

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting of the Company ("22nd AGM") will be held at the Auditorium of ViTrox Campus 2.0, 746, Persiaran Cassia Selatan 3, Batu Kawan Industrial Park, 14110 Bandar Cassia, Penang on Thursday, 4 June 2026 at 10.00 a.m. for the following purposes:-

A G E N D A

1. To receive the Audited Financial Statements for the year ended 31 December 2025 together with the reports of the Directors and Auditors thereon. (Please refer to Note A)
2. To declare a Final Dividend of 1.18 sen per share exempt from Income Tax for the year ended 31 December 2025. (Resolution 1)
3. To approve the payment of Directors' Fee of RM24,000 to Dato' Seri Gooi Soon Chai for the period from 1 December 2025 until 31 May 2026. (Resolution 2)
4. To approve the payment of benefits (excluding Directors' Fees) payable to Dato' Seri Gooi Soon Chai of up to RM6,000 for the period from 1 December 2025 until 31 May 2026. (Resolution 3)
5. To approve the payment of Directors' Fee of up to RM336,000 for the period from 1 June 2026 until the next Annual General Meeting ("AGM") of the Company and payment of such Fee to the Non-Executive Directors. (Please refer to Note B) (Resolution 4)
6. To approve the benefits (excluding Directors' Fees) payable to the Non-Executive Directors of up to RM237,000 from 1 June 2026 until the next AGM of the Company. (Please refer to Note B) (Resolution 5)
7. To re-elect the following Directors who retire by rotation in accordance with the respective provision of the Company's Constitution and who, being eligible, have offered themselves for re-election:- (Please refer to Note C)
 - a) Dato' Chu Jenn Weng Paragraph 102 (1) (Resolution 6)
 - b) Yeoh Shih Hoong Paragraph 102 (1) (Resolution 7)
 - c) Mary Yeo Chew Yen Paragraph 102 (1) (Resolution 8)
 - d) Dato' Seri Gooi Soon Chai Paragraph 107 (2) (Resolution 9)
8. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 10)
9. AS SPECIAL BUSINESSES

To consider and if thought fit, to pass the following resolutions:-

ORDINARY RESOLUTIONS

a) **CONTINUE IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR** (Please refer to Note D) (Resolution 11)

"That subject to the passing of Resolution 8, authority be and is hereby given to Mary Yeo Chew Yen to continue to serve as an Independent Non-Executive Director of the Company upon expiry of her nine-year tenure on 31 March 2027."

b) **AUTHORITY TO ISSUE SHARES** (Resolution 12)

"That pursuant to Companies Act 2016 ("Act") and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to issue and allot shares in the Company from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities."

c) **RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES** (Resolution 13)

"That subject to the Act, provisions of the Company's Constitution and the requirements of the Bursa Securities and other relevant governmental and regulatory authorities where such authority shall be necessary, the Board of Directors be authorised to purchase its own shares through Bursa Securities, subject to the following:-

 - i) The maximum aggregate number of shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued shares in the ordinary share capital of the Company at any point in time;
 - ii) The maximum fund to be allocated by the Company for the purpose of purchasing the Company's shares shall not exceed the retained profits of the Company. As at the latest financial year ended 31 December 2025, the audited retained profits of the Company stood at RM1.3 million;
 - iii) The authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next AGM of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions or the expiration of the period within which the next AGM is required by law to be held or unless revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first;
 - iv) Upon completion of the purchase(s) of the shares by the Company, the shares shall be dealt with in the following manner:-
 - to cancel the shares so purchased; or
 - to retain the shares so purchased in treasury for distribution as dividend to shareholders and/or resell on the market of the Bursa Securities or subsequently cancelled; or
 - to retain part of the shares so purchased as treasury shares and cancel the remainder; or
 - to deal in such other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authorities may allow from time to time.

The Directors of the Company be and are hereby authorised to take all such steps as are necessary and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, if any, as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares in accordance with the Act, provisions of the Company's Constitution, the requirements of the Bursa Securities and any other regulatory authorities, and other relevant approvals.
10. To transact any other business of which due notice shall have been given in accordance with the Act.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that the Final Dividend of 1.18 sen per share exempt from Income Tax for the year ended 31 December 2025, if approved, will be paid on 15 July 2026 to depositors registered in the Records of Depositors on 30 June 2026:-

A Depositor shall qualify for entitlement to the Dividend in respect of:-

- a) securities transferred into the Depositor's Securities Account before 4.30 p.m. on 30 June 2026 in respect of transfers;
- b) securities deposited into the Depositor's Securities Account before 12.30 p.m. in respect of securities exempted from mandatory deposit; and
- c) securities bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

HOW WEE LING (MAICSA 7033850) / SSM PC No.: 202008000869

OOI EAN HOON (MAICSA 7057078) / SSM PC No.: 202008000734

Secretaries

Penang

Date: 30 April 2026

Notes

- i. Shareholders may send questions in relation to the agenda items for the 22nd AGM, to the Chairman or Board of Directors electronically by email to investor.relation@vitrox.com no later than Tuesday, 2 June 2026 at 10.00 a.m..
- ii. To enable the Company to make the necessary arrangement on the 22nd AGM day, attendees who wish to attend the 22nd AGM in person are encouraged to pre-register attendance by providing: 1) Full name; 2) NRIC/Passport No.; 3) CDS Account No.; 4) Category of Attendees: Shareholder/Proxy/Invitee; and 5) Contact No., via email to investor.relation@vitrox.com by 2 June 2026 10.00 a.m..
- iii. Shareholders are also reminded to monitor the Company's website and announcements from time to time for any changes to the 22nd AGM arrangement.

Proxy

1. For the purpose of determining a member who shall be entitled to attend and vote at the 22nd AGM, the Company shall be requesting the Record of Depositors as at 25 May 2026. Only a depositor whose name appears on the Record of Depositors as at 25 May 2026 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
2. A member may appoint up to two (2) proxies in relation to the 22nd AGM, provided that he specifies the proportion of his shareholdings to be represented by each proxy.
3. 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.
4. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
5. The instrument appointing a proxy shall be deposited at Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submitted via fax at 03-2094 9940 and/or 03-2095 0292 or emailed to info@sshsb.com.my, not less than 48 hours before the time for holding the 22nd AGM or any adjournment thereof i.e. by Tuesday, 2 June 2026 at 10.00 a.m.

Explanatory Notes on Ordinary and Special Business:

- A. This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act and the Company's Constitution do not require a formal approval of the shareholders and hence, is not put forward for voting.
- B. Ordinary Resolutions 4 and 5 are proposed to facilitate the payment of Directors' Remuneration for the period from 1 June 2026 until 30 June 2027 (being the latest date by which the 23rd AGM is required to be held in 2027).

The proposed total Directors' Fee of up to RM336,000 and benefits (excluding Directors' Fee) payable of up to RM237,000 have been determined based on a 12-month provision for all Non-Executive Directors ("NEDs"). The proposed Directors' Fee represents an adjustment from the previously approved amount of RM288,000 (based on six NEDs) to RM336,000 (based on the current Board composition of seven NEDs).
- C. The Board through the Nomination Committee has undertaken an annual assessment of each Director. The retiring Directors namely, Dato' Chu Jenn Weng and Yeoh Shih Hoong (both Executive Directors) and Mary Yeo Chew Yen (Independent Non-Executive Director ("ID")), are seeking re-election pursuant to Paragraph 102 (1) of the Company's Constitution. Whereas, Dato' Seri Gooi Soon Chai (ID), who was appointed on 1 December 2025, seeks re-election pursuant to Paragraph 107 (2) of the Company's Constitution.

The Board and the Nomination Committee are satisfied with the performance assessment of the retiring Directors i.e. meeting attendance, active participation and positive contributions during Board deliberations. They also noted their competency, capability, and clear understanding of their respective roles and responsibilities. Thus, the Board recommends that the approval of the shareholders be sought for the re-election of the said Directors at the 22nd AGM. Detailed information on the Directors standing for re-election is set out in the "Profile of Directors" of the Annual Report 2025.
- D. Mary Yeo Chew Yen has served on the Board since 1 April 2018. Her cumulative tenure as an ID will reach nine years on 31 March 2027.

The Board has assessed her performance and independence and recommends that shareholder approval be sought for her to continue serving as an ID based on the following justifications:-

 - She continues to fulfill the independence criteria under the Main Market Listing Requirements of Bursa Securities ("Main LR"). Throughout her tenure, she has demonstrated independent judgment, providing a vital check and balance and an objective perspective to the Board.
 - Her extensive experience in legal, governance, risk, and compliance allows her to provide a diverse set of expertise. This enables her to make informed decisions and contribute positively during Board deliberations.
 - She has performed her duties diligently and in the best interests of the Company, providing a balanced and independent assessment of management proposals.
 - Her long tenure provides her with deep institutional insight, allowing her to challenge management with a high degree of confidence and clarity.

The proposed Resolution 8, if passed, Mdm. Mary Yeo will continue to act as an ID of the Company. Otherwise, she will be re-designated as a Non-Independent Non-Executive Director and relinquish her position as ID effective 1 April 2027.
- E. The proposed Resolution 12, if passed, will grant a renewed general mandate ("Mandate 2026") and empower the Directors of the Company to issue and allot shares up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company.

The Mandate 2026 will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited for further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the 21st AGM. The Company did not issue any share pursuant to the mandate granted because there was no investment, acquisition or working capital that required fund raising activity.
- F. The proposed Resolution 13, if passed, will give the Directors of the Company authority to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next AGM.