

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting (“**22<sup>nd</sup> AGM**”) of **EONMETALL GROUP BERHAD (“the Company”)** will be held at Meeting Room, 2<sup>nd</sup> Floor, Lot 1258, Mk 12, Jalan Seruling, Kawasan Perusahaan Valdor, 14200 Sungai Bakap, Pulau Pinang, Malaysia on Wednesday, 28 May 2025 at 2.30 pm or at any adjournment thereof for the following purposes:

AGENDA	
<b>AS ORDINARY BUSINESS</b>	
1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of Directors and Auditors thereon.	
2. To re-elect the following Directors, each of whom retires in accordance with Clause 103 of the Company's Constitution and being eligible, offers himself for re-election: (a) Tan Sri Dato’ Mohd Desa Bin Pachi; (b) Mr. Yeoh Cheng Chye; and (c) Mr. Goh Kee Seng	<b>Ordinary Resolution 1</b> <b>Ordinary Resolution 2</b> <b>Ordinary Resolution 3</b>
3. To re-elect Datin Tan Pak Say retiring in accordance with Clause 110 of the Company's Constitution and being eligible, offers herself for re-election.	<b>Ordinary Resolution 4</b>
4. To approve the payment of Directors’ Fees to the Directors of an amount up to RM380,000 for the period from one day after 22 <sup>nd</sup> AGM until the conclusion of the next annual general meeting (“ <b>AGM</b> ”) of the Company.	<b>Ordinary Resolution 5</b>
5. To approve the payment of benefits to the Directors of an amount up to RM90,000 for the period from one day after 22 <sup>nd</sup> AGM until the conclusion of the next AGM of the Company.	<b>Ordinary Resolution 6</b>
6. To re-appoint BDO PLT as auditors of the Company and to authorise the Directors to determine their remuneration.	<b>Ordinary Resolution 7</b>
<b>AS SPECIAL BUSINESS</b>	
To consider and if thought fit, pass the following resolutions with or without modifications:	
7. <b>WAIVER OF PRE-EMPTIVE RIGHTS UNDER SECTION 85 OF THE COMPANIES ACT 2016</b> “THAT pursuant to Section 85 of the Companies Act 2016 (“ <b>the Act</b> ”) read together with Clause 65 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over (a) all new shares in the Company, (b) all options offered or to be offered pursuant to the Company's Employees Share Option Scheme and (c) any offers, agreements, rights, options or other convertible securities of whatever kind in respect of any new shares in the Company AND THAT such new shares when issued, shall rank pari passu equally to the existing issued shares of the Company.”	<b>Ordinary Resolution 8</b>
8. <b>AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016</b> “THAT contingent upon the passing of Ordinary Resolution 8 and subject always to the Act, the Company's Constitution, the Main Market Listing Requirements (“ <b>MMLR</b> ”) of Bursa Malaysia Securities Berhad (“ <b>Bursa Securities</b> ”) and the approvals of the relevant government or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to allot and issue shares in the Company at any time, at such price, upon such terms and conditions, for such purposes and to such person or persons, as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued share capital (excluding treasury shares) of the Company for the time being. AND THAT the Directors are also empowered to obtain the approval from the Bursa Securities for the listing and quotation for the additional shares to be issued and THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company. 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 any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”	<b>Ordinary Resolution 9</b>
9. <b>PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)</b> “THAT pursuant to the provisions of the MMLR of Bursa Securities, a general mandate of the shareholders be and is hereby granted for the Company and/or its subsidiaries to enter into recurrent related party transactions as set out in Section 2.4 under Part A of the Circular and Statement to Shareholders dated 29 April 2025, which are necessary for the Group's day-to-day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company; and that the approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or revoked or varied by resolutions 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 do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Shareholders' Mandate.”	<b>Ordinary Resolution 10</b>
10. <b>PROPOSED ALLOCATION OF OPTIONS GRANTED UNDER THE EMPLOYEES' SHARE OPTION SCHEME (“ESOS” OR THE “SCHEME”) (“ESOS OPTIONS”) TO DATIN TAN PAK SAY, MANAGING DIRECTOR &amp; CHIEF EXECUTIVE OFFICER OF THE COMPANY</b> “THAT approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the ESOS, to offer and grant to the Director, Datin Tan Pak Say ESOS Options to subscribe for new ordinary shares in Eonmetall Group Berhad (“ <b>Shares</b> ”) under the ESOS in accordance with the by-laws governing the ESOS (“ <b>By-laws</b> ”) provided always that:- (i) she shall not participate in the deliberation or discussion of her own allocation as well as allocation to persons connected with her; (ii) the allocation to her, who singly or collectively through persons connected with her, holds 20% or more of the total number of issued Shares (excluding treasury shares), shall not exceed 10% of the total number of new Shares to be issued under the Scheme; and (iii) such offer and grant of ESOS Options are subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-laws, MMLR of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time; THAT the Board is authorised to allot and issue such number of new Shares arising from the exercise of the ESOS Options issued under the Scheme; AND THAT the Shares to be allotted and issued upon the exercise of any ESOS Options granted under the Scheme will be subject to the provisions of the Constitution of the Company and will, upon allotment and issuance, rank pari passu in all respects with the then existing issued Shares, save and except that the Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other distributions, which may be declared, made or paid to shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of such new Shares.”	<b>Ordinary Resolution 11</b>
11. To transact any other business of which due notice shall have been given.	
By Order of the Board	
<b>Tai Yit Chan</b> (MAICSA 7009143 SSM PC No. 202008001023) <b>Ong Tze-En</b> (MAICSA 7026537 SSM PC No. 202008003397) Company Secretaries Penang, 29 April 2025	
<b>Notes:</b> <b>Appointment of Proxy</b>	
1. A proxy may but need not be a member.	
2. The instrument appointing a proxy must be deposited at the Company's Registered Office at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia, not less than forty-eight (48) hours before the time set for holding the 22 <sup>nd</sup> AGM or at any adjournment thereof.	
3. A member entitled to attend, participate, speak and vote is entitled to appoint not more than 2 proxies to attend, participate, speak and vote instead of him. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.	
4. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“ <b>omnibus account</b> ”), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.	
5. If the appointor is a corporation, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.	
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 May 2025 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.	
<b>Explanatory Notes:</b>	
<b>1. Ordinary Resolutions 1, 2, 3 and 4</b> deal with the re-election of Tan Sri Dato’ Mohd Desa Bin Pachi, Mr. Yeoh Cheng Chye (“ <b>Mr. Yeoh</b> ”), Mr. Goh Kee Seng and Datin Tan Pak Say. All of them are standing for re-election and being eligible, have offered themselves for re-election at this 22 <sup>nd</sup> AGM. The Board of Directors (“ <b>the Board</b> ”), through the Nominating Committee (“ <b>NC</b> ”), had conducted assessments on Tan Sri Dato’ Mohd Desa Bin Pachi, Mr. Yeoh Cheng Chye and Mr. Goh Kee Seng and considered the results of the assessments based on the criteria set out in the Fit and Proper Policy which include commitment, contributions, knowledge, integrity and experience and their overall performance and was satisfied that all of them met the performance criteria set out therein in the discharge of their duties and responsibilities. Tan Sri Dato’ Mohd Desa Bin Pachi is an Independent Director (“ <b>ID</b> ”) of the Company. He has fulfilled the requirements on independence as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“ <b>Bursa Securities</b> ”) (“ <b>MMLR</b> ”) and has provided confirmation of independence. Throughout his tenure, he has provided strong leadership and guidance to the Board, fostering effective decision-making processes and promoting transparency and accountability as well as sharing impartial views and opinions. Mr. Yeoh Cheng Chye and Mr. Goh Kee Seng are Non-IDs. Both had demonstrated their objectivity through proactive engagements during meetings of the Board. Following re-designation as Non-ID, Mr. Yeoh continued to contribute his valuable expertise and insights to the Company and its subsidiaries (“ <b>Group</b> ”) to ease the transition to the new executive leadership. Datin Tan Pak Say did not participate in the annual assessment as she was only appointed in January 2025. Nonetheless, the Board viewed that she has, since her appointment, added value to the Board's decision making process. Accordingly, the Board would like to recommend the re-election of all four Directors at the forthcoming 22 <sup>nd</sup> AGM. The retiring Directors do not have any conflict of interest with the Company save as disclosed in the Annual Report 2024 and the Circular and Statement to the shareholders and had also abstained from deliberation and decision making on their re-election.	
<b>2.</b> In respect of <b>Ordinary Resolution 5</b> and <b>Ordinary Resolution 6</b> , the Directors’ fees and benefits have been reviewed by the Remuneration Committee (“ <b>RC</b> ”) and the Board which considered the fees and benefits are in the best interest of the Company and in accordance with the remuneration framework. The fee also includes a contingency sum to cater to unforeseen circumstances such as the appointment of any additional Director and/or for the formation of additional <b>Board Committees</b> (collectively, the Audit Committee, NC and RC). The benefits payable comprises of meeting day allowances and is calculated based on the number of days scheduled for meetings of the Board and Board Committees. It also included contingency to account for additional unscheduled meeting days. In the event the proposed amounts are insufficient, approval will be sought at the next AGM for the shortfall.	
<b>3. Ordinary Resolution 8: Waiver of the pre-emptive rights under Section 85 of the Companies Act 2016 (“Act”)</b> Pursuant to Section 85 of the Act read together with Clause 65 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities. In order for the Board to issue (a) all new shares in the Company, (b) all options offered or to be offered pursuant to the Company's Employees Share Option Scheme (“ <b>ESOS Options</b> ”) and (c) any offers, agreements, rights, options or other convertible securities of whatever kind in respect of any new shares in the Company free of pre-emptive rights, such pre-emptive rights must be waived. The Ordinary Resolution, if passed, will exclude the shareholders’ pre-emptive rights over all new shares in the Company, ESOS Options and any offers, agreements, rights, options or other convertible securities of whatever kind in the Company.	
<b>4. Ordinary Resolution 9: Power to issue and allot shares pursuant to Sections 75 and 76 of the Act</b> This Ordinary Resolution, is for the purpose of granting a renewed general mandate (“ <b>General Mandate</b> ”) and if passed, will give authority to the Board to issue and allot ordinary shares at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting, 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 at the last AGM held on 31 May 2024 and which will lapse at the conclusion of the 22 <sup>nd</sup> AGM. The renewal of this General Mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions. At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the General Mandate is obtained, the Company will make announcement in respect thereof.	
<b>5. Ordinary Resolution 10: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature</b> This Ordinary Resolution, if approved, will allow the Group to enter into existing recurrent related party transactions of a revenue and trading nature under the Proposed Shareholders' Mandate with related parties. Please refer to Part A of the Circular and Statement to Shareholders dated 29 April 2025 for further information.	
<b>6. Ordinary Resolution 11: Proposed allocation of ESOS Options to a Director of the Company: Datin Tan Pak Say</b> The ESOS was approved by the shareholders of the Company at the EGM held on 20 May 2021 and subsequently became effective on 8 October 2021. The proposed Resolution 11, if passed, will empower the Board to offer and grant to Datin Tan Pak Say ESOS Options to subscribe for new Shares under the ESOS in accordance with the By-laws provided always that: (a) she shall not participate in the deliberation or discussion of her own allocation as well as allocation to persons connected with her; (b) the allocation to her, who singly or collectively through persons connected with him, holds 20% or more of the total number of issued Shares (excluding treasury shares), shall not exceed 10% of the total number of new Shares to be issued under the Scheme; and (c) such offer and grant of ESOS Options are subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-laws, the MMLR or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time.	