

NOTICE IS HEREBY GIVEN THAT the Thirty-Second (“32nd”) Annual General Meeting (“AGM”) of PENSONIC HOLDINGS BERHAD (“PENSONIC” or “the Company”) will be convened and held at 1165, Lorong Perindustrian Bukit Minyak 16, Taman Perindustrian Bukit Minyak, 14100 Simpang Ampat, Pulau Pinang, Malaysia on **Tuesday, 27 October 2026 at 2.00 pm** or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions, with or without any modifications:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 May 2026 together with the Reports of the Directors and Auditors thereon.

2. To re-elect the following Directors who are retiring in accordance with Clause 103 of the Company’s Constitution and who, being eligible, offer themselves for re-election:
(a) Ong Huey Min
(b) Chew Chuon Fang

3. To re-elect Dato’ Seri Chew Weng Khak @ Chew Weng Kiak, who retires in accordance with Clause 110 of the Company’s Constitution and who, being eligible, offers himself for re-election.

4. To approve the payment of Directors’ fees of up to RM450,000 for the period from the next day of the 32nd AGM until the conclusion of the next AGM of the Company in 2027.

5. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.
- Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

AS SPECIAL BUSINESS

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

6. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND NEW SHAREHOLDERS’ MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)**
“THAT subject to Companies Act 2016 (“the Act”), the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approvals of the relevant government or regulatory authorities, approval be and is hereby given to the Company and/ or its subsidiaries (“the Group”) to enter into recurrent related party transactions with the Mandated Related Parties, particulars of which are set out in the Circular dated 30 September 2026, provided that such transactions are:
(a) recurrent transaction of a revenue or trading nature;
(b) necessary for the day-to-day operations of the Company and/or its subsidiaries;
(c) carried out in the ordinary course of business of the Company and/or its subsidiaries, made on an arm’s length basis and on normal commercial terms of the Group and on terms not more favourable to the related parties than those generally available to the public; and
(d) not detrimental to the interests of the minority shareholders of the Company;
AND THAT such authority shall continue to be in force until:
(a) the conclusion of the next AGM of the Company following this AGM where the authority is approved, at which time the authority will lapse unless renewed by a resolution passed at the meeting; or
(b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by a resolution 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.”

7. **RETENTION OF ONG HUEY MIN AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
“THAT approval be and is hereby given to Ong Huey Min, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM.”

8. To transact any other business for which due notice shall have been given.
- Ordinary Resolution 6

Ordinary Resolution 7

By Order of the Board

Ong Tze-En
MAICSA 7026537 | SSM PC No. 202008003397
Company Secretary
Penang, 30 September 2026

Notes :

Appointment of Proxy

1. A proxy must be of full age. A proxy may but need not be a member.

2. The instrument appointing a proxy must be deposited/submitted via the following ways not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof:
(a) **In hard copy form**
The Form of Proxy must be deposited at the Registered Office of the Company, 170-09-01 Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia
(b) **By electronic means**
The Form of Proxy can be electronically lodged via Digerati Portal at <https://pensonic-agm.digerati.com.my> PROVIDED that in the event the member duly executes the Form of Proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/her proxy, PROVIDED ALWAYS that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member.

3. A member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him/her. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.

4. Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

5. Where a member is an Exempt Authorized 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 Authorized Nominee may appoint in respect of each omnibus account it holds. An Exempt Authorized Nominee refers to an authorized nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

6. 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 authorized.

7. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors (“ROD”) as at 20 October 2026 and only a Depositor whose name appears on such ROD shall be eligible to attend this meeting or appoint proxy to attend and/or vote on his/her behalf.

Explanatory Notes on Ordinary Business:

1. Ordinary Resolutions 1, 2 and 3

The profiles of the retiring Directors are set out under Profile of Directors in the Annual Report 2026. The Board of Directors (“Board”) approved the recommendations from the Nomination Committee and is supportive of the re-election of the retiring Directors based on the justifications below. The retiring Directors had abstained from deliberation and decision making on their own eligibility to stand for re-election:

1.1 Ong Huey Min is Independent Non-Executive Director (“INED”) and fulfil the requirements on independence as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. She has demonstrated objectivity and commitment through proactive engagements at meetings of the Board and Board Committees (as applicable) held during the financial year by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion. She has exercised due care and carried out her professional duties proficiently and effectively throughout her tenure as INED of the Company.

- 1.2 **Chew Chuon Fang** is the Group Executive Director. His role involves corporate branding, public relations and marketing strategist. He plays a crucial role in shaping the Company’s image and enhancing its public relations efforts. He also oversees several key areas, including Hong Kong, Zhuhai and Thailand operations.

1.3 **Dato’ Seri Chew Weng Khak @ Chew Weng Kiak** is the founder and Group Executive Chairman. His invaluable experience and knowledge in management, sales and production as well as his extensive network of business connections in Malaysia and overseas have been instrumental in sustaining the continued growth the Group.

The retiring Directors do not have any conflict of interest with the Group other than as disclosed in the notes to the financial statements.

2. **Ordinary Resolution 4 is to approve Directors’ fees**
Directors’ fees to the Directors have been reviewed by the Remuneration Committee and the Board of the Company. The Directors’ fees are in the best interest of the Company and in accordance with the remuneration framework of the Group. The Directors’ fees, if passed, will facilitate the payment of Directors’ fees to the Directors for the period from the next day of the 32nd AGM until the conclusion of the next AGM of the Company in 2027. Details of Directors’ fees for the financial year ended 31 May 2026 are enumerated under the Corporate Governance Overview Statement in the Annual Report 2026.
The amount of Directors’ fees payable includes fees payable to Directors as members of Board and Board Committees. The amount 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 Board Committees.

3. **Ordinary Resolution 6 is to approve Proposed Renewal of Shareholders’ Mandate for Existing Recurrent Related Party Transactions and New Shareholders’ Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature**
This Ordinary Resolution, if passed, will allow the Company and/or its subsidiaries to enter into the existing recurrent related party transactions (“RRPT”) under the Proposed Shareholders’ Mandate pursuant to the provisions of the Listing Requirements without the necessity to convene separate general meetings from time to time 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. The Proposed Shareholders’ Mandate is subject to renewal on an annual basis.
Please refer to the Circular to Shareholders dated 30 September 2026 for further information.

4. **Ordinary Resolution 7 is to retain Ong Huey Min as Independent Non-Executive Director (“INED”)**
This Ordinary Resolution, if passed, will allow Ong Huey Min to be retained and continue to act as INED of the Company. The Board of Directors had, vide the Nomination Committee, conducted an annual performance evaluation and assessment of Ong Huey Min, who has served as INED of the Company for a cumulative term of more than nine (9) years and recommended her to continue acting as INED of the Company based on the justifications as set out in Corporate Governance Overview Statement in the Annual Report 2026.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING
(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Securities)

No individual is standing for election as a Director at the forthcoming 32nd AGM of the Company.