



FORMOSA PROSONIC INDUSTRIES BERHAD
198801004954 (172312-K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Eighth Annual General Meeting (“AGM”) of the Company will be held at Crown Hall, Level 1, Crystal Crown Hotel Harbour View, 217 Persiaran Raja Muda Musa, 42000 Port Klang, Selangor Darul Ehsan, Malaysia on Friday, 29 May 2026 at 10.00 a.m. for the following purposes:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 and the Reports of the Directors and the Auditors thereon. *(Please refer to Note 3)*
2. To approve the payment of Directors’ Fees amounting to RM175,671 for the financial year ended 31 December 2025.
3. To approve the payment of Directors’ benefits of up to RM1,200,000 for the financial period from 1 July 2026 to 30 June 2027.
4. To re-elect Mr Shih, Chao Yuan who is retiring in accordance with Clause 117 of the Constitution of the Company.
5. To re-appoint Messrs. BDO PLT as the Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.

Resolution 1

Resolution 2

Resolution 3

Resolution 4

As Special Business

To consider and if thought fit, to pass the following as Ordinary Resolutions:

6. Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

“**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and subject to the approvals of the relevant governmental and/or regulatory authorities (if any), 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 and for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being;

Resolution 5

THAT the Directors be authorised to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such 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

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting.”

7. Proposed Renewal of Authority for Share Buy-Back

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued 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 and expedient in the interest of the Company provided that:

- i. the aggregate number of issued shares in the Company (“Shares”) purchased (“Purchased Shares”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the 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 the purchase,

(“Proposed Share Buy-Back”).

THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the 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 is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company at 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 Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;

- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;
- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- viii. To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

- 8. To transact any other business of the Company of which due notice shall have been given.

By Order of the Board

TAN KOK SIONG (SSM PC No. 202008001592) (LS0009932)
LAU YEN HOON (SSM PC No. 202008002143) (MAICSA 7061368)
Company Secretary

Kuala Lumpur
Dated: 29 April 2026

NOTES

1. For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at **21 May 2026** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxy(ies) to attend and vote on his/her behalf.

2. Appointment of Proxy

- A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf.
- Where a member is an authorised 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 in 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 one (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 account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 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, otherwise the appointment shall not be valid.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting shall have the same rights as the member to speak at the meeting.
- The appointment of a proxy may be made in the following manner and must be received by the Company at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:

In hard copy form

The proxy form must be deposited at the office of 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, in the drop-in box located at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

By electronic means

The proxy form can be electronically lodged with the Company’s Share Registrar via Vistra Share Registry and IPO (MY) Portal (“The Portal”) at <https://smy.vistra.com>. Please refer to the Administrative Guide for the 38th AGM on the procedures for electronic lodgement of Proxy Form via The Portal.

- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company’s Share Registrar’s office at the above address not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the persons 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.
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL/CERTIFIED TRUE certificate of appointment of authorised representative with the Company’s Share Registrar at the above address. The certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by at least two (2) authorised officers, of whom one shall be a director; or any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

3. Agenda Item No. 1 - Audited Financial Statements for the Financial Year Ended 31 December 2025

This item on the Agenda is for discussion only. Sections 248 and 340(1) of the Act requires the audited financial statements and the Reports of the Directors and Auditors to be laid before the Company at its Annual General Meeting. As such, this Agenda item does not require a resolution to be put to vote by shareholders.

4. Agenda Item No. 2 & 3 – Directors’ Fees and Benefits

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

The Board, upon the recommendation of the Remuneration Committee, has agreed that the proposed Directors’ fees for the financial year ended 31 December 2025, and the Directors’ benefits for the period from 1 July 2026 until 30 June 2027 (the due date for holding the Company’s next Annual General Meeting in 2027), be tabled for shareholders’ approval at the AGM. In the event that the proposed Directors’ benefits are insufficient (e.g. due to additional meetings or enlarged Board size etc.), approval will be sought at the next AGM for the additional amount to cover the shortfall.

5. Agenda Item No. 4 – Re-election of Director

Clause 117 of the Company’s Constitution provides that one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office at the conclusion of the AGM each year provided that Directors shall retire from at least once in each three (3) years, but shall be eligible for re-election.

Clause 124 of the Company’s Constitution provides any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors, shall hold office until the next following AGM and shall then be eligible for re-election. However, such Director shall not be taken into account in determining the Directors who are retire by rotation at the meeting.

Out of the current Board size of four (4), one (1) Director, namely Mr Shih, Chao Yuan, will retire in accordance with Clause 117 of the Company’s Constitution.

Mr Shih, Chao Yuan, an Executive Director, is standing for re-election as a Director of the Company. Being eligible, he has offered himself for re-election. His profile is available on page 16 of the Company’s Annual Report 2025.

The Board, through the Nomination Committee (“NC”), has considered the assessment of Mr Shih, Chao Yuan and agreed that he meets the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad to effectively discharge his roles as a Director. He has also met the relevant requirements under the Company’s Fit and Proper Policy, and the NC is satisfied with the outcome of the fit and proper assessment.

The Board (save for the retiring Director, who abstained from deliberations on his own re-election) supports and recommends the re-election of Mr Shih, Chao Yuan as Director of the Company at the 38th AGM.

6. Agenda Item No. 5 – Re-appointment of Auditors

The Audit Committee assessed the suitability, objectivity, and independence of the External Auditors, Messrs BDO PLT, and is satisfied that Messrs BDO PLT has met the relevant criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Upon the recommendation of the Audit Committee, the Board agreed that the re-appointment of Messrs BDO PLT as Auditors of the Company be tabled for shareholders’ approval at the AGM.

7. Explanatory Notes on Special Business

i) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Resolution 5, seeking a general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration. Should the mandate be exercised, the Directors will utilise the proceeds raised for working capital or such other applications they may in their absolute discretion deem fit.

As at the date of the Notice, the Company has not issued any new shares under the general mandate granted at the last Annual General Meeting of the Company.

ii) Proposed Renewal of Authority for Share Buy-Back

The proposed Resolution 6, if passed, will empower the Directors of the Company to purchase up to 10% of the total number of issued shares of the Company, utilising funds that shall not exceed the retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

For further information, please refer to the Share Buy-Back Statement dated 29 April 2026, accompanying the Company's Annual Report for the financial year ended 31 December 2025.