EPICON BERHAD
200301015160 (617580-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**" or "**Meeting**") of Epicon Berhad ("**Epicon**" or the "**Company**") will be held at Greens III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 8 December 2026 at 10:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

ORDINARY RESOLUTION 1

(I) PROPOSED ACQUISITIONS BY EPICON OF 60% EQUITY INTEREST IN RANTAU URUSAN (M) SDN BHD ("RUSB") AND LPB CONSTRUCTION SDN BHD ("LPBC") (COLLECTIVELY, THE "TARGET COMPANIES") FROM LAGENDA PROPERTIES BERHAD ("LAGENDA"), FOR AN AGGREGATE PURCHASE CONSIDERATION OF RM543.16 MILLION, TO BE SATISFIED IN THE FOLLOWING MANNER:

(A) RM125.82 MILLION BY WAY OF SETTLEMENT AND DISCHARGE OF THE RELATED PARTY ADVANCES OWING FROM LAGENDA AND ITS GROUP OF COMPANIES ("LAGENDA GROUP") TO THE TARGET COMPANIES AS AT THE DATE OF THE CONDITIONAL SHARE SALE AGREEMENT DATED 14 JULY 2026 ENTERED INTO BETWEEN THE COMPANY (AS PURCHASER) AND LAGENDA (AS VENDOR) IN RELATION TO THE PROPOSED ACQUISITIONS AND THE PROPOSED CALL OPTION ("SSA"), THE PAYMENT OBLIGATION OF WHICH WILL BE ASSUMED BY EPICON; AND

(B) THE REMAINING AMOUNT OF RM417.34 MILLION VIA THE ISSUANCE OF 1,857,142,857 NEW ORDINARY SHARES IN EPICON ("EPICON SHARES") AND 1,353,190,292 NEW REDEEMABLE CONVERTIBLE PREFERENCE SHARES – CLASS A IN EPICON ("RCPS A") TO LAGENDA,

("PROPOSED ACQUISITIONS")

(II) PROPOSED CALL OPTION FOR THE ACQUISITION OF THE REMAINING UP TO 40% EQUITY INTEREST IN THE TARGET COMPANIES BY EPICON FROM LAGENDA FOR A PURCHASE CONSIDERATION OF UP TO RM362.11 MILLION ("PROPOSED CALL OPTION")

"**THAT** subject to the passing of Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4 and the Special Resolution, and the approvals of all the relevant authorities and/or parties being obtained (where required) and the conditions precedent as set out in the SSA being obtained/fulfilled or waived (as the case may be), approval be and is hereby given to the Company to undertake the following, upon such terms and conditions as stipulated in the SSA:

(a) The Proposed Acquisitions of:

(i) 600,000 ordinary shares in RUSB, for a purchase consideration of RM280.15 million; and

(ii) 450,000 ordinary shares in LPBC, for a purchase consideration of RM263.01 million,

at an aggregate purchase consideration of RM543.16 million to first be partly satisfied by way of settlement and discharge of the related party advances amounting to RM125.82 million owing by the Lagenda Group to the Target Companies as at the date of the SSA, the payment obligation of which will be assumed by Epicon (including the payment of interest at the rate of 5.5% per annum or such other rate to be agreed between Epicon and the Target Companies in compliance with the applicable transfer pricing requirements), whilst the remaining amount of RM417.34 million shall be satisfied via a combination of:

(i) RM241.43 million to be satisfied via the issuance of 1,857,142,857 new Epicon Shares ("**Consideration Shares**") at an issue price of RM0.13 per Consideration Share; and

(ii) RM175.91 million to be satisfied via the issuance of 1,353,190,292 new RCPS A ("**Consideration RCPS A**") at an issue price of RM0.13 per Consideration RCPS A;

(b) The Proposed Call Option, pursuant to which Lagenda agrees to grant the Company an irrevocable right to require Lagenda to sell up to the remaining 400,000 ordinary shares in RUSB and 300,000 ordinary shares in LPBC, representing up to 40% equity interest in the Target Companies to the Company ("**Call Option**"), for a purchase consideration of up to RM362.11 million, which may be satisfied via a combination of

(i) cash;

(ii) allotment and issuance of such number of new Epicon Shares ("**Option Consideration Share(s)**") to Lagenda at an issue price of RM0.13 per Option Consideration Share; and/or

(iii) allotment and issuance of such number of RCPS A ("**Option Consideration RCPS A**") to Lagenda at an issue price of RM0.13 per Option Consideration RCPS A;

THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to issue and allot 1,857,142,857 Consideration Shares, 1,353,190,292 Consideration RCPS A, up to 1,392,714,200 Option Consideration Shares and up to 1,392,714,200 Option Consideration RCPS A, the salient terms of the RCPS A of which are set out in **Appendix III** of the circular to shareholders of Epicon dated 16 November 2026 ("**Circular**"), together with such number of new Epicon Shares as may be issued and allotted pursuant to the conversion of the Consideration RCPS A and the Option Consideration RCPS A, in accordance with terms and conditions of the SSA;

THAT the Consideration Shares, the Option Consideration Shares and the new Epicon Shares to be issued upon conversion of the Consideration RCPS A and the Option Consideration RCPS A will, upon allotment and issuance, rank equally in all respects with each other and with the then existing issued Epicon Shares, except that they shall not be entitled to any dividends, rights, benefits, entitlements, allotments and/or any other distributions which may be declared, made or paid to the shareholders of Epicon, the entitlement date of which is prior to the date of allotment and issuance of the Consideration Shares, the Option Consideration Shares and the new Epicon Shares to be issued upon conversion of the Consideration RCPS A and the Option Consideration RCPS A;

THAT the Consideration RCPS A and the Option Consideration RCPS A will constitute direct, unconditional, unsecured and unsubordinated obligations of Epicon and will, upon allotment and issuance, rank equally without any preference or priority between themselves and in priority to other RCPS that may be created in the future, but shall rank behind all secured and unsecured obligations of Epicon;

THAT the Consideration Shares, the Option Consideration Shares and the new Epicon Shares to be issued upon conversion of the Consideration RCPS A and the Option Consideration RCPS A shall be listed on the Main Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**");

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and make all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company and to take all such steps and to execute, sign, deliver and cause to be delivered on behalf of the Company the SSA and all such agreements (including the stakeholder agreement to be entered into between the Company, Lagenda and a trust company in Malaysia to be appointed by the Company and Lagenda pursuant to the terms of the SSA), undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations, guarantees, documents and/or arrangements, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters (including without limitations, the affixation of the Company's common seal in accordance with the Company's constitution) as they may consider necessary or expedient in order to implement, finalise, give full effect to and complete the Proposed Acquisitions and the Proposed Call Option under the terms and conditions of the SSA with full powers to negotiate, approve, agree and/or assent to any condition, modification, variation and/or amendment thereto in any manner as the Board may deem fit and/or may be required or imposed by the relevant authorities including to enter into any supplemental agreement(s) in connection with the SSA, the Proposed Acquisitions and/or the Proposed Call Option, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner or as the Board may deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED PRIVATE PLACEMENT OF 240,000,000 NEW EPICON SHARES ("PLACEMENT SHARE(S)") AT AN ISSUE PRICE OF RM0.13 PER PLACEMENT SHARE TO THE IDENTIFIED THIRD-PARTY INVESTORS ("PROPOSED PRIVATE PLACEMENT")

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 3, Ordinary Resolution 4 and the Special Resolution, and the approvals of all the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board to issue and allot 240,000,000 new Epicon Shares, representing approximately 8.11% of the enlarged issued Epicon Shares after the RCPS Conversion (as defined in the Ordinary Resolution 3 below), the Proposed Acquisitions and the Proposed Private Placement, at an issue price of RM0.13 per Placement Share, to the identified third-party investors, namely Binari Maju Sdn Bhd, JMJ Mega Bina Sdn Bhd, Teoh Wei Sheng and Matthew Kong Len Ern, in the respective proportions set out in Section 3.2 of Part A of the Circular;

THAT the Board be and is hereby authorised to utilise the proceeds to be raised from the Proposed Private Placement for such purposes and in such manner as set out in Section 3.7 of Part A of the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds in the manner as the Board may deem fit, necessary and/or expedient, subject to the approvals of the relevant authorities (where required) and in the best interest of the Company;

THAT the Placement Shares will, upon issuance and allotment, rank equally in all respects with each other and with the then existing Epicon Shares, except that the holders of the Placement Shares shall not be entitled to any dividends, rights, benefits, entitlements, allotments and/or other distributions which may be declared, made or paid to the shareholders of Epicon, the entitlement date of which is prior to the date of allotment and issuance of such Placement Shares;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to implement, finalise, give full effect to and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the interest of the Company and to take such steps as the Board may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement."

ORDINARY RESOLUTION 3

PROPOSED EXEMPTION UNDER SUBPARAGRAPH 4.08(1)(C) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ISSUED BY SECURITIES COMMISSION MALAYSIA ("SC") ("RULES") TO BE SOUGHT BY DOH PROPERTIES SDN BHD ("DOH PROPERTIES") AND PERSONS ACTING IN CONCERT ("PAC(S)") WITH IT FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER ("MGO") FOR ALL THE REMAINING EPICON SHARES NOT ALREADY OWNED BY THEM UPON FULL CONVERSION OF 233,000,000 REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN EPICON ("RCPS") HELD BY DOH PROPERTIES ("RCPS CONVERSION"), PURSUANT TO SUBSECTION 218(2) OF THE CAPITAL MARKETS AND SERVICES ACT, 2007 ("CMSA") ("PROPOSED EXEMPTION 1")

"**THAT** subject to the relevant approvals from the SC and/or any other relevant authorities and/or parties (where required) being obtained for the Proposed Exemption 1, including such conditions as may be imposed by the SC, approval be and is hereby given for Doh Properties and its PACs to be exempted under subparagraph 4.08(1)(c) of the Rules from the obligation to undertake a MGO for all the remaining Epicon Shares not already owned by them upon the RCPS Conversion, pursuant to subsection 218(2) of the CMSA;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of the Company with the full powers to amend and/or assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and to enter into and execute all agreements, arrangements, undertakings, indemnities, transfer, assignments or guarantees with any party or parties and to carry out any other matters as may be required to finalise, implement and give full effect to the Proposed Exemption 1."

ORDINARY RESOLUTION 4

PROPOSED EXEMPTION UNDER SUBPARAGRAPH 4.08(1)(A) OF THE RULES TO BE SOUGHT BY LAGENDA AND ITS PACS FROM THE OBLIGATION TO UNDERTAKE A MGO FOR ALL THE REMAINING EPICON SHARES NOT ALREADY OWNED BY THEM AFTER THE PROPOSED ACQUISITIONS, PURSUANT TO SUBSECTION 218(2) AND 218(3) OF THE CMSA ("PROPOSED EXEMPTION 2")

"**THAT** subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3 and the Special Resolution, and the relevant approvals from the SC and/or any other relevant authorities and/or parties (where required) being obtained for the Proposed Exemption 2, including such conditions as may be imposed by the SC, approval be and is hereby given for Lagenda and its PACs to be exempted under subparagraph 4.08(1)(a) of the Rules from the obligation to undertake a MGO for all the remaining Epicon Shares not already owned by them after the Proposed Acquisitions, pursuant to subsection 218(2) and 218(3) of the CMSA;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of the Company with the full powers to amend and/or assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and to enter into and execute all agreements, arrangements, undertakings, indemnities, transfer, assignments or guarantees with any party or parties and to carry out any other matters as may be required to finalise, implement and give full effect to the Proposed Exemption 2."

ORDINARY RESOLUTION 5

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")

"**THAT** subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4 and the Special Resolution, authority be and is hereby given in line with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries (collectively, the "**Epicon Group**" or "**Group**") to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.3 of Part C of the Circular in relation to the Proposed New Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

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

(i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at that AGM; or

(ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Companies Act 2016 ("**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF EPICON TO FACILITATE THE ISSUANCE AND ALLOTMENT OF THE RCPS A TO BE ISSUED PURSUANT TO THE PROPOSED ACQUISITIONS AND THE PROPOSED CALL OPTION ("PROPOSED AMENDMENTS")

"**THAT** subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3 and Ordinary Resolution 4 and all approvals and consents of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given for the Company to amend its existing constitution in the manner set out in **Appendix X** of the Circular to facilitate the issuance and allotment of the Consideration RCPS A and the Option Consideration RCPS A pursuant to the Proposed Acquisitions and the Proposed Call Option;

AND THAT the Directors and/or the secretaries of the Company be and is hereby authorised and empowered to take all steps and to do all acts, deeds, things and to execute, enter into, sign and deliver for and on behalf of the Company all documents as it may consider necessary to give full effect to the Proposed Amendments, with full powers to assent to and accept any conditions, modifications, variations, arrangements and/or amendments as may be required by the relevant authority(ies)."

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC NO. 201908001272)
LOO HUI YAN (MAICSA 7069314) (SSM PC NO. 202308000290)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
16 November 2026

Notes:

a) A member who is entitled to attend, participate, speak and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.

b) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same right as the member to speak and vote at the Meeting.

c) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.

d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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.

e) 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 multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.

f) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 65 of the Company's constitution to issue a General Meeting Record of Depositors as at 1 December 2026. Only members whose names appear in the General Meeting Record of Depositors as at 1 December 2026 shall be regarded as members and entitled to attend, speak and vote at the Meeting.

g) To be valid, the instrument appointing a proxy may be made in a hard copy form 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 for holding the Meeting:

(i) In hard copy form

In the case of an appointment made in hard copy form, the Proxy Form must be deposited with the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at **Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia**.

(ii) By electronic form

The Proxy Form can be electronically lodged via the Boardroom Smart Investor Portal at https://investor.boardroomlimited.com. Please refer to the Administrative Notes on the procedures for electronic lodgement of Proxy Form via the Boardroom Smart Investor Portal. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Share Registrar situated at **Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan**, **Malaysia**, not less than forty-eight (48) hours before the time for holding the Meeting.

h) All the resolutions set out in this Notice of Meeting will be put to vote by poll.

i) The members are advised to refer to the Administrative Notes on the registration process for the Meeting.

j) Kindly check Bursa Securities' website and the Company's website at https://www.epicon.com.my/ for the latest updates on the status of the Meeting.