



POWER ROOT BERHAD

(Registration No. 200601013517 (733268-U))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Power Root Berhad (“Power Root” or the “Company”) will be held at No. 1, Jalan Sri Plentong, Taman Perindustrian Sri Plentong, 81750 Masai, Johor Darul Takzim on Tuesday, 27 August 2024 at 4.00 p.m. or immediately upon conclusion or adjournment (as the case may be) of the Company’s 18th Annual General Meeting (which will be held at the same venue on the same day at 3.00 p.m.), whichever is later, or at any adjournment of the EGM to consider and, if thought fit, passing with or without modifications the following ordinary resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”) OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF POWER ROOT (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND KEY EMPLOYEES OF POWER ROOT AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) (“PROPOSED NEW ESOS”)

“THAT subject to the approvals of the relevant authorities and/or parties (where applicable) being obtained, approval be and is hereby given to the Board of Directors of Power Root (“Board”) to:

- establish, implement and administer the Proposed New ESOS, for the benefit of the eligible Executive Directors and key employees of Power Root and its subsidiaries (excluding dormant subsidiaries) who fulfil the eligibility criteria for participation in the Proposed New ESOS (collectively, the “Eligible Persons”), under which offer comprising such number of options to subscribe for ordinary shares in Power Root (“Shares”) (“ESOS Options”) shall be made, which shall be administered by a committee to be appointed by the Board (“Option Committee”) in accordance with the by-laws governing the Proposed New ESOS (“By-Laws”), a draft of which is set out in Appendix I of the Circular to the shareholders of Power Root dated 26 July 2024;
- allot and issue such number of new Shares from time to time to the Eligible Persons upon the exercise of the ESOS Options, provided that the aggregate number of Shares which may be issued under the Proposed New ESOS and any other employees’ share schemes which may be implemented from time to time by the Company, shall not exceed 15% of the total number of issued shares of the Company (excluding treasury shares) at any point in time throughout the duration of the Proposed New ESOS, and that such new Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Shares in issue, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of such new Shares;
- modify and/or amend the Proposed New ESOS and/or the By-Laws from time to time, provided that such modifications and/or amendments are permitted and are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments;
- make necessary applications to Bursa Malaysia Securities Berhad and do all things necessary at the appropriate time or times for the listing of and quotation for the new Shares that may hereafter or from time to time be allotted and issued pursuant to the Proposed New ESOS; and
- do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreement, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed New ESOS and the terms of the By-Laws;

AND pursuant to Section 85 of the Companies Act 2016 read together with Clause 63 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new Shares pursuant to the Proposed New ESOS which rank equally to the then existing Shares and that the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in respect of the issuance and allotment of new Shares to the Eligible Persons pursuant to the Proposed New ESOS;

AND THAT the Board be and is hereby authorised and empowered to take all such steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as it deems fit, necessary, expedient and/or appropriate and in the best interest of the Company in order to implement, finalise, complete and give full effect to the Proposed New ESOS with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities as the Board deems fit, appropriate and in the best interest of the Company.”

ORDINARY RESOLUTIONS 2 TO 5

PROPOSED ALLOCATION OF ESOS OPTIONS TO THE EXECUTIVE DIRECTORS OF POWER ROOT

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of the relevant authorities and/or parties (where applicable) being obtained, approval be and is hereby given to the Board to authorise the Option Committee to offer, from time to time, throughout the duration of the Proposed New ESOS, ESOS Options to subscribe for new Shares under the Proposed New ESOS to the following Directors of Power Root, provided that not more than 10% of the Shares made available under the Proposed New ESOS is allocated to them if they, either singly or collectively through persons connected to them, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions of the By-Laws and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time:

Ordinary Resolution	Directors	No. of ESOS Options
2	Wong Tak Keong	Up to 15,000,000
3	Dato’ How Say Swee	Up to 2,000,000
4	Dato’ Wong Fuei Boon	Up to 2,000,000
5	See Thuan Po	Up to 5,000,000

By Order of the Board

Tai Yit Chan (SSM PC No. 202008001023) (MAICSA 7009143)
Zuriati Binti Yaacob (SSM PC No. 202008003191) (LS 0009971)
Santhi A/P Saminathan (SSM PC No. 201908002933) (MAICSA 7069709)
Company Secretaries

Johor Bahru
26 July 2024

Notes:

- Only depositors whose name appears in the Record of Depositors as at 21 August 2024 shall be regarded as member of the Company entitled to attend, speak and vote at this Meeting or appoint proxy(ies) to attend, speak and vote in his stead.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and a proxy appointed to attend, speak and vote at a meeting shall have the same rights as the member to speak at the meeting.
- A member may appoint not more than 2 proxies to attend and vote at the same meeting.
- Where a member appoints 2 proxies, he shall specify the proportion of his holdings to be represented by each proxy. Otherwise, the appointment shall be invalid.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy but not more than 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.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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 accounts it holds.
- Where a member or the authorised nominee or an exempt authorised nominee appoints 2 or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- Where the Proxy Form is executed by a corporation, it must be either under its Common Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy or proxies must be deposited at the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, not less than 48 hours before the time set for the meeting or any adjournment thereof.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 representatives 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 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.