

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 36th Annual General Meeting ("AGM") of the Company will be held at Bayu Hall 1, Level 2, Ascott Gurney Penang, No. 18 Gurney Drive, 10250 Georgetown, Penang on 27 July 2026 at 10.00 a.m. for the following purposes: -

AGENDA

ORDINARY BUSINESS

1. To receive the Company's Audited Financial Statements for the year ended 28 February 2026 together with the Reports of Directors and Auditors thereon
2. To approve the payment of a final dividend of 3.5 sen per ordinary share in respect of the financial year ended 28 February 2026. (Resolution 1)
3. To re-elect the following Directors, who retire in accordance with Article 88 of the Company's Constitution, and being eligible have offered themselves for re-election:
 - (a) Mr. Fong Wah Kai (Resolution 2)
 - (b) Mr. Fong Wern Sheng (Resolution 3)
4. To approve the Directors' Fees of RM80,000.00 for the financial year ended 28 February 2026. (Resolution 4)
5. To approve the Directors' Other Benefits Payables up to an amount of RM21,000.00 from 28 July 2026 to the next AGM of the Company. (Resolution 5)
6. To re-appoint Messrs Crowe Malaysia PLT as Auditors to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Resolution 6)

SPECIAL BUSINESS

To consider and if thought fit, to pass the following as an Ordinary Resolution: -

7. **Authority to Issue Shares Pursuant to the Companies Act 2016**

"THAT, subject always to the Companies Act 2016 ("Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the provisions of the Constitution of the Company and approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Board of Directors of the Company ("Board") be and is hereby empowered pursuant to Section 75 and 76 of the Act, to issue and allot shares in the capital of the Company, at any time upon such terms and conditions and for such purposes as the Board may, in its absolute discretion deem fit, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed ten (10) per centum of the issued share capital of the Company for the time being and the Board be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities ("Mandate") and that such authority shall continue in force until the conclusion of the next AGM of the Company;

THAT pursuant to Section 85 of the Act read together with Article 10 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company in respect of the allotment and issuance of new Shares pursuant to the Mandate AND THAT such new Shares when allotted shall rank pari passu in all respects with the existing class of ordinary shares;

AND FURTHER THAT the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the allotment and issuance of new Shares pursuant to the Mandate."

(Resolution 7)

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

8. **PROPOSED SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES ("SHARES") OF UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES ("PROPOSED SHARE BUY-BACK")**

"THAT subject to the Act, provisions of the Company's Constitution, Main Market Listing Requirements of Bursa Securities and any prevailing laws, guidelines, rules and regulations issued by the relevant authorities, the Board be authorised to purchase its own shares through Bursa Securities, subject to the following:

- (a) the aggregate number of Shares in the Company which may be purchased and/or held by the Company shall not exceed ten percent (10%) of its total number of issued Shares at any point in time;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profits of the Company;
- (c) the authority conferred by this resolution would be effective immediately upon the passing of this ordinary resolution and will continue to be in force until:
 - (i) the conclusion of the next AGM of the Company following the AGM at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first;

THAT where the Company has purchased the Shares, the Board may, at their discretion, resolve:

- (a) to cancel the shares so purchased;
- (b) to retain the shares so purchased as treasury shares; or
- (c) to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares.

THAT where such Shares are held as treasury shares, the Board may, at their discretion:

- (a) distribute the shares as dividends to shareholders, such dividend to be known as "share dividends";
- (b) resell the shares or any of the shares in accordance with the relevant rules of Bursa Securities;
- (c) transfer the shares, or any of the shares for the purposes of or under an employees' share scheme;
- (d) transfer the shares, or any of the shares as purchase consideration;
- (e) cancel the shares or any of the shares; or
- (f) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe.

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, and do all acts and things as may be required for or in connection with and to give effect to, and to implement the Proposed Share Buy-Back with full power to do all such acts as they may consider necessary or expedient so as to give full effect to the same with further power to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."

(Resolution 8)

9. To transact any other ordinary business for which due notice has been given in accordance with the Act.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

NOTICE IS HEREBY GIVEN that for purpose of determining a member who shall be entitled to attend this 36th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, to issue a General Meeting Record of Depositors as at 20 July 2026. Only a depositor whose name appears on the Record of Depositors as at 20 July 2026 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that, subject to the approval of the shareholders at the 36th AGM, a final dividend of 3.5 sen per ordinary share in respect of the financial year ended 28 February 2026 will be paid on 14 August 2026 respectively to depositors registered in the Records of Depositors on 31 July 2026.

A depositor shall qualify for entitlement only in respect of: -

- (a) Shares transferred into the depositor's securities account before 4.00 p.m. on 31 July 2026 in respect of transfers; and
- (b) Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

Ch'ng Lay Hoon
SSM PC No.: 201908000494
MAICSA 0818580
Company Secretary

Penang

30 June 2026

NOTES:

- i) A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint a proxy to attend and vote in his place.
- ii) Where a member appoints more than one (1) proxy [but not more than two (2)], the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- iii) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- iv) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- v) All forms of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Georgetown Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Explanatory Note On Special Business

Ordinary Resolution 7

The proposed resolution is in relation to authority to allot shares pursuant to Section 76 of the Act, and if passed, will give a renewed mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company. The Mandate, unless revoked or varied at a general meeting of the Company, will expire at the conclusion of the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the Mandate granted to the Directors of the Company at the 35th AGM held on 28 July 2025 and which will lapse at the conclusion of the 36th AGM.

At this juncture, there is no decision to issue new shares. However, should the need arise to issue new shares the Mandate would avoid any delay and costs in convening a general meeting of the Company to specifically approve such issue of share. If there should be a decision to issue new shares after the Mandate is obtained, the Company would make an announcement in respect of the purpose and utilisation of the proceeds arising from such issue.

Ordinary Resolution 8

The proposed resolution, if passed, will provide the authority for the Company to buy back its own shares up to a limit ten per centum (10%) of the total issued and paid-up share capital of the Company. The full details on Resolution 8 are set out in Statement to Shareholders dated 30 June 2026.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant To Paragraph 8.27(2) Of Bursa Malaysia Securities Berhad's Main Market Listing Requirements

- 1) Save for re-election of the retiring Directors, there were no directors standing for election at the 36th AGM.

The Board through its Nominating Committee has conducted and assessed the retiring Directors based on their character and integrity, experience and competence as well as time and commitment, in determining the eligibility of the Directors to stand for re-election at the 36th AGM. These two (2) retiring Directors have abstained from deliberation and decision on their respective eligibility to stand for re-election at the Board meeting.

The retiring Directors also provided the fit and proper declarations and have confirmed that they do not have any conflict of interest or potential conflict of interest that arise, or might arise, where they have interest, whether direct or indirect financial interest as well as non-financial interest or competing loyalties or interests which are in conflict with the Company or its subsidiaries.

- 2) The proposed Ordinary Resolution 7 for the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at last AGM held on 28 July 2025.
- 3) The proposed Ordinary Resolution 8 will provide the authority for the Company to buy back its own shares up to a limit ten per centum (10%) of the total issued and paid-up share capital of the Company. The full details on Resolution 8 are set out in Statement to Shareholders dated 30 June 2026.

PROXY FORM

CDS ACCOUNT NO.	NO. OF SHARES HELD

I/We, _____
(Full name of a member in BLOCK LETTERS as per Identity Card("MYKAD")/Passport/Certificate of Incorporation)

MYKAD/Passport No./Company No. _____ of _____

(Address in full)

telephone no. _____, being a member of **PGF CAPITAL BERHAD**.

("Company") hereby appoint _____
(Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD/Passport No. _____ of _____

(Address in full)

And/or failing him _____
(Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD/Passport No. _____ of _____

(Address in full)

or failing the abovenamed proxies, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the 36th Annual General Meeting of the Company, to be held at **Bayu Hall 1, Level 2, Ascott Gurney Penang, No. 18, Gurney Drive, 10250 Georgetown Penang on 27 July 2026 at 10 a.m.** and any adjournment thereof. My/our proxy/proxies is to be vote as indicated below:

	Resolution	For	Against
1.	Approval of Final Dividend of 3.5 sen for the financial year ended 28 February 2026		
2.	Re-election of Mr. Fong Wah Kai as Director		
3.	Re-election of Mr. Fong Wern Sheng as Director		
4.	Approval of Directors' Fees of RM80,000 for the financial year ended 28 February 2026		
5.	Approval of Directors Other Benefits Payable up to RM21,000		
6.	Re-appointment of Auditors		
7.	Approval for Directors to issue shares pursuant to Section 76 of the Companies Act 2016		
8.	Authority for the Company to purchase its own shares		

(Please indicate with "X" in the spaces on how you wish your votes to be cast for or against the resolutions. In the absence of specific directions, your proxy will vote or abstain from voting at his discretion.)

Dated this _____ day of _____ 2026

The proportions of my/or holding to be represented by my/our proxies are as follows: -		
	No. of Shares	Percentage
First Proxy		
Second Proxy		
Total		100%

Signature(s)/Common Seal of Member(s)

NOTES:

1. A member entitled to attend and vote at this meeting may appoint more than one (1) proxy, who need not be a member, to attend and vote in his stead. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
2. If the appointer is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its officer or attorney duly authorised.
3. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
4. To be valid, the duly completed form of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.
5. For the purpose of determining a member who shall be entitled to attend this 36th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, to issue a General Meeting Record of Depositors as at 20 July 2026. Only a depositor whose name appears on the Record of Depositors as at 20 July 2026 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

Personal Data Privacy:

By submitting the duly executed proxy form, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM of the Company and any adjournment thereof.

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The Company Secretary
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No. 55 Jalan Sultan Ahmad Shah
10050 Georgetown, Penang

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