XIN SYNERGY GROUP BERHAD
鑫集团有限公司
200201024617 (592280-W)

NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting (“24th AGM” or “Meeting”) of Xin Synergy Group Berhad (“XSGB” or “the Company”) will be held at 1045 (1F), Jalan Muhibah 1, Taman Perindustrian Muhibah, 81400 Senai, Johor, Malaysia on Friday, 11 September 2026 at 10:00 a.m. or at any adjournment thereof, to transact the following businesses, with or without any modifications:-

A G E N D A

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2026 together with the Reports of the Directors and Auditors thereon. ***Please refer to Explanatory Note 1***

2. To approve the payment of Directors’ fees and benefits of up to RM240,000.00 for the period commencing from the date immediately after the 24th AGM until the date of the next Annual General Meeting (“AGM”) of the Company. ***Ordinary Resolution 1***

3. To re-elect Mr. Steven Wong Chin Fung as a Director of the Company pursuant to Clause 87 of the Company’s Constitution. ***Ordinary Resolution 2***

4. To re-elect Ms. Wong Wen Xin as a Director of the Company pursuant to Clause 93 of the Company’s Constitution. ***Ordinary Resolution 3***

5. To re-appoint PKF PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. ***Ordinary Resolution 4***

AS SPECIAL BUSINESS:

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

6. **GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“ACT”)** ***Ordinary Resolution 5***

   “THAT subject always to the Constitution of the Company, the Act, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/ regulatory authorities, where 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 new ordinary shares in the Company (“Shares”) to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time (“Mandate”) AND the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND such authority shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

   AND THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank *pari passu* 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.”

7. To transact any other business of which due notice shall have been given.

By order of the Board

TEA SOR HUA (MACS 01324) (CCM PC No.: 201908001272)
LOO HUI YAN (MAICSA 7069314) (CCM PC No.: 202308000290)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
31 July 2026

Notes:

(a) A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.

(b) A proxy may, but need not, be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.

(c) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.

(d) 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 multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.

(e) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint more than one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

(f) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 65(b) of the Company's Constitution to issue a General Meeting Record of Depositors as at 3 September 2026. Only members whose names appear in the General Meeting Record of Depositors as at 3 September 2026 shall be regarded as members and entitled to attend and vote at the Meeting.

(g) To be valid, the instrument appointing a proxy must be deposited at the office of Share Registrar of the Company at Aldpro Corporate Services Sdn. Bhd., **B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia** or alternatively, the Proxy Form can be electronically lodged via the Digerati Portal at **https://xsgb-agm.digerati.com.my** or via email to **admin@aldpro.com.my** not less than **forty-eight (48) hours** before the time for holding the Meeting.

(h) All the resolutions as set out in this Notice of Meeting will be put to vote by poll.

(i) Kindly check Bursa Malaysia Securities Berhad's website and the Company's website at https://xinsynergy.com.my for the latest status of the Meeting.

EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS

1. **Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 March 2026**

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

2. **Item 2 of the Agenda – Directors' Fees and Benefits**

   Pursuant to Section 230(1) of the Act, the directors' fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Directors' fees and benefits for the period from the date immediately after the 24th AGM until the next AGM of the Company. In the event the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for the shortfall.

3. **Items 3 and 4 of the Agenda – Re-election of Directors**

   Clause 87 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being, or, if their number is not a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

   Clause 93 of the Company's Constitution provides that any Director appointed either to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next AGM, and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

   Following thereto, Mr. Steven Wong Chin Fung will retire by rotation pursuant to Clause 87 of the Company's Constitution and Ms. Wong Wen Xin will retire pursuant to Clause 93 of the Company's Constitution (collectively known as "the Retiring Directors"). The Retiring Directors being eligible, has offered themselves for re-election at the Meeting.

   The Board has endorsed the Nomination Committee's recommendation to seek shareholders' approval to re-elect the Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

   The Retiring Directors had abstained from all deliberations and decisions on their eligibility to stand for re-election at the Board meeting.

   The detail and profile of the Retiring Directors are provided in the Director's Profile of the Company's Annual Report 2026.

4. **Item 5 of the Agenda – Re-appointment of auditors**

The Audit and Risk Management Committee ("ARMC") has undertaken an annual assessment of the suitability, effectiveness and independence of PKF PLT as Auditors. Based on the outcome of the assessment, the ARMC is satisfied that PKF PLT has maintained its independence and has performed its duties effectively. Accordingly, the ARMC recommended to the Board that PKF PLT be re-appointed as the Auditors of the Company.

The Board has endorsed the ARMC recommendation and will seek shareholders' approval for the re-appointment of PKF PLT as Auditors for the financial year ending 31 March 2027, and to hold office until the conclusion of the next AGM.

5. **Item 6 of the Agenda – General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act**

The Ordinary Resolution 5 proposed under item 6 of the Agenda is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, will empower the Directors to issue and allot new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will 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.

This general mandate will provide flexibility to the Company for issuance and allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding current and/or future project(s), working capital, acquisitions, investments and/or for issuance of shares as a form of settlement of purchase consideration or repayment of borrowings or debt settlement/repayment or such other applications as the Directors may deem fit and expedient in the best interest of the Company.

The Company had at its Twenty-Third AGM held on 12 September 2025 ("23rd AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes, as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time ("General Mandate").

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the General Mandate granted to the Directors at the 23rd AGM, which will lapse at the conclusion of the Meeting, and accordingly, no proceeds were raised.