



WINSTAR CAPITAL BERHAD

[Registration No. 202301049890 (1543804-K)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Winstar Capital Berhad (“Winstar” or the “Company”) will be held at the Meeting Room, Lot 901 & 902, Batu 29, Jalan Kepong, Ijok, 45600 Batang Berjuntai, Selangor on Wednesday, 8 October 2025 at 11:00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution, with or without modifications:

ORDINARY RESOLUTION

PROPOSED SPECIAL ISSUE OF UP TO 41,450,000 NEW ORDINARY SHARES IN WINSTAR TO BUMIPUTERA INVESTORS TO BE APPROVED OR RECOGNISED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY (“MITI”) (“PROPOSED SPECIAL ISSUE”)

“THAT subject to the approvals of all the relevant authorities and parties (where applicable) being obtained, approval be and is hereby given to the Board of Directors of Winstar (“Board”) to issue and allot up to 41,450,000 new ordinary shares in the Company (“Winstar Shares”) (“Proposed Special Issue Shares”), representing approximately 12.51% of the Company’s enlarged issued shares, at an issue price to be determined later in the manner set out in the circular to the shareholders of the Company dated 23 September 2025 (“Circular”), to Bumiputera investors to be approved or recognised by the MITI, where such investors shall be person(s) qualified under Schedules 6 and 7 of the Capital Markets and Services Act 2007.

THAT approval be and is hereby given to the Board to determine the issue price for each tranche of the Proposed Special Issue Shares at a later date subject to a discount of not more than 10% to the five-day volume weighted average market price of Winstar Shares immediately prior to the price fixing date for each tranche of the Proposed Special Issue Shares.

THAT the Board be and is hereby authorised to utilise the proceeds to be raised from the Proposed Special Issue for such purposes as set out in 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 approval of the relevant authorities (where required) and in the best interest of the Company.

THAT the Proposed Special Issue Shares shall, upon allotment and issuance, rank pari passu in all respects with the existing Winstar Shares, save and except that the Proposed Special Issue Shares will not be entitled to any rights, allotments, dividends and/or any other distributions that may be declared, made or paid where the entitlement date precedes the date of allotment and issuance of the Proposed Special Issue Shares.

THAT pursuant to Section 85 of the Companies Act 2016, to be read together with Clause 9 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Winstar Shares ranking equally with the existing issued Winstar Shares pursuant to the Proposed Special Issue.

AND THAT the Board be and is hereby empowered and authorised to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary, and to do all acts, deeds and things as may be required to give effect to and to complete the Proposed Special Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed or required by the relevant authorities or as the Directors may deem necessary in the best interest of the Company, and to take such steps and actions as the Board may deem necessary or expedient to implement, finalise, give full effect to and complete the Proposed Special Issue.”

BY ORDER OF THE BOARD,
WINSTAR CAPITAL BERHAD

NG SHU FERN (MAICSA 7062881) (SSM PC No. 201908001840)
WONG SIN YEE (MAICSA 7071946) (SSM PC No. 202208000421)
Company Secretaries

Kuala Lumpur
Dated: 23 September 2025

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 1 October 2025 (General Meeting Record of Depositors) shall be entitled to attend, participate, speak and vote at the EGM or appoint proxy(ies) to attend and vote in his stead.*
- A member of the Company who is entitled to attend and vote at the EGM shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the EGM. Where a member appoints more than one (1) proxy, such appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.*
- Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where an authorised nominee appoints more than one (1) proxy, such appointment shall be invalid unless the authorised nominee specifies the proportion of its shareholdings to be represented by each proxy.*
- 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.*
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.*
- The instrument appointing proxy(ies) may be made either in hard copy Proxy Form or by electronics means, and shall be deposited with the Company’s Share Registrar not less than forty-eight (48) hours before the time appointed for holding the EGM of the Company or any adjournment thereof (i.e. on or before Monday, 6 October 2025 at 11:00 a.m.) in the following manner:*
 - In hard copy Proxy Form***

The hard copy Proxy Form shall be in writing under the hands of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation’s common seal or under the hand of its officer or attorney duly authorised. Any alteration to the Proxy Form must be initialled.

The hard copy Proxy Form shall be deposited at the office of the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd, at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor.
 - By electronic means***

The Proxy Form may be submitted electronically through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guides for the EGM for further information on electronic submission.
- If a member has submitted the Proxy Form but subsequently decides to appoint another person or wishes to participate in the EGM personally, please write to bsr.helpdesk@boardroomlimited.com or log in to Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (for eProxy Form) to revoke the earlier appointed proxy(ies) not less than forty-eight (48) hours before the commencement of the EGM or any adjournment thereof. In such an event, the member should inform his/her/its proxy(ies) accordingly.*

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM of the Company and/or any adjournment thereof, 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 proxy(ies) and representative(s) appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), 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) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(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.