



**NESTCON BERHAD**  
(Registration No. 202001008684 (1365004-W))  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("**EGM**") of Nestcon Berhad ("**Nestcon**" or the "**Company**") will be conducted fully virtual through live streaming and online remote voting using Remote Participation and Voting ("**RPV**") facilities provide by Propoll Solutions Sdn Bhd ("**Propoll**") via its Propoll Online website at [www.propollsolutions.com.my](http://www.propollsolutions.com.my) from the broadcast venue at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, 40460 Kota Kemuning, Shah Alam, Selangor ("**Broadcast Venue**"), on Thursday, 30 May 2024 at 11.00 a.m., or immediately following the conclusion of the Fourth Annual General Meeting of the Company which will be held at the Broadcast Venue on the same day at 10.00 a.m, for the purpose of considering and, if thought fit, passing the following resolution:

### ORDINARY RESOLUTION

**PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OPERATIONS OF NESTCON BERHAD AND ITS SUBSIDIARIES TO INCLUDE ENGINEERING, PROCUREMENT, CONSTRUCTION AND COMMISSIONING OF SOLAR PHOTOVOLTAIC SYSTEMS, PROJECT MANAGEMENT OF RENEWABLE ENERGY ACTIVITIES AS WELL AS OWNING AND OPERATING SOLAR PHOTOVOLTAIC ASSETS ("PROPOSED DIVERSIFICATION")**

**"THAT**, subject to the provisions of the Constitution of Nestcon and its subsidiaries ("**Nestcon Group**"), the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") and the approvals of all authorities (if required), approval be and is hereby granted to Nestcon Group to diversify the existing business operations of Nestcon Group to include engineering, procurement, construction and commissioning of solar photovoltaic systems, project management of renewable energy activities as well as owning and operating solar photovoltaic assets.

**AND THAT** the Board of Directors of the Company ("**Board**") be and is hereby authorised and empowered to do all acts, deeds and things, to enter into any arrangements, transactions, agreements and/or undertakings and to sign and execute, deliver and cause to be delivered for and on behalf of the Company all such documents as may be necessary to give effect to and to complete the Proposed Diversification with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted or imposed by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts, deeds and things for and on behalf of the Company in any manner as the Board may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Diversification."

### BY ORDER OF THE BOARD

TEO SOON MEI (SSM PC NO. 201908000235) (MAICSA 7018590)

Company Secretary

Kuala Lumpur

30 April 2024

### Notes:

- (1) *The EGM of the Company will be held as a virtual meeting through live streaming and online remote voting using the RPV facilities via Propoll Online website at [www.propollsolutions.com.my](http://www.propollsolutions.com.my). Please refer to the Administrative Guide for the EGM for the procedures to register, participate and vote remotely at the EGM through the RPV facilities.*
- (2) *In compliance with Section 327(2) of the Companies Act 2016, the Chairman shall be present at the main venue of the meeting in Malaysia and in line with the Securities Commission Malaysia's revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers, the Broadcast Venue is strictly limited to only essential individuals for organising and conducting the virtual EGM. No member(s) and/or proxy(ies) and/or corporate representative(s) and/or attorney(s) will be allowed to be physically present nor enter the Broadcast Venue on the day of the EGM.*
- (3) *A member who is entitled to attend and vote at the EGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the EGM. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the EGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.*
- (4) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint at least one (1) proxy but 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. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- (5) *Where a member of the Company 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. The appointment of 2 or more proxies in respect of any particular Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- (6) *The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration in the proxy form must be initialled.*
- (7) *The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof:*
  - (i) *In Hardcopy Form*  
*The Proxy Form shall be deposited at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, 40460 Kota Kemuning, Shah Alam, Selangor.*
  - (ii) *By Electronic Means*  
*The Proxy Form shall be electronically submitted via Propoll's Online website at [www.propollsolutions.com.my](http://www.propollsolutions.com.my). Please refer to the Administrative Guide for the EGM for further information on the electronic submission.*
- (8) *Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolution set out in this Notice of EGM will be put to vote by poll.*
- (9) *In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 May 2024 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the EGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.*
- (10) *Those proxy forms which are indicated with "✓" in the spaces provided to show how the votes are to be cast will also be accepted.*

### Personal data privacy:

By submitting an instrument appointing 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 disclose of the member's personal data by the Company (or its agents) for the purpose of processing and the 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 agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- (ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company 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.



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**ADMINISTRATIVE DETAILS FOR SHAREHOLDERS PARTICIPATING THE EXTRAORDINARY GENERAL MEETING OF NESTCON BERHAD (“EGM”)**

Day, Date	:	Thursday, 30 May 2024
Time	:	11:00 a.m. <i>or immediately following the conclusion of the 4<sup>th</sup> Annual General Meeting held at 10:00 a.m.</i>
Broadcast Venue	:	S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, 40460 Kota Kemuning, Shah Alam, Selangor
Online Meeting Platform	:	<a href="http://www.propollsolutions.com.my">www.propollsolutions.com.my</a> provided by Propoll Solutions Sdn Bhd (“ <b>Propoll</b> ”) (Domain Registration No. D1A403203)

**MODE OF MEETING**

The EGM of Nestcon Berhad (“**the Company**”) shall be conducted in a virtual basis at the Broadcast Venue through live streaming and online remote voting using the Remote Participation and Voting Facilities (“**RPV Facilities**”). This is in line with the revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022 and Principle C of the Malaysian Code of Corporate Governance whereby listed issuer are encouraged to leverage on technology in conducting their general meetings to facilitate communication and engagements with shareholders.

The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the meeting to be present at the main venue on the day of the EGM.

**NO SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES/ATTORNEYS** from the public shall be physically present nor admitted at the Broadcast Venue on the day of the EGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants at the EGM. Hence, participants are to ensure that internet connectivity throughout the duration of the meeting is maintained.

**RPV FACILITIES**

Shareholders are to participate, speak (in the form of real-time submission of typed texts) and vote remotely (collectively, “**participate**”) at the EGM using the RPV Facilities provided by Propoll Solutions Sdn Bhd, the Poll Administrator of the EGM, via its website at [www.propollsolutions.com.my](http://www.propollsolutions.com.my) (Domain Registration No. D1A403203) (“**Propoll Portal**”).

Shareholders may use the Q&A platform in Zoom Cloud Meetings App to submit questions in real time during the EGM. Shareholders may also submit questions to the Board of Directors (“**Board**”) prior to the EGM by emailing to [ir@nestcon.my](mailto:ir@nestcon.my) not later than 11:00 a.m. on 28 May 2024 or via the Q&A platform in the Propoll Portal from 12:00 p.m. on 24 May 2024 up to 30 May 2024, 10:50 a.m..

If there is time constraint in answering the questions during the EGM, the answers will be published in Nestcon Berhad's corporate website at [www.nestcon.com.my](http://www.nestcon.com.my) under Investor Relations' page, after the EGM.

If you wish to submit your questions through the Q&A platform via the Propoll Portal, you must first register as a user at the Propoll Portal. Thereafter, you may select "**My Virtual Meeting**" under the Main Menu and click on the Q&A platform to post your question(s).

## PROCEDURES FOR RPV FACILITIES

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the EGM remotely using the RPV Facilities, are to follow the requirements and procedures as summarised below:

Procedures		Action
<b>Before the day of the EGM</b>		
(i)	Register as a User	<ul style="list-style-type: none"> <li>• Access the Propoll Portal at <a href="http://www.propollsolutions.com.my">www.propollsolutions.com.my</a></li> <li>• Click &lt;&lt;<b>Login/Register</b>&gt;&gt; followed by &lt;&lt;<b>Register New User</b>&gt;&gt; to register as a new user.</li> <li>• Complete the registration by filling up the information required and upload a clear copy of your MyKAD (both front and back page) or Passport.</li> <li>• Read and agree to the terms &amp; conditions and thereafter, submit your registration.</li> <li>• Please enter a valid email address in order for you to receive the verification email from the Propoll Portal.</li> <li>• Your registration will be verified and approved by the Propoll Portal. Once approved, an email notification will be sent to you.</li> <li>• If you are already a user with the Propoll Portal, you are not required to register again.</li> </ul>
(ii)	Submit your Question	<ul style="list-style-type: none"> <li>• You may pre-submit your questions: <ul style="list-style-type: none"> <li>(i) using the Propoll Portal from 12:00 p.m. on 24 May 2024 up to 30 May 2024, 10:50 a.m. or</li> <li>(ii) to the Board prior to the EGM by emailing to <a href="mailto:ir@nestcon.my">ir@nestcon.my</a> no later than 11:00 a.m. on 28 May 2024.</li> </ul> </li> </ul>
<b>On the day of the EGM</b>		
(iii)	Login to Propoll Portal at <a href="http://www.propollsolutions.com.my">www.propollsolutions.com.my</a>	<ul style="list-style-type: none"> <li>• Login with your user ID and password for remote participation at the EGM at any time from 10:50 a.m., i.e. 10 minutes before the commencement of the EGM.</li> <li>• If you have forgotten your password, you can reset it by clicking on "Forgot Password".</li> </ul>
(iv)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>• Select &lt;&lt;<b>My Virtual Meeting</b>&gt;&gt; under Main Menu.</li> <li>• Click &lt;&lt;<b>Join Meeting</b>&gt;&gt; located next to the event.</li> <li>• Please click on the video link and key in the password provided to you in the email notification from the Propoll Portal in order to join the live streaming of the EGM.</li> <li>• If you have any question(s) during the EGM, you may use the Q&amp;A platform in Zoom Cloud Meetings App to submit your question(s). The Chairman of the EGM ("<b>Chairman</b>") / Board / Management will try to respond to all relevant questions submitted during the EGM. If there is time constraint in answering the questions during the EGM, the responses will be published in Nestcon</li> </ul>

- Berhad's website at the earliest possible time after the end of the EGM.
  - If you are using a smartphone to participate in the EGM, please download Zoom Cloud Meetings App from the Google Play Store or App Store before the EGM.
  - Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
- (v) Online Remote Voting
  - Please select the <<**Voting**>> option located next to <<**Join Meeting**>> to indicate your votes for the resolutions that are tabled for voting.
  - Voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman.
  - Please cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.
- (vi) End of the RPV Facilities
  - The RPV Facilities will end and the Q&A platform will be disabled the moment the Chairman announces the closure of the EGM.

**Notes to users of the RPV Facilities:**

- (a) *Should your registration to join the EGM be approved, we will make available to you the rights to join the live streamed EGM and to vote remotely using the RPV Facilities. Your login to the Propoll Portal on the day of the EGM will indicate your presence at the EGM.*
- (b) *If you encounter any issue with your online registration at the Propoll Portal, please call +6010-526 5490 or e-mail to [propollsolution@gmail.com](mailto:propollsolution@gmail.com) for assistance.*

**PROXY**

1. The EGM will be conducted on a fully virtual basis. If you are unable to participate the EGM, you may appoint your proxy or the Chairman as proxy and indicate the voting instructions in the Proxy Form.
2. If you wish to appoint proxy(ies) to participate in the EGM using the RPV Facilities, please submit your Proxy Form, either by hand or by post to the following address, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof, otherwise the Proxy Form shall be treated as invalid:

**Propoll Solutions Sdn Bhd**  
 S-4-04, The Gamuda Biz Suites  
 Jalan Anggerik Vanilla 31/99  
 40460 Kota Kemuning  
 Shah Alam, Selangor

3. You can also have the option to submit the proxy appointment electronically via Propoll's Online website at [www.propollsolutions.com.my](http://www.propollsolutions.com.my) before the Proxy Form submission cut-off time as mentioned in the above. For further information on the electronic submission of Proxy Form, kindly refer to the Annexure to Proxy Form.
4. Corporate representatives of corporate shareholders must deposit their original certificate of appointment of corporate representative to **Propoll Solutions Sdn Bhd** not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof, in order to participate in the EGM via the RPV Facilities.

5. Attorneys appointed by power of attorney are to deposit their power of attorney to **Propoll Solutions Sdn Bhd** not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof, in order to participate in the EGM via the RPV Facilities.
6. Shareholders who have appointed a proxy or attorney or authorised representative to participate at the EGM via the RPV Facilities must ensure that his/her proxy or attorney or authorised representative register himself/herself at the Propoll Portal prior to the EGM.

## **POLL VOTING**

1. The voting at the EGM will be conducted by poll in accordance with Rule 8.29A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. Nestcon Berhad has appointed Propoll Solutions Sdn Bhd as Poll Administrator to conduct the poll by way of online remote voting using the RPV Facilities and Symphony Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
2. The online remote voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman. Please refer to item (v) above for the online remote voting procedures using the RPV Facilities.
3. Upon completion of the voting session, the Scrutineers will verify the poll results followed by the declaration of results by the Chairman.

## **REVOCATION OF PROXY**

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in the EGM by yourself, please write in to **Propoll Solutions Sdn Bhd** to revoke the earlier appointed proxy 48 hours before the time appointed for holding the EGM.

## **RECORDING**

Unauthorised recording of the proceedings of the EGM is strictly prohibited.

## **RECORD OF DEPOSITORS ("ROD") FOR THE EGM**

Only shareholders whose names appear on the ROD as at 23 May 2024 shall be entitled to participate or appoint proxy(ies) to participate at the EGM via the RPV Facilities.

## **NO DOOR GIFT**

There will be **NO** door gift to be provided for participating at the EGM.

## **ENQUIRIES**

If you have any enquiry relating to the EGM, please contact any of the following person during office hours from 9:00 a.m. to 5:00 p.m. on Mondays to Fridays:

- (a) Mr. Eric Tan (Tel: +6010-526 5490 or E-mail: propollsolution@gmail.com)

## **PERSONAL DATA PRIVACY**

By lodging and subscribe for a user account with Propoll Portal for appointing a proxy(ies) and/or representative(s) to participate and vote remotely at the EGM using the RPV Facilities, the shareholder/proxy holder/representative(s) accepts and agrees to the personal data privacy terms.