

EXSIM HOSPITALITY BERHAD

Registration No. 198301000236 (95469-W)
(Incorporated in Malaysia)

NOTICE OF FORTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Third Annual General Meeting (“**43rd AGM**”) of EXSIM Hospitality Berhad (“**EHB**” or the “**Company**”) will be held at The Da Vinci, Level 2 of Portrait Hotel, No. 8, Jalan PJU 8, Empire City, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“**Main Venue**”) on Wednesday, 23 December 2026 at 3:00 p.m. to transact the following businesses:-

A G E N D A

AS ORDINARY BUSINESS

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.
2. To approve the Executive Directors' benefits for an amount of up to RM42,000.00 payable to Executive Directors for the period from 24 December 2026 until the next Annual General Meeting of the Company.
3. To approve the payment of Non-Executive Directors' fees of up to RM271,500.00, payable to the Non-Executive Directors on a monthly basis, for the period from 24 December 2026 until the next Annual General Meeting of the Company, in such proportion and manner as the Directors may determine:-

[Please refer to Explanatory Note 1]

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

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

No.	Type of Director	Non-Executive Directors' fees of the Company (RM)
1.	Chairman of the Board	77,000.00
2.	Independent Non-Executive Directors	194,500.00
Total		271,500.00

AND THAT to approve the Non-Executive Directors' benefits (excluding Directors' fees) for an amount of up to RM80,000.00 payable to Non-Executive Directors for the period from 24 December 2026 until the next Annual General Meeting of the Company, in such proportion and manner as the Directors may determine as follows:-

No.	Type of Director	Non-Executive Directors' benefits (excluding Directors' fees) of the Company (RM)
1.	Chairman of the Board	20,000.00
2.	Independent Non-Executive Directors	60,000.00
Total		80,000.00

4. To re-elect the following Directors:-
- 4.1 Ms. Freda Liu Phit Jang, who retires pursuant to Clause 84 of the Company's Constitution and being eligible, has offered herself for re-election.
- 4.2 Ms. Yong Hui Nee, who retires pursuant to Clause 84 of the Company's Constitution and being eligible, has offered herself for re-election.
5. To re-appoint Messrs. Crowe Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

[Please refer to Explanatory Note 3]
[Ordinary Resolution 3]

[Ordinary Resolution 4]

[Ordinary Resolution 5]

AS SPECIAL BUSINESS

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

6. ORDINARY RESOLUTION

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

“THAT subject always to the Companies Act 2016 (the “**Act**”), the Constitution of the Company and the Main Market Listing Requirements (“**MMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and approvals of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot 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 shares issued does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“**Proposed General Mandate**”).

THAT the existing shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85(1) of the Act read together with Paragraph 7.08 of the MMLR of Bursa Securities and the Company's Constitution to be offered the New Shares to be allotted and issued under the Proposed General Mandate, which rank equally with the existing shares in the Company;

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

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company held after the approval was given;
- (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
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation for such new Shares on Bursa Securities;

AND 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.

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.”

[Please refer to Explanatory Note 4]
[Ordinary Resolution 6]

7. ORDINARY RESOLUTION

- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SET OUT IN SECTION 2.6 OF THE CIRCULAR TO SHAREHOLDERS DATED 30 OCTOBER 2026

“THAT subject to the Act, the Constitution of the Company and the MMLR of Bursa Securities, approval be and is hereby given to the proposed renewal of existing shareholders' mandate for the recurrent related party transactions of a revenue or trading nature (“**Proposed Renewal of Existing RRPT Mandate**”) for the Company and its subsidiaries (“**Group**”) to enter into and give effect to such recurrent related party transactions of a revenue or trading nature from time to time with the related parties involving the interest of Directors, major shareholders or persons connected with Director and/or major shareholders of the EHB Group (“**Related Parties**”), as specified in Section 2.6 of the Circular to Shareholders dated 30 October 2026, provided that such arrangements and/or transactions are:-

- (a) recurrent transactions of a revenue or trading nature;
- (b) necessary for the day-to-day operations of the Group;
- (c) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (d) not to the detriment of the minority shareholders

THAT the authority conferred by such mandate shall commence upon passing of this resolution and shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the passing of this resolution, at which time this authority shall lapse, unless renewed by an ordinary resolution passed at a general meeting of the Company; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting; whichever is earlier.

THAT the Directors of the Company be authorised to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary in the interest of the Company to give effect to the transactions contemplated and/or authorised by this mandate.”

[Please refer to Explanatory Note 5]
[Ordinary Resolution 7]

(ii) Non-Executive Directors' fees and benefits

The proposed Ordinary Resolution 2 is to seek shareholders' approval for the payment of Non-Executive Directors' fees of up to RM271,500.00 and Non-Executive Directors' benefits (excluding Directors' fees) of up to RM80,000.00 for the period from 24 December 2026 until the next AGM of the Company.

The proposed Non-Executive Directors' fees of up to RM271,500.00 represent the aggregate maximum amount of Non-Executive Directors' fees payable for the period from 24 December 2026 until the next AGM of the Company, comprising up to RM77,000.00 for the Independent Non-Executive Chairman of the Board and up to RM194,500.00 for the Independent Non-Executive Directors. The Non-Executive Directors' fees will be paid on a monthly basis during the said period.

The proposed Non-Executive Directors' benefits (excluding Directors' fees) of up to RM80,000.00 comprise benefits payable to the Non-Executive Directors in connection with the performance of their duties and responsibilities to the Company, including meeting allowances and other benefits as may be determined by the Board from time to time. The proposed amount comprises benefits of up to RM20,000.00 for the Independent Non-Executive Chairman of the Board and up to RM60,000.00 for the Independent Non-Executive Directors.

The proposed amounts represent the maximum amounts payable for the period from 24 December 2026 until the next AGM of the Company. Any amount approved but not utilised during the said period will not be paid to the Non-Executive Directors.

In the event that the approved Directors' fees and benefits are insufficient due to an increase in the size of the Board or other relevant circumstances during the said period, the Company will seek shareholders' approval at the next AGM of the Company for the additional Directors' fees and benefits required to meet the shortfall.

The Board is of the view that the proposed Non-Executive Directors' fees and benefits are appropriate having regard to the respective roles, responsibilities and time commitment of the Non-Executive Directors and recommends Ordinary Resolution 2 for shareholders' approval.

3. Item 4 of the Agenda

Clause 84 of the Company's Constitution provides that one-third (1/3) of the Directors shall retire from office at each Annual General Meeting and that the Directors to retire shall be those who have been longest in office since their last election.

Pursuant to Paragraph 8.27(2) of the MMLR of Bursa Securities, the details of Ms. Freda Liu Phit Jang (“**Ms. Freda Liu**”) and Ms. Yong Hui Nee (“**Ms. Yong**”) (collectively, the “**Retiring Directors**”) are set out in their respective profiles in the Directors' Profile section of the Company's Annual Report 2026. Details of their respective interests in the securities of EHB, if any, are set out in the Directors' Shareholdings section of this Annual Report.

The NC considered the respective performance and contribution of the Retiring Directors based on the results of the Board Effectiveness Evaluation, taking into consideration, among others, the following factors:

- (a) Fit and proper assessment;
- (b) Contribution to Board interaction;
- (c) Knowledge and calibre;
- (d) Quality of input to the Board;
- (e) Understanding of their roles; and
- (f) Conflict of interest, if any.

As the Retiring Directors are Independent Non-Executive Directors, the Nomination Committee (“**NC**”) had also assessed their independence and was satisfied that they continued to demonstrate independence in character and judgement and were able to act in the best interests of the Company.

Based on the assessment results, the NC was satisfied that the Retiring Directors had discharged their duties and responsibilities effectively and continued to possess the requisite character, integrity, experience, competence and time commitment to serve on the Board. The Board, other than the respective Retiring Director who abstained from deliberation and voting on her own proposed re-election, concurred with the NC's recommendation and recommended that shareholders vote in favour of their re-election at the 43rd AGM.

Accordingly, the Board recommends that shareholders vote in favour of their re-election at the 43rd AGM.

4. Item 6 of the Agenda

Ordinary Resolution 6 is to seek a renewal of the general mandate for allotment and issuance of shares by the Company from time to time and to 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, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed the prescribed limit under the MMLR of Bursa Securities (“**General Mandate**”).

However, pursuant to Section 85(1) of the Act, Clause 53 of the Company's Constitution and Paragraph 7.08 of MMLR of Bursa Securities, the New Shares will have to be offered to the existing shareholders of the Company unless there is a direction to the contrary given in the general meeting of the Company. Should the existing shareholders of the Company approve the proposed Ordinary Resolution 6, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Act, which then would allow the Directors to issue New Shares to any person without having to offer the said New Shares equally to all existing shareholders of the Company prior to the issuance. This will result in a dilution to the shareholding percentage of the existing shareholders of the Company.

The purpose of this General Mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or such other purposes as the Directors may deem fit in the best interest of the Company, provided that the aggregate number of shares or convertible securities issued must not be more than 10% of the total number of issued shares. This General Mandate, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

The Board of Directors of the Company is of the view that the General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to issue New Shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. It will also enable the Directors to take swift action in case of a need to issue and allot New Shares in the Company fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, 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 applications as the Directors may deem fit in the best interest of the Company and its shareholders, provided that the aggregate number of shares or convertible securities issued must not be more than 10% of the total number of issued shares of the Company.

The proposed Ordinary Resolution 6 is a renewal of the general mandate granted by the shareholders at the 42nd AGM held on 27 November 2025. As at the date of this Notice, the Company has not issued any new shares pursuant to the said general mandate, which will lapse at the conclusion of the 43rd AGM.

5. Item 7 of the Agenda

Ordinary Resolution 7, if passed, will enable the Group to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature in the ordinary course of business (“**RRPT**”) which are necessary for the Group's day-to-day operations and on normal commercial terms not more favourable to the related parties than those generally available to the public, and are not to the detriment of the minority shareholders of the Company. The procurement of the Proposed Renewal of RRPT Mandates would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek shareholders' approval as and when potential RRPT arise. The shareholders' mandate is subject to renewal on an annual basis.

The authority given for Ordinary Resolution 7 mentioned above unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM.

Further information on this Ordinary Resolution 7 is set out in Section 2.6 of the Circular to Shareholders of the Company dated 30 October 2026 which is despatched together with the Annual Report 2026.

Notes:

- (1) The 43rd AGM will be held at Main Venue. Members and proxies will have to attend physically in person at the Main Venue.
- (2) A member who is entitled to attend and vote at the 43rd AGM shall be entitled to attend not more than two (2) proxies to attend, participate, speak and vote on his/her behalf at the 43rd AGM. Where a member appoints two (2) proxies to attend the 43rd AGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.
- (3) The Company shall be entitled to reject any instrument of proxy lodged if the member is not shown to have any shares entered against his name in the Register and/or subject to Clause 64 of the Constitution in relation to the Record of Depositors made available to the Company.
- (4) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint one (1) proxy only in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (5) 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. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- (6) The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration in the proxy form must be initialled.
- (7) The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 43rd AGM or at any adjournment thereof:

(i) In Hardcopy Form

The Proxy Form shall be deposited at 5-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia.

(ii) By Electronic Means

The Proxy Form shall be electronically submitted via Symphony's Online website at <https://www.symphonycorporateservices.com.my>. (Domain Registration No. D1C534619 - MYNIC)

Please refer to the Administrative Guide for the 43rd AGM for further information on the electronic submission.
- (8) Pursuant to Paragraph 8.29 of the MMLR of Bursa Securities, all the resolutions set out in this Notice of 43rd AGM will be put to vote by poll.
- (9) In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 December 2026 (General Meeting Record of Depositors) shall be entitled to attend, participate, speak and vote at the 43rd AGM, or to appoint proxy(ies) to attend, participate, speak and vote on their behalf.
- (10) Those proxy forms which are indicated with “v” in the spaces provided to show how the votes are to be cast will also be accepted.

Personal Data Privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 43rd AGM and/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 processing and the administration by the Company (or its agents) of proxies and representatives appointed for the 43rd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 43rd AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”);
- (ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure of the proxy(ies) and/or representative(s) personal data by the Company 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.

By Order of the Board

TEO SOON MEI (SSM PC No. 201908000235) (MAICSA 7018590)
NAZIRAH BINTI NAZRI (SSM PC No. 202408000275) (MAICSA 7071328)
Company Secretaries

Kuala Lumpur
Dated: 30 October 2026

Explanatory Notes:

1. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. As such, this Agenda item is not put forward for voting.

2. Item 2 to 3 of the Agenda

Section 230(1) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

(i) Executive Directors' benefits for the period from 24 December 2026 until the next Annual General Meeting of the Company

The Company is seeking shareholders' approval for the payment of benefits to Executive Directors, including but not limited to meeting allowance, for an amount of up to RM42,000.00 for the period from 24 December 2026 until the next AGM of the Company under Ordinary Resolution 1.

In determining the total estimated amount of the Executive Directors' benefits, the Board has considered the number of scheduled meetings for the Board for the period from 24 December 2026 until the next AGM of the Company:-

Executive Director	Meeting allowance (RM)
Tan Hai Liang	21,000.00
Paramjit Singh Gill A/L Gurdev Singh	21,000.00
Total	42,000.00

The proposed Ordinary Resolution 1, if passed, will give authority to the Company to pay benefits to the Executive Directors for their services rendered for the period from 24 December 2026 until the next AGM of the Company, with payments structured on a monthly basis.