



**PESONA METRO HOLDINGS BERHAD**  
Registration No.: 201101029741 (957876-T)  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN THAT** the 15<sup>th</sup> Annual General Meeting of Pesona Metro Holdings Berhad (“the Company”) will be held at **The Vertical, Connexion Conference & Event Centre, The Zenith (Level M1), Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia** on **Thursday, 25 June 2026 at 10.30 a.m.** for the following purposes:

**AS ORDINARY BUSINESS:**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. **(Please refer to the Explanatory Notes to the Agenda)**
2. To approve the payment of Directors’ fees of RM384,000.00 for the financial year ending 31 December 2026 to be paid quarterly in arrears. **(Ordinary Resolution 1)**
3. To approve the payment of Directors’ benefits up to an aggregate amount of RM35,000.00 for the period from 26 June 2026 until the next annual general meeting of the Company. **(Ordinary Resolution 2)**
4. To re-elect the following Directors who are retiring in accordance with Clause 76(3) of the Constitution of the Company:-
  - (a) Mr Wie Hock Beng; and **(Ordinary Resolution 3)**
  - (b) Puan Salwa Binti Shamshuddin. **(Ordinary Resolution 4)**
5. To re-appoint UHY Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

**AS SPECIAL BUSINESS:-**

To consider and, if thought fit, to pass the following resolutions, with or without modification(s): -

6. **Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 6)**

“**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant regulatory authorities, where such approvals are required, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, to such persons and for such purposes as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as they may deem fit or expedient in the best interest of the Company to give effect to the issuance of new shares pursuant to this resolution, including making applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority

shall continue to be in force until the conclusion of the next annual general meeting of the Company held after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

7. **Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** *(Ordinary Resolution 7)*

“**THAT** subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries (“the Group”) to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4 of Part A of the Circular to Shareholders dated 30 April 2026, provided that such transactions are necessary for the Group’s day-to-day operations and are carried out in the ordinary course of business, at arm’s length and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interests of the minority shareholders of the Company.

**THAT** the authority conferred by such mandate shall continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company following this annual general meeting, at which time it shall lapse, unless by a resolution passed at that general meeting the authority is renewed;
- (ii) the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earlier.

**AND THAT** the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider necessary or expedient in order to give full effect to this resolution.”

8. **Proposed Authority for the Company to Purchase its own Shares (“Proposed Share Buy-Back Authority”)** *(Ordinary Resolution 8)*

“**THAT** subject to the Companies Act 2016 (“Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of the relevant regulatory authorities, where such approvals are required, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company provided that:

- (i) the aggregate number of ordinary shares in the Company which may be purchased and/or held as treasury shares by the Company pursuant to this ordinary resolution does not exceed 10% of the total number of issued shares of the Company at any point in time;

- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase; and
- (iii) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

**THAT** the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company following this annual general meeting, 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;
- (b) the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Main Market Listing Requirements of Bursa Securities and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

**AND THAT** authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Proposed Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company."

- 9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

**TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)**  
**TAN HAN HONG (MAICSA 7079454) (SSM PC NO. 202508000654)**  
Company Secretaries  
Kuala Lumpur

30 April 2026

## NOTES:

1. *For the purpose of determining who shall be entitled to attend, speak and vote at this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 19 June 2026. Only a member whose name appears on this Record of Depositors shall be entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on his behalf.*
2. *A member of the Company who is entitled to attend, speak and vote at a general meeting may appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, speak and vote in his place. A proxy may but need not be a member of the Company.*
3. *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, speak and vote instead of the member at the general meeting.*
4. *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 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.*
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 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.*
6. *Where a member, an authorised nominee or an exempt authorised nominee 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 shall not be valid unless he specifies the proportion of his shareholdings to be represented by each proxy.*
7. *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the 15<sup>th</sup> Annual General Meeting or adjourned general meeting at which the person named in the appointment proposes to vote:*
  - (i) *In hard copy form*  
*To be deposited with the Company’s Share Registrar, 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, Malaysia or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia*
  - (ii) *By electronic means via Vistra Share Registry and IPO (MY) portal (“The Portal”) at <https://srmy.vistra.com>*  
*Please refer to the Administrative Guide of the 15<sup>th</sup> Annual General Meeting for further information on electronic submission of proxy form via The Portal.*
8. *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited 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, Malaysia or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 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. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.*
9. *Please ensure **ALL** the particulars as required in the proxy form are completed, signed and dated accordingly.*

10. Last day, date and time for lodging the proxy form is **Tuesday, 23 June 2026 at 10.30 a.m.**
11. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL OR DULY CERTIFIED** certificate of appointment of authorised representative executed in the manner as stated in the proxy form 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, Malaysia or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia if this has not been lodged with the Company's Share Registrar earlier.
12. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
  - a. National Registration Identity card (NRIC) (Malaysian), or
  - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
  - c. Passport (Foreigner).
13. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 15<sup>th</sup> Annual General Meeting will be put to vote by way of poll.

## **EXPLANATORY NOTES TO THE AGENDA**

### **(i) Item 1 of the Agenda**

#### **Audited Financial Statements for the financial year ended 31 December 2025**

This agenda item is meant for discussion only as, pursuant to Section 248(2) and Section 340(1)(a) of the Companies Act 2016, the audited financial statements together with the Reports of the Directors and Auditors thereon are required to be laid before the Company at its annual general meeting. Hence, this agenda item is not put forward for voting.

### **(ii) Ordinary Resolution 1**

#### **Directors' fees for the financial year ending 31 December 2026**

The Directors' fees proposed for the financial year ending 31 December 2026 are calculated based on the current Board size and on the assumption that all Non-Executive Directors will remain in office until 31 December 2026. This resolution intended to facilitate the payment of Directors' fees for the current financial year. In the event that the Company appoints additional Non-Executive Directors, approval for additional Directors' fees will be sought at the next annual general meeting.

### **(iii) Ordinary Resolution 2**

#### **Directors' benefits for the period from 26 June 2026 until the next annual general meeting**

Directors' benefits are meeting allowances payable to Non-Executive Directors. In determining the estimated amount, the Board has considered various factors, including the current Board size, the number of scheduled meetings of the Board and Board Committees for the period from 26 June 2026 until the next annual general meeting, as well as the number of Non-Executive Directors involved in such meetings. In the event that the proposed amount is insufficient (due to an increase in the number of meetings and/or enlarged Board size), approval for the shortfall will be sought at the next annual general meeting.

### **(iv) Ordinary Resolutions 3 and 4**

#### **Re-election of Directors**

Mr Wie Hock Beng and Puan Salwa Binti Shamshuddin (collectively referred to as "Retiring Directors") are standing for re-election as Directors of the Company and, being eligible, have offered themselves for re-election at the 15<sup>th</sup> Annual General Meeting.

The profiles of the Retiring Directors are disclosed in the Profile of Directors of the Company's 2025 Annual Report.

Save as disclosed in the Profile of Directors, the Retiring Directors have no conflict of interest with the Company or its subsidiaries and have no family relationship with any Director and/or major shareholder of the Company.

The Nomination Committee ("NC") had reviewed and assessed the performance and contribution of the Retiring Directors, including a review of their time and commitment, calibre and personality, and fit and proper declarations in accordance with the Directors' Fit and Proper Policy. Based on the recommendation of the NC, the Board is supportive of their re-elections based on the following justifications:-

- (i) **Ordinary Resolution 3 – Re-election of Mr Wie Hock Beng as Managing Director**  
Mr Wie Hock Beng is the brother of Mr Wie Hock Kiong and the founder of Pesona Metro Sdn Bhd. He possesses the relevant qualifications, knowledge and experience that complement the Board's competencies. He also has extensive experience in the construction industry and has contributed to the growth of the Group by providing valuable input to steer the Group forward.
- (ii) **Ordinary Resolution 4 – Re-election of Puan Salwa Binti Shamshuddin as Independent Non-Executive Director**  
Puan Salwa Binti Shamshuddin has exercised due care and carried out her professional duty diligently as an Independent Non-Executive Director of the Company. She has demonstrated objectivity and independence through her participation in meetings by providing objective feedback for the Board's deliberations and decision-making processes.

(v) **Ordinary Resolution 5  
Re-appointment of Auditors**

The Board had, through the Audit Committee, considered the re-appointment of UHY Malaysia PLT as Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the 15<sup>th</sup> Annual General Meeting are disclosed in the Audit Committee Report of the Company's 2025 Annual Report.

(vi) **Ordinary Resolution 6  
Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

This proposed resolution, if passed, will empower the Directors to issue and allot new shares in the Company up to an aggregate amount not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider to be in the best interest of the Company. This authority shall, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next annual general meeting of the Company or at the expiry of the period within which the next annual general meeting is required by law to be held, whichever is earlier.

This mandate is a renewal of the mandate granted by shareholders at the 14<sup>th</sup> Annual General Meeting held on 25 June 2025. This mandate is intended to provide flexibility to the Company to raise funds expeditiously for purposes including but not limited to funding current and/or future investment projects, working capital, repayment of bank borrowings and acquisitions without the need to convene a separate general meeting.

As at the date of this Notice, no new shares have been issued pursuant to the mandate granted at the 14<sup>th</sup> Annual General Meeting held on 25 June 2025 and the mandate will lapse at the conclusion of the forthcoming 15<sup>th</sup> Annual General Meeting.

(vii) **Ordinary Resolution 7  
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed resolution, if passed, will allow the Group to continue to enter into recurrent related party transactions of a revenue or trading nature with its related parties in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad without the need to convene separate general meetings to obtain shareholders' approval as and when such transactions arise. This will reduce administrative time and expenses associated with the

convening such meetings without compromising the corporate objectives of the Group or affecting business opportunities available to the Group.

Further details of the proposed resolution are set out in Part A of the Company's Circular to Shareholders dated 30 April 2026.

(viii) **Ordinary Resolution 8**  
**Proposed Share Buy-Back Authority**

The proposed resolution, if passed, will empower the Company to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company.

Further details of the proposed resolution are set out in Part B of the Company's Statement to Shareholders dated 30 April 2026.