MUDAJAYA GROUP BERHAD
Registration No. 200301003119 (605539-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Mudajaya Group Berhad ("**Mudajaya**" or the "**Company**") will be held physically at Corporate Meetings by Envivo, Ground Floor, Lobby 1, Crystal Plaza, No.4, Jalan 51A/223, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia on **Thursday, 5 November 2026** at 2.30 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED PARTIAL DISPOSAL BY XELMONT LIMITED ("XELMONT"), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF MUDAJAYA, OF 45% EQUITY INTEREST IN REAL JADE LIMITED ("REAL JADE") ("SALE SHARES") TO MINYI HOLDINGS LIMITED ("MHL" OR THE "PURCHASER") FOR A DISPOSAL CONSIDERATION OF HKD234.00 MILLION (EQUIVALENT TO RM118.45 MILLION) ("DISPOSAL CONSIDERATION") WITH:-

I. **SETTLEMENT OF DEBT OWING BY XELMONT TO MHL AMOUNTING TO AN AGGREGATE OF HKD244.97 MILLION (EQUIVALENT TO RM124.00 MILLION) AS AT 30 APRIL 2026 BY WAY OF SET-OFF AGAINST THE DISPOSAL CONSIDERATION; AND**

II. **THE REMAINING DEBT OF HKD10.97 MILLION TOGETHER WITH ANY INTEREST CALCULATED UP TO THE COMPLETION DATE OF THE SHARE SALE AGREEMENT TO BE PAID IN CASH TO MHL ("PROPOSED DISPOSAL")**

"**THAT** subject to and conditional upon the approvals of all relevant regulatory authorities and/ or third parties being obtained, where required, and the conditions precedent stipulated under the conditional share sale agreement dated 28 May 2026 entered into between Xelmont and MHL for the Proposed Disposal being fulfilled or waived, approval be and is hereby given to Mudajaya, through its wholly-owned subsidiary namely Xelmont, to dispose 45% equity interest in Real Jade at a disposal consideration of HKD234.00 million (equivalent to RM118.45 million) with settlement of debt owing by Xelmont to MHL amounting to an aggregate of HKD244.97 million (equivalent to RM124.00 million) as at 30 April 2026 by way of set-off against the Disposal Consideration and the remaining debt of HKD10.97 million together with any interest calculated up to the completion date of the conditional share sale agreement to be paid in cash.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Disposal with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Disposal."

By order of the Board

AMANDA WONG JIUN EE (MAICSA 7073711) (SSM PC No. 202308000504)
Company Secretary

Petaling Jaya
21 October 2026

Notes:-

1. *A member of the Company who is entitled to attend, participate and vote at a general meeting of the Company, may appoint not more than 2 proxies to attend, participate and vote instead of the member at the meeting. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.*

2. *Where a member appoints more than one (1) proxy, the proportion of shareholdings to be presented by each proxy must be specified in the instrument appointing the proxies.*

3. *Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), it may appoint not more than 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.*

4. *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 account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.*

5. *Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall be invalid. An exempt authorised nominee which intends to appoint multiple proxies, must submit separate instruments of proxy.*

6. *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.*

7. *The appointment of proxy may be made in a hardcopy form or by electronic means as specified below and must be received by the Company not less than forty-eight (48) hours before the time appointed for the taking of the poll:*

   - ***In hardcopy form***
     *The original proxy form shall be deposited at the Company Share Registrar's office, Boardroom Share Registrars Sdn Bhd **("Boardroom")**, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia.*
   - ***Electronically***
     The proxy form can be electronically lodged with Boardroom via Boardroom Smart Investor Portal at https://investor.boardroomlimited.com. Please follow the procedures set out in the Administrative Guide for such lodgement. Alternatively, the proxy form can be emailed to Boardroom at bsr.proxy@boardroomlimited.com.

8. *If the proxy form is submitted without any instructions as to how the proxy shall vote, the proxy will vote in his/ her discretion. If no name is stated in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.*

9. *For the purpose of determining who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at **29 October 2026** and only members whose names appear in the Record of Depositors shall be entitled to attend, participate and vote at this EGM.*

10. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM shall be put to vote by way of poll.*

Personal Data Privacy:-

*By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate 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 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.*

MUDAJAYA GROUP BERHAD Registration No. 200301003119 (605539-H)

Administrative Guide
for Extraordinary General Meeting (EGM)

Day and Date	:	**Thursday, 5 November 2026**
Time	:	**2.30 p.m.**
Venue	:	**Corporate Meetings by Envivo, Ground Floor, Lobby 1, Crystal Plaza, No.4, Jalan 51A/223, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia**

1. REGISTRATION

- Registration will commence at **1.00 p.m.** at Ground Floor, Lobby 1, Crystal Plaza and will close at a time directed by the Chairman of the EGM.
- Please produce your original MyKad/Passport (for foreigners) at the registration counter for verification and registration. Please ensure to collect your MyKad/Passport thereafter.
- Please note that no person will be allowed to register on behalf of another person even with the original MyKad/Passport of that person.
- Upon completion of the registration process, you will be given an identification barcode wristband to enter the meeting hall.
- After registration, please proceed to the meeting hall.
- **Please be reminded that there will be no replacement if you lose or misplace the barcode wristband.**
- Note: You will not be allowed to enter the meeting hall without wearing the barcode wristband.
- The registration counter will handle only verification of identity and registration. For enquiries, please proceed to the Help Desk.

2. HELP DESK

- Please proceed to the Help Desk located at the Ground Floor, Lobby 1, Crystal Plaza for any clarification or enquiries.
- The Help Desk will also handle revocation of proxy appointments.

3. ENTITLEMENT TO PARTICIPATE IN THE EGM

- Only members whose names appear on the Register of Members or General Meeting Record of Depositors as at **29 October 2026** will be entitled to attend, participate and vote at the EGM or appoint a proxy to attend, participate and vote on his/her behalf.

4. APPOINTMENT OF PROXY

- A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to exercise all or any of his/her rights to attend, participate and vote at the EGM.
- If you are unable to attend the EGM and wish to appoint a proxy to vote on your behalf, please submit your proxy form in accordance with the notes and instructions stated in the notice of EGM.
- If you wish to attend the EGM yourself, please do not submit any proxy form. You will not be allowed to attend the EGM together with a proxy appointed by you.
- You may submit your proxy form at the Company Share Registrar's office, Boardroom Share Registrars Sdn Bhd ("**Boardroom**") or by email to bsr.proxy@boardroomlimited.com not less than forty-eight (48) hours before the time appointed for the taking of the poll.
- The proxy form may also be electronically lodged with Boardroom via Boardroom Smart Investor Portal ("**BSIP**") at https://investor.boardroomlimited.com. For further information, kindly refer to Table 1 below for proxy appointment via BSIP.

Table 1 – Proxy Appointment via BSIP:

Step 1 – Register Online with BSIP (for first time registration only)	**Note: If you have already signed up with BSIP, you are not required to register again. You may proceed to Step 2.** • Access the website at https://investor.boardroomlimited.com. • Click **"Register"** to sign up as a user. • Complete registration with all the required information. Upload and attach a softcopy of your Identity Card ("**NRIC**") (front and back) or Passport. Click **"Register"**. • You will receive an email from BSIP Online for email address verification. Click on **"Verify Email Address"** from the email received to continue with the registration. • For corporate shareholder, kindly upload the authorisation letter as well. Click **"Sign up"**. • Once your email address is verified, you will be re-directed to BSIP Online for verification of mobile number. • Click on **"Request OTP Code"** and an OTP code will be sent to the registered mobile number. You will need to enter the OTP code and click **"Enter"** to complete the process. • Once your mobile number is verified, registration of your new BSIP account will be pending for final verification. • An email will be sent to you to inform the approval of your BSIP account within one (1) business day. Subsequently, you can login at https://investor.boardroomlimited.com with the email address and password filled up by you during the registration to proceed.
Step 2 – Appointment of Proxy	**Individual and Corporate Shareholder** • Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. • Enter the OTP sent to your registered email address to verify your identity. • Select **"MUDAJAYA GROUP BERHAD EXTRAORDINARY GENERAL MEETING"** from the list of Meeting Event and click **"Enter"**. • Click **"Submit eProxy form"**. • Read and accept the General Terms and Conditions and enter your CDS account number. • Enter your CDS account number and number of securities held. • Select your proxy — either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies). • Indicate your voting instructions — FOR or AGAINST or ABSTAIN. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate DISCRETIONARY. • Review and confirm your proxy(ies) appointment. Click **"Apply"**. Download or print the eProxy form as acknowledgement. **Authorised Nominee and Exempt Authorised Nominee** Via Email • Write in to bsr.proxy@boardroomlimited.com by providing the name of member, CDS account number accompanied with the certificate of appointment of corporate representative or proxy form (as the case may be) to submit the request latest by 3 November 2026 at 2.30 p.m. • Please provide a copy of corporate representative's or proxy's NRIC (front and back) or passport, as well as his/her email address. Via BSIP • Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. • Enter the OTP sent to your registered email address to verify your identity.

	• Select **"MUDAJAYA GROUP BERHAD EXTRAORDINARY GENERAL MEETING"** from the list of Meeting Event and click **"Enter"**. • Click on **"Submit eProxy Form"**. • Select the company you would like to represent. • Proceed to download the file format for **"Submission of Proxy Form"** from the investor portal. • Prepare the file for the appointment of proxy(ies) by inserting the required data. • Proceed to upload the duly completed proxy(ies) appointment file. • Review and confirm your proxy(ies) appointment and click **"Submit"**. • Download or print the eProxy Form as acknowledgement.

5. VOUCHERS / DOOR GIFT

There will be **NO vouchers or door gift** for shareholders/proxies who participate in the EGM.

6. ENQUIRY

If you have any queries prior to the EGM, please contact the following during office hours (Mondays to Fridays, 9.00 a.m. to 5.30 p.m., except public holidays):

- **Mudajaya Group Berhad**
  Corporate Secretarial Department

  Tel : +603-7806 7899
  Fax : +603-7806 7900
  Email : amanda.wong@mudajaya.com

- **Share Registrar**
  Boardroom Share Registrars Sdn Bhd

  Tel : +603-7890 4700
  Fax : +603-7890 4670
  Email : bsr.helpdesk@boardroomlimited.com

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate 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 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.

MUDAJAYA GROUP BERHAD
Registration No. 200301003119 (605539-H)
(Incorporated in Malaysia)

PROXY FORM

No. of Shares held	
CDS Account No.	

I/ We _____ *NRIC No./ Passport No./ Company No. _____
(NAME OF SHAREHOLDER AS PER NRIC)

Tel No. _____ of _____
(FULL ADDRESS)

_____ being a member of MUDAJAYA GROUP BERHAD,

hereby appoint _____ *NRIC No./ Passport No. _____
(NAME OF PROXY AS PER NRIC)

Email: _____ of _____
(FULL ADDRESS)

and/ or _____ *NRIC No./ Passport No. _____
(FULL NAME AS PER NRIC)

Email: _____ of _____
(FULL ADDRESS)

or failing *him/ her, the Chairman of the Meeting as *my/ our proxy to attend and vote on *my/ our behalf at the Extraordinary General Meeting ("**EGM**") of the Company to be held physically at Corporate Meetings by Envivo, Ground Floor, Lobby 1, Crystal Plaza, No.4, Jalan 51A/223, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia on **Thursday, 5 November 2026** at 2.30 p.m. or at any adjournment thereof.

Please indicate with an " X " in the space below how you wish your votes to be cast. If no specific direction as to voting is given, the proxy/ proxies will vote or abstain from voting at his/ their discretion.

ORDINARY RESOLUTION	**FOR**	**AGAINST**
PROPOSED DISPOSAL		

** Strike out whichever is not applicable*

Dated this_____day of _____ 2026

_____
Signature of Member

For appointment of 2 proxies, the percentage of shareholdings to be represented by the proxies:		
	No. of Shares	**Percentage**
1st Proxy		%
2nd Proxy		%
Total:		100 %

Common Seal *(for Corporate Members)*

NOTES:-

1. *A member of the Company who is entitled to attend, participate and vote at a general meeting of the Company, may appoint not more than 2 proxies to exercise all or any of his/her rights to attend, participate and vote at the same meeting on his/her behalf. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.*

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3. *Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991* ***("SICDA")****, it may appoint not more than 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.*

4. *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 account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.*

5. *Where a member or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall be invalid. An exempt authorised nominee which intends to appoint multiple proxies, must submit separate instruments of proxy.*

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10. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM shall be put to vote by way of poll.*

Personal Data Privacy:
By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the Personal Data Privacy terms set out in the Notice of EGM dated 21 October 2026.

Fold this flap to seal

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AFFIX
STAMP

MUDAJAYA GROUP BERHAD
Registration No. 200301003119 (605539-H)

c/o Boardroom Share Registrars Sdn Bhd
Registration No. 199601006647 (378993-D)
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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MUDAJAYA GROUP BERHAD

Registration No. 200301003119 (605539-H)
(Incorporated in Malaysia)

REQUEST FORM

FOR CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED PARTIAL DISPOSAL BY XELMONT LIMITED ("XELMONT"), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF MUDAJAYA GROUP BERHAD ("MUDAJAYA"), OF 45% EQUITY INTEREST IN REAL JADE LIMITED ("REAL JADE") ("SALE SHARES") TO MINYI HOLDINGS LIMITED ("MHL" OR THE "PURCHASER") FOR A DISPOSAL CONSIDERATION OF HKD234.00 MILLION (EQUIVALENT TO RM118.45 MILLION) ("DISPOSAL CONSIDERATION") WITH:-

I. SETTLEMENT OF DEBT OWING BY XELMONT TO MHL AMOUNTING TO AN AGGREGATE OF HKD244.97 MILLION (EQUIVALENT TO RM124.00 MILLION) AS AT 30 APRIL 2026 BY WAY OF SET-OFF AGAINST THE DISPOSAL CONSIDERATION; AND

II. THE REMAINING DEBT OF HKD10.97 MILLION TOGETHER WITH ANY INTEREST CALCULATED UP TO THE COMPLETION DATE OF THE SHARE SALE AGREEMENT TO BE PAID IN CASH TO MHL ("PROPOSED DISPOSAL")

Dear Shareholder,

Please complete your particulars below and return this Request Form to us through post should you wish to receive a printed copy of the Circular to Shareholders ("**Circular**"). The Notice of the Extraordinary General Meeting together with the Proxy Form is enclosed in the Circular. You may also contact Ms Amanda Wong at +603-7806 7932 or e-mail your request to amanda.wong@mudajaya.com. Alternatively, you may submit your request in the Boardroom Smart Investor Portal at https://investor.boardroomlimited.com under *"Investor Services"*.

The printed copy of the Circular will be posted to you within 4 market days from the date of receipt of your verbal or written request. You may also view the Circular from our website at www.mudajaya.com under the *"Investor Relations"* section or Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com under *"Company Announcements"*.

Full Name : .....

NRIC / Passport / Company No : .....

CDS Account No. : .....

Mailing Address : .....

.....

.....

Tel / Mobile No. : .....

.....
Signature of Shareholder

FOLD THIS FLAP TO SEAL

2ND FOLD HERE

AFFIX
STAMP
HERE

The Company Secretary
MUDAJAYA GROUP BERHAD
Registration No. 200301003119 (605539-H)
PH1, Menara Mudajaya
No. 12A, Jalan PJU 7/3
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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