99 SPEED MART RETAIL HOLDINGS BERHAD

Registration No.: 202301017784 (1511706-T)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting ("**AGM**") of 99 Speed Mart Retail Holdings Berhad ("**the Company**") will be held at Grand Ballroom, Level 2, DoubleTree by Hilton Shah Alam i-City, Finance Avenue, 40000 Shah Alam, Selangor Darul Ehsan, Malaysia on Friday, 5 June 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:-

AGENDA

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 Explanatory Note A]
2. To approve the payment of Directors' fees up to an aggregate amount of RM918,000.00 and benefits payable of up to RM144,000.00 to the Non-Executive Directors of the Company for the period from 6 June 2026 until the next AGM of the Company to be held in year 2027. **Ordinary Resolution 1** [Please refer to Explanatory Note B]
3. To re-elect the following Directors who retire by rotation in accordance with Clause 100 of the Constitution of the Company and being eligible, have offered themselves for re-election:-
   (1) Ms Lee Lay Liang **Ordinary Resolution 2**
   (2) Mr Ho Tat Heng **Ordinary Resolution 3**
   (3) Ms Serina Binti Abdul Samad **Ordinary Resolution 4** [Please refer to Explanatory Note C]
4. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 5** [Please refer to Explanatory Note D]

AS SPECIAL BUSINESS

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

5. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **Ordinary Resolution 6** [Please refer to Explanatory Note E]

   "**THAT**, pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), approval be and is hereby given for the renewal of the shareholders' mandate for the Company and/or its subsidiaries ("**the Group**") to enter into recurrent related party transactions of a revenue or trading nature ("**Proposed Renewal of Shareholders' Mandate**") with the related parties as stated in Section 2.4 of the Circular to Shareholders dated 27 April 2026, which are necessary for the Group's day-to-day operations in the ordinary course of business of the Group and are 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 minority shareholders of the Company.

   AND THAT the approval shall continue to be in force until:-
   (a) the conclusion of the next AGM of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed;
   (b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**the Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
   (c) revoked or varied by resolution passed by the shareholders in a general meeting;

   whichever is the earlier;

   AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the Proposed Renewal of Shareholders' Mandate."
6. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

TAI YIT CHAN (SSM PC No. 202008001023) (MAICSA 7009143)

TIA HWEI PING (SSM PC No. 202008001687) (MAICSA 7057636)

Company Secretaries

Selangor Darul Ehsan

27 April 2026

Notes:-

1. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportions of his/her holdings to be represented by each proxy.
3. The appointment of proxy may be made in a hardcopy form or by electronic means, not less than forty-eight (48) hours before the time set for holding the Third AGM or at any adjournment thereof, as follows:-
   (i) In hardcopy form
   The Form of Proxy can be deposited at the office of Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd ("**Boardroom**") at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
   (ii) By electronic means
   The Form of Proxy can also be lodged electronically with the Share Registrar of the Company, Boardroom through Boardroom Smart Investor Portal ("**BSIP**") at https://investor.boardroomlimited.com or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide of the Third AGM in order to deposit the Form of Proxy electronically.
4. Where a member 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.
5. 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, shall either be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. Pursuant to Paragraph 8.29A of Main Market Listing Requirements of Bursa Securities, all resolutions set out in this notice shall be put to vote by way of poll.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors as at ***28 May 2026*** (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Explanatory Notes on Ordinary and Special Business

(A) **Agenda Item 1 - Audited Financial Statements**

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

(B) **Ordinary Resolution 1: Directors' Fees and Benefits payable to the Non-Executive Directors**

Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors of the Group shall be approved at a general meeting.

In this respect, the Company conducted a comprehensive review on Directors' fees and benefits, which was then presented to the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors ("**Board**") in January 2026 and February 2026 respectively for review and approval to ensure that the current remuneration for the members of the Board and Board Committees of the Company remain competitive and appropriate to attract, retain and motivate individuals with strong credentials and high calibre to serve on the Board of the Company.

Based on the findings of the review, the Board, at the recommendation of the NRC, had agreed that the shareholders' approval shall be sought at the Third AGM. Details of the individual Directors' fees and benefits are set out under Practice 8.1 of the Corporate Governance Report, which is published on the Company's website.

The Directors' benefits comprise of allowance incurred in the course of carrying out their duties as Directors of the Company.

In determining the estimated amount of benefits payable for the Directors, various factors were taken into account, including the number of scheduled meetings for the Board and Board Committees based on the current number of Directors, and provisional sum set aside as a contingency. An amount of up to RM144,000.00 is proposed as the benefits payable to the Directors for the period from 6 June 2026 until the conclusion of the next AGM in 2027.

Payment of the Directors' benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolution 1 is passed by the shareholders at the Third AGM.

In the event that the proposed Directors' fees and benefits payable during the above period exceed the estimated amount sought at the Third AGM, approval will be sought at the next AGM for additional Directors' fees and benefits payable to meet the shortfall, prior to the payment is made.

(C) **Ordinary Resolutions 2, 3 and 4: Re-election of Directors**

Clause 100 of the Constitution of the Company provides that at each AGM, one-third of the Directors are subject to retirement by rotation such that each Director shall retire from office at least once in every three years but shall be eligible for re-election. Hence, 3 out of 9 Directors of the Company are to retire and shall be eligible for re-election at the Third AGM.

For the purpose of determining the eligibility of the Directors, namely, Ms Lee Lay Liang, Mr Ho Tat Heng and Ms Serina Binti Abdul Samad (collectively, "**the retiring Directors**") standing for re-election at the Third AGM of the Company, have offered themselves for re-election, the Board through its NRC undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities and Malaysian Code on Corporate Governance, which includes the following:-

(i) Performance and effectiveness of the Board as a whole, Board Committees and individual Directors; and

(ii) Fit and proper assessment.

Based on the outcome of the internally conducted evaluation, the NRC and Board are satisfied with the performance and contributions of the retiring Directors, as well as their adherence to the fit and proper criteria as set out in the Directors' Fit and Proper Policy. The Board supports the NRC's recommendation for their re-election and recommended that they be re-elected as Directors of the Company.

The retiring Directors have abstained from deliberations and decisions on their own eligibility to stand for re-election at the Board Meeting.

The profiles of the retiring Directors are set out in the Profiles of the Board of Directors on pages 123 to 125 of the Integrated Annual Report 2025.

(D) **Ordinary Resolution 5: Re-appointment of Auditors**

Based on the results of the External Auditors Evaluation for the year 2025, the Board and the Audit Committee of the Company at both meetings held on 13 April 2026, were satisfied with the quality of service, adequacy of resources provided, communication, interaction skills and independence, objectivity and professionalism demonstrated by the External Auditors, Messrs Crowe Malaysia PLT in carrying out their functions.

The Board, at the recommendation of the Audit Committee, endorsed the re-appointment of Messrs Crowe Malaysia PLT as External Auditors of the Company for the financial year ending 31 December 2026 to be presented to the shareholders for approval.

(E) **Ordinary Resolution 6: Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed resolution, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature with its related parties as set out in Section 2.4 of the Circular to Shareholders dated 27 April 2026 in accordance with the Main Market Listing Requirements of Bursa Securities without the necessity to convene separate general meetings to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company and is subject to renewal on an annual basis.

For further information on Ordinary Resolution 6, please refer to the Circular to Shareholders dated 27 April 2026.

Personal data privacy:

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