completed, you will receive an email notification to verify your registered email address.

	<p>5. After verification, your registration will be reviewed and approval within two (2) working days. A confirmation email will be sent once approved.</p> <p>6. Once you receive the confirmation, activate your account by creating your password.</p> <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 Tricor if you need clarifications on the user registration.</i></p>
<p>Proceed with submission of proxy form</p>	<ol style="list-style-type: none"> 1. Login to https://srmy.vistra.com with your email address and password. 2. Select the corporate event: “VESTLAND BERHAD 4TH AGM” 3. Navigate to the icon “>” at the end of the corporate event. 4. Read and agree to the Terms and Conditions and confirm the Declaration. 5. Select the corporate holder’s name. 6. Proceed to download the submission file. 7. Prepare the file for the appointment of proxy(ies) by inserting the required data. 8. Proceed to upload the duly completed proxy appointment file. 9. Select “Confirm” to complete your submission. 10. Print the confirmation report of your submission for your record.

NO RECORDING OR PHOTOGRAPHY

Unauthorized recording and photography are strictly prohibited at the 4th 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
 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)