CENGILD

CENGILD MEDICAL BERHAD
Registration No.: 202101004143 (1404442-P)
(Incorporated in Malaysia)

NOTICE OF THE SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixth Annual General Meeting of **CENGILD MEDICAL BERHAD** will be held at LG1, Cengild Specialist Hospital, No. 2, Jalan 1/112H, Bangsar South Off Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 27 November 2026 at 3.00 p.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the resolutions as set out in this notice:-

AGENDA

Ordinary Business

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

2. To re-elect the following Directors who retire by rotation pursuant to Clause 76(3) of the Company's Constitution:-
   (i) Dato' Dr. Tan Huck Joo **(Ordinary Resolution 1)**
   (ii) Dr. Azrina Binti Abu Bakar **(Ordinary Resolution 2)**

3. To approve the payment of Directors' Fees and Benefits for an amount not exceeding RM200,000.00 for the period commencing from the date immediately after the Sixth Annual General Meeting until the next Annual General Meeting of the Company. **(Ordinary Resolution 3)**

4. To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

Special Business

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

5. **Authority to issue and allot Shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016. (Ordinary Resolution 5)**

   "THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (the "Act"), ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate").

   THAT such approval on the Proposed General Mandate shall continue to be in force until:

   a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
   b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
   c. revoked or varied by resolution passed by the shareholders of the Company in general meeting,

   whichever is the earlier.

   THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

   THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

   AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

6. **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature (Ordinary Resolution 6)**

   "THAT pursuant to Rule 10.09 of the Listing Requirements, the Company and its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 2.3 of the Circular to Shareholders dated 29 October 2026 ("the Related Parties") provided that such transactions and/or arrangements are:

   a. necessary for the day-to-day operations;
   b. undertaken in the ordinary course of business at arm's length basis and are on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and
   c. not detrimental to the minority shareholders of the Company,

   (collectively known as the "Shareholders' Mandate")

   AND THAT such approval, shall continue to be in force until:

   a. tthe conclusion of the next Annual General Meeting ("AGM") of the Company at which the Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed; or
   b. the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
   c. revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

   whichever is the earlier;

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

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD
KHAW TEIK THYE (SSM PC NO. 202208000728) (MIA 11616)
CHONG LAY KIM (SSM PC NO. 202008001920) (LS 0008373)

Company Secretaries

Kuala Lumpur
29 October 2026

Notes on the appointment of Proxy:-

1. For the purpose of determining who shall be entitled to participate in this 6th Annual General Meeting ("6th AGM"), the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at **20 November 2026**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this 6th AGM.

2. A member who is entitled to participate in this 6th AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.

3. A member of the Company who is entitled to participate and vote at this 6th AGM may appoint not more than two (2) proxies to participate and vote instead of the member at this 6th AGM.

4. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the Listing Requirements of Bursa Malaysia Securities Berhad.

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

6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 Central Depositors Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositors Act.

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

8. The appointment of a proxy may be made in 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 appointed for holding this 6th AGM or any adjournment thereof, at which the person named in the appointment proposes to vote:

   (i) In hard copy form

   In the case of an appointment made in hard copy form, the form of proxy must be deposited with the Share Registrar of the Company at Vistra Investor & Issuing House Services Sdn. Bhd. (formerly known as Tricor Investor & Issuing House Services Sdn. Bhd.), Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at the drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

   (ii) By electronic means

   The proxy form can be electronically lodged with the Share Registrar of the Company via the portal at https://srmy.vistra.com. Please follow the procedures set out in the Administrative Guide.

9. Please ensure ALL the particulars as required in the proxy form are complete, signed and dated accordingly

10. Last date and time for lodging the form of proxy is **Wednesday, 25 November 2026 at 3.00 p.m.**

11. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Vistra Investor & Issuing House Services Sdn. Bhd. (formerly known as Tricor Investor & Issuing House Services Sdn. Bhd.), Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at the drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding this 6th AGM or adjourned 6th AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

12. For a corporate member who has appointed an authorised representative, please deposit ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company at Vistra Investor & Issuing House Services Sdn. Bhd. (formerly known as Tricor Investor & Issuing House Services Sdn. Bhd.), Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at the drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:-

   (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.

   (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:-
   (a) at least two (2) authorised officers, of whom one shall be a director; or
   (b) any director and/or authorised officers in accordance with the laws of the county under which the corporate member is incorporated.

13. Shareholders are advised to check the Company's website at www.cengild.com and announcements from time to time for any changes to the administration of this 6th AGM.

Explanatory Notes on Ordinary Business:

1. **Agenda item 1**

   This agenda item is included for discussion only. Pursuant to Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements do not require formal approval by the shareholders. Accordingly, this Agenda item is not subject for voting.

2. **Ordinary Resolutions 1 and 2**

   Dato' Dr. Tan Huck Joo and Dr. Azrina Binti Abu Bakar, who are retiring as Directors of the Company and being eligible, have offered themselves for re-election at the 6th AGM.

   The Board of Directors (the "Board"), through the Nominating Committee, has considered the performance and contribution of each of the retiring Directors and, having deliberated thereon, is satisfied that both Directors meet the criteria prescribed under Rule 2.20A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, including the requisite skills, expertise, experience, professionalism, commitment, integrity, character, competence and ability to devote sufficient time to effectively discharge their duties and responsibilities as Directors.

   Both Directors have also satisfied the relevant requirements under the Company's fit and proper assessment.

   The details and profiles of the Directors seeking re-election are set out in the Profile of Directors section of the Company's Annual Report 2026 at pages 16 to 19.

3. **Ordinary Resolution 3**

   Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

   The proposed Ordinary Resolution 3 seeks shareholders' approval for the payment of Directors' fees and benefits for the period commencing from the date immediately following the 6th AGM until the conclusion of the next Annual General Meeting of the Company. The proposed amount has been calculated based on the current Board composition and the number of scheduled Board and Board Committee meetings for the said period.

   In the event that the approved amount is insufficient due to, amongst others, an increase in the size of the Board and/or an increase in the number of Board and Board Committee meetings held during the relevant period, approval for the shortfall will be sought at the next AGM.

4. **Ordinary Resolution 4**

   The Board, through the Audit and Risk Management Committee, has considered the re-appointment of Messrs Crowe Malaysia PLT as Auditors of the Company and, upon the recommendation of the Audit and Risk Management Committee, is satisfied that Messrs Crowe Malaysia PLT meet the relevant criteria and are suitable for re-appointment.

   The factors considered by the Audit and Risk Management Committee in making its recommendation to the Board are disclosed in the Corporate Governance Overview Statement of the Company's Annual Report 2026.

   Accordingly, the Board recommends that shareholders approve the proposed resolution on the re-appointment of Messrs Crowe Malaysia PLT as Auditors of the Company at the 6th AGM.

Explanatory Notes on the Special Business

5. **Ordinary Resolution 5**

   This proposed resolution is proposed pursuant to Sections 75 and 76 of the Companies Act 2016, and if passed, will give the Directors of the Company, from the date of the 6th AGM, authority to allot shares in the Company up to and not exceeding in total ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

   The proposed Ordinary Resolution 5 is a renewal of the previous year's mandate. This mandate grants the Company the flexibility to issue new securities without convening a separate general meeting for shareholders' approval, thereby saving time and avoiding additional costs. The purpose of this general mandate is for any possible fundraising activities, including but not limited to further placing of shares for the purpose of working capital, acquisitions, investments and/or for issuance of shares as a form of settlement of purchase consideration or such other applications as the Directors may deem fit and expedient in the best interest of the Company

   As at the date of this Notice, no shares have been issued pursuant to the general mandate granted at the last AGM.

6. **Ordinary Resolution 6**

   The Ordinary Resolution 6 if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group's day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms that are not detrimental to the minority shareholders of the Company.

   Please refer to the Circular to Shareholders dated 29 October 2026 for further details.