



SUCCESS TRANSFORMER CORPORATION BERHAD

[Registration No. 200301034518 (636939-W)]
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting of the Company will be held at Tropicana Golf & Country Resort, Greens III, Sports Wing, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 3 December 2026 at 10:30 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS

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 the Explanatory Note 1)**
2. To approve the payment of Directors' fees amounting to RM430,000.00 for the financial year ending 30 June 2027, payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 1)**
3. To approve an amount of up to RM18,000.00 as benefits payable to Non-Executive Directors of the Company for the period from 4 December 2026 to the Twenty-Third Annual General Meeting of the Company to be held in 2027 pursuant to Section 230(1)(b) of the Companies Act 2016. **(Ordinary Resolution 2)**
4. To re-elect the following Directors who are retiring in accordance with Clause 90 of the Company's Constitution and, being eligible, have offered themselves for re-election:
 - i) Mr. Tan Ah Bah @ Tan Ah Ping; and **(Ordinary Resolution 3)**
 - ii) Ms. Tan Chung Chay. **(Ordinary Resolution 4)**

SPECIAL BUSINESS

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

5. **RETENTION OF MS. CHAN FOONG PING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR** **(Ordinary Resolution 5)**

"THAT Ms. Chan Foong Ping, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company in accordance with the Malaysian Code on Corporate Governance 2021."

6. **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS**

(Ordinary Resolution 6)

"THAT subject always to the Companies Act 2016 (**"the Act"**), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (**"Bursa Securities"**) and any other relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby authorised and empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time, at such price, to such persons and upon such terms and conditions and for such purposes 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 of the Company (excluding treasury shares) for the time being; **AND THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company;

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 9 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares pursuant to this mandate;

AND THAT the Directors of the Company, whether solely or jointly, be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Securities; **AND** be hereby authorised to do all such acts and things including executing all relevant documents as he/she/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate."

7. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

(Ordinary Resolution 7)

"THAT, subject always to the Companies Act 2016 (**"the Act"**), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (**"STC Group"**) to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of STC Group (**"Related Parties"**) as described in the Circular/Statement to Shareholders dated 30 October 2026 (**"Recurrent RPTs"**) provided that such transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders of the Company,

("RRPT Mandate");

THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340 of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by shareholders in a general meeting;

whichever is earlier, **AND** the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate."

8. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**

(Ordinary Resolution 8)

"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**") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such number of ordinary 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 in their discretion deem fit and expedient in the best interest of the Company, provided that:

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase(s); and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own 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 of the Company (where applicable) available at the time of the purchase(s);

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares so purchased in their absolute discretion in the following manner:

- (i) cancel all the shares so purchased; and/or
- (ii) retain the shares so purchased in treasury for distribution as a dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder; and/or

in any other manner as prescribed by the Act, rules, regulations, and orders made pursuant to the Act and the requirements of

Bursa Securities and any other relevant authority for the time being in force;

AND THAT such authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which such resolution was passed, at which time the authority will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company after that date is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first;

AND FURTHER THAT the Directors of the Company be authorised to do all acts, deeds and things and to take all such steps as they may deem fit, appropriate, expedient or necessary in the best interest of the Company to give full effect to the proposed renewal of share buy-back authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the interest of the Company.”

9. **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY (“STC SHARES”), FOR THE PURPOSE OF THE DIVIDEND REINVESTMENT SCHEME (“DRS”) THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDENDS IN NEW STC SHARES (“PROPOSED RENEWAL OF DRS AUTHORITY”)**

(Ordinary Resolution 9)

“THAT pursuant to the DRS as approved by the shareholders at the Extraordinary General Meeting of the Company held on 21 November 2016 and subject to the approval of the relevant regulatory authorities (if any), approval be and is hereby given to the Directors of the Company to allot and issue such number of new STC Shares from time to time as may be required to be allotted and issued pursuant to the DRS until the conclusion of the next Annual General Meeting of the Company upon such terms and conditions as stated in the Circular to Shareholders dated 4 November 2016, **PROVIDED THAT** the issue price of the said new STC Shares shall be fixed by the Directors at a discount of not more than ten per centum (10%) to the five (5)-day volume weighted average market price (“**VWAMP**”) of STC Shares immediately preceding the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

AND THAT the Directors of the Company be authorised to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the DRS with full power to

assent to any conditions, modifications, variations and/or amendments to the terms of the DRS as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, or by the Directors as they may in their absolute discretion, deem fit and in the best interest of the Company.”

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

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (SSM PC No.: 201908002648) (MAICSA 0777689)
CHIN MUN YEE (SSM PC No.: 201908002785) (MAICSA 7019243)
Company Secretaries

Selangor Darul Ehsan
30 October 2026

Explanatory Notes:

1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 June 2026

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

2. Item 3 of the Agenda – Benefits Payable to Non-Executive Directors

The proposed Ordinary Resolution 2, if approved, will authorise the payment of benefits to the Non-Executive Directors by the Company. The benefits payable to the Non-Executive Directors for the period from 4 December 2026 to the Twenty-Third Annual General Meeting (“**AGM**”) of the Company to be held in 2027 are derived from the estimated meeting allowance of RM600.00 per meeting day based on the number of scheduled meetings and unscheduled meetings (when necessary) for the Board of Directors (“**Board**”) and Board Committees, and the number of Non-Executive Directors involved in the meetings.

In the event the proposed benefits payable are insufficient (e.g., due to additional meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to cover the shortfall.

3. Item 4 of the Agenda – Re-Election of Directors

In determining the eligibility of the Directors to stand for re-election at the Twenty-Second AGM of the Company, the Board, through the Nomination Committee, had reviewed and assessed each retiring Director based on the annual assessment and evaluation of the Board for the financial year ended 30 June 2026, including the fit and proper assessment.

Based on the results of the assessment and evaluation, the Board was satisfied with the performance and contributions of the retiring Directors, namely Mr. Tan Ah Bah @ Tan Ah Ping and Ms. Tan Chung Chay, and supported their re-election based on the following considerations:

- (i) they had met the Board’s expectations in terms of character, experience, integrity, competence and time commitment in discharging their responsibilities as Directors of the Company; and
- (ii) they had exercised due care and discharged their professional duties proficiently.

The retiring Directors had consented to their respective re-election and abstained from all deliberations and decisions relating to their own eligibility to stand for re-election at the meeting of the Board.

The profiles of the retiring Directors are set out in the Annual Report in respect of the financial year ended 30 June 2026.

4. Non-Reappointment of External Auditors

The Company’s current External Auditors, Crowe Malaysia PLT, have indicated that they will not seek re-appointment and will retire at the conclusion of the forthcoming Twenty-Second AGM. There were no disagreements between the Company and Crowe Malaysia PLT on any matters arising from the audit of the financial statements for the financial year ended 30 June 2026.

The Company will commence the process of identifying a new suitable audit firm in place of the retiring External Auditors, Crowe Malaysia PLT. Upon identification, the Board will appoint new External Auditors to fill the vacancy in accordance with Section 264(5) of the Companies Act 2016 as soon as practicable. The Company will make a further announcement in due course.

5. Item 5 of the Agenda – Retention of Ms. Chan Foong Ping as an Independent Non-Executive Director

Ms. Chan Foong Ping was appointed as an Independent Non-Executive Director of the Company on 23 September 2016. Therefore, she has served the Board for a cumulative term of more than nine (9) years. In accordance with Practice 5.3 of the Malaysian Code on Corporate Governance 2021, shareholders' approval for the retention of Ms. Chan Foong Ping as an Independent Director was sought through a two-tier voting process at the Twenty-First AGM of the Company held on 4 December 2025 and the requisite shareholders' approval was obtained. She may continue to be served as an Independent Director until the conclusion of the forthcoming Twenty-Second AGM.

The Board, through the Nomination Committee, after having assessed the independence of Ms. Chan Foong Ping, regards her to be independent based, amongst others, on the following justifications and recommended that Ms. Chan Foong Ping continue to be retained as an Independent Non-Executive Director of the Company for another year subject to the approval from the shareholders of the Company through a two-tier voting process as described in Practice 5.3 of the Malaysian Code on Corporate Governance 2021:

- Ms. Chan Foong Ping has fulfilled the definition of an Independent Director as set out under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**MMLR**").
- Ms. Chan Foong Ping was able to exercise independent judgement and act in the best interest of the Company.
- There was no existing and potential conflict of interest that Ms. Chan Foong Ping could have with the Company, as she has not entered into any contract or transaction with the Company and/or its subsidiaries within the scope and meaning as set forth under Paragraph 5 of Practice Note 12 of the MMLR.
- Ms. Chan Foong Ping has not developed, established or maintained any significant personal or social relationship, whether direct or indirect, with the Executive Directors, major shareholders or management of the Company (including their family members) other than normal engagements and interactions on a professional level, consistent and expected of her to carry out her duties as an Independent Non-Executive Director.

6. Item 6 of the Agenda – Authority to Issue Shares Pursuant to the Companies Act 2016 and Waiver of Pre-Emptive Rights

The Company intends to renew the mandate on the authority to issue and allot shares pursuant to the Companies Act 2016 at the Twenty-Second AGM of the Company ("**General Mandate**").

The Company had been granted a general mandate of not more than ten per centum (10%) of the total number of issued shares of the Company for the time being by its shareholders at the Twenty-First AGM of the Company held on 4 December 2025 ("**Previous Mandate**"). As of the date of this Notice, no new shares in the Company were issued pursuant to the Previous Mandate.

The proposed Ordinary Resolution 6, if passed, will provide flexibility to the Directors of the Company to undertake any possible fundraising activities, including but not limited to placement of shares, for the purpose of funding future investment project(s), working capital, acquisition(s) and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares). 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.

Pursuant to Section 85(1) of the Companies Act 2016, read together with Clause 9 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company that rank equally with the existing issued shares in the Company.

The proposed Ordinary Resolution 6, if passed, will exclude the shareholders' pre-emptive rights to be offered new shares to be issued by the Company pursuant to the said Ordinary Resolution.

7. Item 7 of the Agenda – Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 7, if passed, will provide a renewed mandate for the Company and/or its subsidiaries ("**STC Group**") to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for STC Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are 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. This mandate shall lapse at the conclusion of the next AGM of the Company unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Please refer to the Circular/Statement to Shareholders dated 30 October 2026 for further information.

8. Item 8 of the Agenda – Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 8, if passed, would empower the Directors of the Company to purchase the Company's ordinary shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated, which shall not exceed the Company's retained profits based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s).

Please refer to the Circular/Statement to Shareholders dated 30 October 2026 for further information.

9. Item 9 of the Agenda – Proposed Renewal of Authority for the Company to Allot and Issue Shares pursuant to the Dividend Reinvestment Scheme ("DRS")

The proposed Ordinary Resolution 9, if passed, would empower the Directors of the Company to allot and issue new ordinary shares in the Company in respect of dividends to be declared, if any, under the DRS. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company.

Notes:

- (a) With respect to the deposited securities, only members whose names appear in the Record of Depositors on 26 November 2026 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.

- (b) A member entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote instead of him/her at the same Meeting. There shall be no restriction as to the qualification of the proxy. Where a member appoints more than one (1) proxy, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- (c) The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- (d) Where a member is an authorised nominee, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account.
- (e) Where a member of the Company is an exempt authorised nominee that 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.
- (f) **Appointment of Proxy(ies)**

The appointment of proxy(ies) may be made either in a hard copy form or by electronic means in the following manner and shall be deposited with the Company's Share Registrar, not less than forty-eight (48) hours before the time appointed for holding the Twenty-Second AGM of the Company or at any adjournment thereof:

Mode of submission Designated Address

- Hard copy Vistra Investor & Issuing House Services Sdn. Bhd. (Formerly known as 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, Wilayah Persekutuan, or alternatively

Drop box, located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.
- Electronic means Weblink : <https://srmy.vistra.com>

(Please refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via Vistra Share Registry and IPO (MY) Portal)