NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting ("**27th AGM**") of **KOTRA INDUSTRIES BERHAD** ("**Company**") will be held at the Auditorium Hall, Kotra Pharma Technology Centre, No. 2, Jalan TTC 12, Cheng Industrial Estate, 75250 Melaka on Wednesday, 25 November 2026 at 9.30 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2026 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note 7)**

2. To approve the payment of Directors' fees amounting to RM524,000 from 26 November 2026 until the next AGM of the Company in year 2027. **(Ordinary Resolution 1)**

3. To approve the payment of Directors' benefits payable up to an amount of RM78,000 from 26 November 2026 until the next AGM of the Company in year 2027. **(Ordinary Resolution 2)**

4. To re-elect the following Directors, who are retiring pursuant to Clause 118 of the Company's Constitution, being eligible, have offered themselves for re-election: -

   (a) Madam Chin Swee Chang **(Ordinary Resolution 3)**
   (b) Mr. Lee Min On **(Ordinary Resolution 4)**

5. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolutions: -

6. **Ordinary Resolution** **(Ordinary Resolution 6)**
   Retention of Datuk Jamaludin bin Nasir as an Independent Non-Executive Director

   "**THAT**, Datuk Jamaludin bin Nasir, who has served as an Independent Non-Executive Director for a cumulative term exceeding nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company."

7. **Ordinary Resolution** **(Ordinary Resolution 7)**
   Retention of Mr. Lee Min On as an Independent Non-Executive Director

   "**THAT**, subject to the passing of Ordinary Resolution 4, Mr. Lee Min On, who has served as an Independent Non-Executive Director for a cumulative term exceeding nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company."

8. **Ordinary Resolution** **(Ordinary Resolution 8)**
   Authority to Issue Shares pursuant to the Companies Act 2016

   "**THAT**, subject always to the Companies Act 2016, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Companies Act 2016, to issue and allot shares in the capital of the Company from time to time at such price and to such persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company ("**New Shares**") for the time being without first offering the New Shares to the existing shareholders of the Company;

   AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

   AND FURTHER THAT such authority shall commence immediately upon passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

9. **Ordinary Resolution** **(Ordinary Resolution 9)**
Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

"**THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue and trading nature with the Related Parties as specified in Section 2.3.2(a) of the Circular to Shareholders dated 27 October 2026, which are necessary for the day-to-day operations of the Company and/or its subsidiaries ("**Group**"), to be entered by the Group in the ordinary course of business and are on terms which are not more favourable to the Related Parties with which such recurrent transactions to be entered into than those generally available to the public and are not detrimental to the minority shareholders.

THAT the authority for the Proposed Shareholders' Mandate shall continue to be in force until: -

(i) the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;

(ii) the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Companies Act 2016 but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or

(iii) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is earlier.

AND THAT the Directors of the Company be authorised to complete and do such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give full effect to the Proposed Shareholders' Mandate."

10. To transact any other business of which due notice shall have been given.

By Order of the Board
CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)
TAN LEY THENG (SSM PC NO. 201908001685) (MAICSA 7030358)
Company Secretaries

Kuala Lumpur
27 October 2026

Notes:

Proxy

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 November 2026 ("**General Meeting Record of Depositors**") shall be eligible to attend, participate, speak and vote at the Meeting.*

2. *A member entitled to attend and vote at the Meeting may appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same meeting, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting.*

3. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with 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 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.*

5. *The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the Corporation's common seal or under the hand of an officer or attorney duly authorised.*

6. *The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at No. 60-1, Jalan Lagenda 5, Taman 1 Lagenda, 75400 Melaka or by email to ir_kib@kotrapharma.com, not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof. All resolutions set out in the Notice of the Meeting are to be voted by poll.*

Note:

7. ***Audited Financial Statements for the financial year ended 30 June 2026***

   Item 1 of the Agenda is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Explanatory Notes to Ordinary and Special Business:

8. ***Payment of Directors' fees and benefits***

   The Board wishes to seek shareholders' approval for the following payments to Directors at the 27th AGM in two (2) separate resolutions as below: -

   - *Ordinary Resolution 1 on payment of Directors' fees to the Directors of the Company amounting to RM524,000 for the period from 26 November 2026 until the next AGM of the Company in year 2027.*

   - *Ordinary Resolution 2 on payment of Directors' benefits up to an amount of RM78,000 for the period from 26 November 2026 until the next AGM of the Company in year 2027. The proposed Directors' benefits payable comprises the meeting allowance. The estimated amount of Directors' benefits payable is based on the size of the Board and Board Committees and the number of scheduled Board and Board Committee meetings for the period commencing from 26 November 2026 until the next AGM of the Company in year 2027.*

9. ***Re-election of Directors***

   *In determining the eligibility of the Directors to stand for re-election at the forthcoming 27th AGM, the Nomination Committee ("**NC**"), guided by the requirements of Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, recommended the following Directors, for re-election as Directors pursuant to Clause 118 of the Constitution of the Company ("**Retiring Directors**"):-*

   (i) Madam Chin Swee Chang (Clause 118); and
   (ii) Mr. Lee Min On (Clause 118).

   *The Board of Directors ("**Board**") has conducted a separate assessment and being satisfied with the performance/contribution of the Retiring Directors.*

   Each of the Directors who is standing for re-election has provided their declaration on their fitness and propriety to continue acting as Directors of the Company pursuant to the Directors' Fit and Proper Policy of the Company.

   Therefore, the Board recommended the same be tabled to the shareholders for approval at the forthcoming 27th AGM of the Company under Ordinary Resolutions 3 and 4 respectively. The evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2026 of the Company. All the Retiring Directors have consented to their re-election, and abstained from deliberations and voting in relation to their individual re-election at the NC and Board Meetings, respectively.

10. ***Retention as Independent Non-Executive Directors***

Datuk Jamaludin bin Nasir and Mr. Lee Min On ("Retaining Directors") were appointed as the Independent Non-Executive Directors of the Company on 2 January 2017 and have served on the Board for a cumulative term of more than nine (9) years. In line with the Malaysian Code on Corporate Governance, the Board of Directors has undertaken an assessment of the independence of the Retaining Directors and, based on the following justifications, recommends that they be retained as Independent Non-Executive Directors of the Company:

(a) They continue to fulfil the independence criteria as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
(b) They have no conflict of interest with the Company and have not entered into, nor are they anticipated to enter into, any contract(s), particularly material ones, with the Company and/or its subsidiaries; and
(c) The Board recognises the value of the Retaining Directors' extensive experiences, institutional knowledge, and deep understanding of the Company's and Group's operations. Their long tenure and insights have proven to be instrumental and constructive in Board deliberations and decision-making process.

11. ***Authority to Issue Shares pursuant to the Companies Act 2016***

*The Company had been granted a general mandate by its shareholders at the Twenty-Sixth AGM of the Company held on 27 November 2025 ("**Previous Mandate**").*

As at the date of this Notice, the Company has not issued any new ordinary shares pursuant to the Previous Mandate granted by the shareholders and hence no proceeds were raised therefrom.

The proposed Ordinary Resolution 8, if passed, will provide flexibility to the Directors of the Company to undertake any possible fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

12. ***Proposed Shareholders' Mandate***

The proposed Ordinary Resolution 9 is intended to enable the Company and its affiliated companies to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations to facilitate transactions in the normal course of business of the Company with the specified classes of related parties, provided that they are carried out on arm's length basis and on normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 27 October 2026 for further information.

Statement Accompanying Notice of Annual General Meeting
(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Details of individuals who are standing for election as Directors
There is no individual standing for election as a Director at the 27th AGM of the Company.

2. Statement relating to General Mandate for Issue of Securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad
Details on the authority to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in Explanatory Note (11) of the Notice of the 27th AGM.

Personal Data Privacy

By submitting form(s) of proxy appointing proxy(ies) or corporate representative(s) or attorney(s) to attend, participate (including to pose questions to the Board of the Company) and vote at the 27th AGM, 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 or representatives appointed for the 27th AGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the 27th AGM, 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) or corporate representative(s) or attorney(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) or corporate representative(s) or attorney(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) or corporate representative(s) or attorney(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.