



SNS NETWORK TECHNOLOGY BERHAD

Registration No.: 201601002835 (1173761-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 Annual General Meeting (“AGM”) of SNS Network Technology Berhad (“SNS” or “the Company”) will be held at Kinta 2 Hall, Hotel Travelodge Ipoh, Jalan Raja Dihilir, 30350 Ipoh, Perak Darul Ridzuan on Thursday, 16 July 2026 at 10.30 a.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

AGENDA

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 January 2026 together with the Directors’ and Auditors’ Reports thereon.
- To approve the payment of Directors’ Fees and Directors’ Benefits for an amount of up to RM330,000 from 2026 AGM until the conclusion of the next AGM of the Company.
- To re-elect the following Directors retiring by rotation in accordance with Clause 18.4 of the Company’s Constitution:
 - Dato’ Zulkapli Bin Ahmad
 - Pah Wai Onn
- To re-elect Prof. Dr. Anna Azriati Binti Che Azmi, who was appointed during the year and retiring in accordance with Clause 18.10 of the Company’s Constitution.
- To re-appoint Messrs Crowe Malaysia PLT as External Auditors of the Company to hold office until the next AGM and to authorise the Directors to fix their remuneration.

Ordinary Resolutions

(Please refer to Note 2)

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

AS SPECIAL BUSINESS:

To consider and, if thought fit, pass the following resolutions:

6. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (“PROPOSED RENEWAL SHARE BUY-BACK AUTHORITY”)

“That, subject to the Companies Act, 2016 (“Act”), the provisions of the Company’s Constitution, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount 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 may deem fit and expedient in the interests of the Company provided that:

- the aggregate number of ordinary shares which may be purchased and/or held shall not exceed ten per centum (10%) of the total number of issued shares of the Company at the time of purchase;
- the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) purchased at the time of purchase; and
- the Directors of the Company may decide in their absolute discretion either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends and/or in such manner as may be permitted pursuant to Section 127 of the Companies Act 2016 and the provisions of the MMLR of Bursa Securities and all other relevant governmental and/or regulatory authorities.

And that any authority conferred by this resolution may only continue to be in force until:

- the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders in general meeting, whichever occurs first.

And that authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Act, the provisions of the Constitution of the Company and the MMLR and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities.”

7. PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (“Act”), the Directors be and are hereby empowered to allot and issue shares in the Company at any time and from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT pursuant to Section 85 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this Mandate.

AND THAT the Directors of the Company 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 the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.”

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

Resolution 7

By Order of the Board

CHAN EOI LENG
(SSM PC No. 202008003055)
(MAICSA 7030866)

CHONG KWAI YOONG
(SSM PC No. 202308000244)
(MAICSA 7075434)

Chartered Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia
26 May 2026

NOTES:

1. PROXY

Only members whose names appear on the Record of Depositors as at 6 July 2026 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead. A proxy must be 18 years of age and above and may but need not be a member of the Company.

A member, other than an exempt authorised nominee is entitled to appoint one (1) or two (2) proxies to attend and vote instead of him/her. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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 but the proportion of holdings to be represented by each proxy must be specified.

The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorised. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached. The instrument appointing a proxy or proxies must be deposited at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the holding of the meeting or any adjournment thereof either by hand, post, courier or electronic mail to bsr.proxy@boardroomlimited.com before the Form of Proxy Lodgement cut-off time as mentioned above. Alternatively, the proxy form can be submitted by electronic means through the Share Registrar’s website, Boardroom Smart Investor Portal. Kindly follow the link at <https://investor.boardroomlimited.com> to login and deposit your proxy form electronically, also forty-eight (48) hours before the meeting.

2. AUDITED FINANCIAL STATEMENTS

Agenda 1 is meant for discussion only as Section 340(1) of the Companies Act 2016 requires the Audited Financial Statements to be laid before the Company at the AGM and they do not require shareholders’ approval. Hence, Agenda 1 will not be put forward for voting.

3. DIRECTORS’ FEES AND BENEFITS

Section 230 (1) of the Companies Act 2016 provides amongst others, that “fees” of the directors and “any benefits” payable to directors of a listed company and its subsidiaries shall be approved at a general meeting.

Pursuant thereto, shareholders’ approval is sought under Ordinary Resolution 1 on payment of Directors’ Fees and Directors’ Benefits of the Company. Based on the Remuneration Committee’s recommendation, the Board decided that the Directors’ Fees per annum (p.a.) shall remain unchanged.

Summary of the Payment of Directors’ Fees and Directors’ Benefits to Directors are as follows:

Description	Directors’ Fees
Chairman of the Board and Chairman of the Audit & Risk Management Committee (“ARMC”)	RM50,000 per annum
Executive and non-Executive Directors	RM40,000 per annum

Description	Director
Meeting Allowance per Non-Executive Director	RM800 per Director per day
Travelling Allowances per Non-Executive Director	RM500 per trip (2 ways)

Note:

The Directors’ Benefits payable to the Non-Executive Directors is calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees and include all benefits payable to the Non-Executive Directors, such as meeting allowances and etc.

4. RE-ELECTION OF DIRECTORS

Dato’ Zulkapli Bin Ahmad and Pah Wai Onn are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election at this AGM.

Prof. Dr. Anna Azriati Binti Che Azmi, who was appointed as Director of the Company during the year, is standing for re-election as Director of the Company and being eligible, has offered herself for re-election at this AGM.

The Board has via the Nomination Committee conducted an assessment on the effectiveness and contributions of the said retiring Directors including their skills, experience, competency, and commitment, and has recommended for them to be re-elected to the Board. The profiles of the retiring Directors are set out in the Profile of Directors of the Annual Report 2026.

5. RE-APPOINTMENT OF EXTERNAL AUDITORS

The ARMC has carried out an assessment of the suitability and independence of the external auditors, Messrs Crowe Malaysia PLT. The ARMC in its assessment also found Messrs Crowe Malaysia PLT to be sufficiently objective and independent and was satisfied with the suitability based on the quality of audit, performance, competency and sufficiency of resources in terms of their audit team provided to the Group.

The Board therefore approved the ARMC’s recommendation that the re-appointment of Messrs Crowe Malaysia PLT as external auditors of the Company be put forward for the shareholders’ approval at the 2026 AGM.

6. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The proposed Resolution 6, if passed, will empower the Company to purchase and/or hold up to ten per centum (10%) of the total number of issued shares of the Company. This authority unless revoked or varied by the Company at a general meeting will expire at the conclusion of the next annual general meeting of the Company or within which the next annual general meeting after the date is required by law to be held, whichever occurs first.

7. PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The proposed Resolution 7, if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total issued shares of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. 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.

The general mandate sought for allotment and issue of shares is a renewal of the general mandate sought in the preceding year. As at the date of Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 2025 AGM held on 10 July 2025 and hence no proceeds were raised therefrom. The general mandate will provide flexibility for the Company for any possible fundraising activities, including but not limited to placing shares for the purpose of funding future investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares, but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

Annual Report 2026 and Corporate Governance Report 2026

The Annual Report 2026 and Corporate Governance Report 2026 can be downloaded at www.sns.com.my