

SOLARVEST HOLDINGS BERHAD
[Registration No.: 201701033607 (1247778-U)]
(Incorporated in Malaysia)

NOTICE OF SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting (“7th AGM”) of Solarvest Holdings Berhad (“the Company”) will be held virtually through live streaming from the broadcast venue at Conference Room (Marvel), L1-01, Pacific 63@PJ Centre, No. 5, Jalan 13/6, Seksyen 13, 46200 Petaling Jaya, Selangor (“Broadcast Venue”) and via the online meeting platform at <https://web.vote2u.my> (Domain registration number with MYNIC D6A471702) provided by Vote2U on Friday, 30 August 2024 at 10.00 a.m. to transact the following businesses:-

A G E N D A

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon. *[Please refer to Explanatory Note 1]*

2. Approval of the increase in the Directors’ fee of RM24,000.00 payable to the Independent Non-Executive Directors entitled to be received by the Independent Non-Executive Directors for the period from 31 August 2023 to 30 August 2024. *[Please refer to Explanatory Note 2]*
[Ordinary Resolution 1]

3. To approve the payment of Non-Executive Directors’ fees for an amount of up to RM468,000.00 payable to Non-Executive Directors on a monthly basis for the period from 31 August 2024 until the next Annual General Meeting (“AGM”) of the Company, in such proportions and manner as the Directors may determine as follows: *[Please refer to Explanatory Note 2]*
[Ordinary Resolution 2]

No.	Type of Director	Non-Executive Directors’ fees of the Company (RM)
1	Chairman of the Board	108,000.00
2	Independent Non-Executive Directors	360,000.00

AND THAT to approve the Non-Executive Directors’ benefits (excluding Directors’ fees) for an amount of up to RM24,000.00 payable to Non-Executive Directors for the period from 31 August 2024 until the next AGM of the Company, in such manner as the Directors may determine:

No.	Type of Director	Non-Executive Directors’ benefits of the Company (RM)
1	Chairman of the Board	4,000.00
2	Independent Non-Executive Directors	20,000.00

4. To re-elect the following Directors who retire pursuant to Clause 85.1 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
 - (a) Dato’ Che Halin Bin Mohd Hashim;
 - (b) Mr. Lim Chin Siu; and
 - (c) Puan Azian Binti Mohd Yusof*[Ordinary Resolution 3]*
[Ordinary Resolution 4]
[Ordinary Resolution 5]

5. To re-elect the following Directors who retire pursuant to Clause 92 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
 - (a) Mr. Liew Chee Ing; and
 - (b) Puan Rashidah Binti Othman.*[Ordinary Resolution 6]*
[Ordinary Resolution 7]

6. To re-appoint Messrs. Ecovis Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *[Ordinary Resolution 8]*

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AS SPECIAL BUSINESS

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

7. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

THAT subject always to the Companies Act 2016 (“**the Act**”), the Constitution of the Company, the Main Market Listing Requirements (“**MMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Malaysia**”) and approvals of the relevant government and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, 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 shares to be issued, to be subscribed under any rights granted, to be issued from the 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 twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being (“**Proposed General Mandate**”).

*[Please refer to
Explanatory Note 3]
[Ordinary Resolution 9]*

THAT the existing members of the Company do hereby waive their preemptive rights pursuant to Section 85(1) of the Act read together with the Company’s Constitution to be offered the New Shares to be allotted and issued under the Proposed General Mandate, which rank equally with the existing issued shares in the Company.

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

- a) The conclusion of the next AGM of the Company held after the approval was given;
- b) The expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- c) Revoked or varied by resolution passed by the members of the Company in a general meeting;

whichever is earlier.

THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia for the listing and quotation for such New Shares on Bursa Malaysia.

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 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.

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8. **ORDINARY RESOLUTION**

- **PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**

*Please refer to
Explanatory Note 4]
[Ordinary Resolution 10]*

THAT subject to the Act, the Constitution of the Company, the MMLR of Bursa Malaysia and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company ("**Proposed Share Buy-Back**") as may be determined by the Directors of the Company from time to time through Bursa Malaysia upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that:-

- a) the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at any point in time of the purchase; and
- b) the Directors shall resolve at their discretion pursuant to Section 127 of the Act whether to cancel the shares so purchased, to retain the shares so purchased as treasury shares or to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares or in any other manner as may be permitted and prescribed by the Act, rules, regulations, guidelines, requirements and/or orders pursuant to the Act and/or the rules, regulations, guidelines, requirements and/or orders of Bursa Malaysia and any other relevant authorities for the time being in force.

THAT an amount not exceeding the Company's retained profits be allocated by the Company for the Proposed Share Buy-Back.

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until:-

- a) the conclusion of the next AGM of the Company at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions; or
- b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia and/or any other relevant governmental and/or regulatory authorities (if any).

THAT the Directors of the Company be 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 Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authorities.

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9. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SET OUT IN SECTIONS 3.3.1 (i) TO 3.3.1(ii) OF THE CIRCULAR TO SHAREHOLDERS DATED 31 JULY 2024**

*[Please refer to
Explanatory Note 5]
[Ordinary Resolution 11]*

THAT subject to the Act, the Constitution of the Company and the MMLR of Bursa Malaysia, approval be and is hereby given to the Company and its subsidiaries ("**Solarvest Group**") to enter into all arrangements and/or transactions with the related parties involving the interest of Directors, major shareholders or persons connected with Director and/or major shareholders of the Solarvest Group, as specified in Sections 3.3.1 (i) to (ii) of the Company's Circular to Shareholders dated 31 July 2024 ("**Related Parties**") provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business 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 ("**Shareholders' Mandate**").

THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must 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 in a general meeting;

whichever is earlier.

THAT the Directors of the Company be 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.

10. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SET OUT IN SECTION 3.3.1 (iii) OF THE CIRCULAR TO SHAREHOLDERS DATED 31 JULY 2024**

*[Please refer to
Explanatory Note 6]
[Ordinary Resolution 12]*

THAT subject to the Act, the Constitution of the Company and the MMLR of Bursa Malaysia, approval be and is hereby given to Solarvest Group to enter into all arrangements and/or transactions with the related party involving the interest of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Solarvest Group, as specified in Section 3.3.1 (iii) of the Company's Circular to Shareholders dated 31 July 2024 ("**Related Party**") provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders ("**Shareholders' Mandate**").

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THAT such approval shall continue to be in force until:-

- a) the conclusion of the next AGM of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of 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 an ordinary resolution passed by the shareholders in a general meeting;

whichever is earlier.

THAT the Directors of the Company be 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.

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

BY ORDER OF THE BOARD

TEO SOON MEI (SSM PC No. 201908000235) (MAICSA 7018590)
TEE WAN TING (SSM PC No. 202208000388) (MAICSA 7077906)
Company Secretaries

Kuala Lumpur
Dated: 31 July 2024

Explanatory Notes on Ordinary and Special Businesses:

1. Item 1 of the Agenda

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

2. Items 2 and 3 of the Agenda

Section 230(1) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

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The Company had, at its Sixth AGM (“6th AGM”) held on 30 August 2023, obtained approval from the members in respect of:-

Approved limit granted by the members at the 6 th AGM (“Approved Limit”)		
	Directors’ Fee (RM)	Meeting allowance and claimable benefits (RM)
Chairman	108,000	4,000
Independent Non-Executive Directors	216,000	12,000
Non-Independent Non-Executive Director	72,000	4,000
Total for Non-Executive Directors	396,000	20,000

The Directors’ remuneration policy of the Company for the financial year ended 31 March 2024 is as follows:-

The Company		
	Directors’ Fee (RM)	Meeting allowance and claimable benefits (RM)
Chairman	96,000	3,000
Independent Non-Executive Director	240,000	12,000
Non- Independent Non-Executive Director	32,167	1,000
Total	368,167	16,000

Details of the Directors’ Remuneration for the financial year ended 31 March 2024 are contained in the Corporate Governance Report 2024 of the Company and published at the Company’s website.

The Non-Executive Directors’ Fees and Directors’ benefits (excluding Directors’ fees) paid to the Independent Non-Executive Chairman and the Non-Independent Non-Executive Director for the financial year ended 31 March 2024 did not exceed the Approved Limit approved by the members at the 6th AGM of the Company in 2023. However, the Directors’ Fees paid to the Independent Non-Executive Directors for the financial year ended 31 March 2024 exceeded the Approved Limit approved by the members at the 6th AGM of the Company in 2023. As agreed by the Board of Directors of the Company, the members’ approval shall be sought at the 7th AGM on the Directors’ Fees of the Company through the following resolution:-

- (i) Ordinary Resolution 1 on the payment of the increase in the Directors’ fee of RM24,000.00 payable to the Independent Non-Executive Directors entitled to be received by the Independent Non-Executive Directors for the period from 31 August 2023 to 30 August 2024

Additionally, the Company is seeking members’ approval for the payment of Non-Executive Directors’ fees for an amount up to RM468,000.00 and Non-Executive Directors’ benefits for an amount up to RM24,000.00 payable to the Non-Executive Directors on a monthly basis for the period from 31 August 2024 until the next AGM of the Company under Ordinary Resolution 2.

The estimated Non-Executive Directors’ fees and benefits proposed for the financial period from 31 August 2024 until the next AGM of the Company are derived based on the current Board size.

The benefits payable to the Non-Executive Directors comprising of meetings allowances based on actual attendance of meetings by the Non-Executive Directors and other claimable benefits including reimbursable expenses incurred in the course of carrying out their duties as Directors. The payment of benefits to the Non-Executive Directors will be made by the Company on a monthly basis and/or as and when incurred.

Ordinary Resolution 2 is to facilitate payment of Non-Executive Directors’ fees and benefits for the financial year 2024/2025.

In the event that the proposed Non-Executive Directors’ fees and benefits payable are insufficient due to the enlarged Board size, the Company will seek members’ approval at the next AGM of the Company for the additional Non-Executive Directors’ fees and benefits payable to meet the shortfall.

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3. Item 7 of the Agenda

Ordinary Resolution 9, if passed, will grant the Directors authority to issue ordinary shares in the capital of the Company up to an aggregate amount not exceeding 10% of the total number issued share in the share capital of the Company for the time being (“**General Mandate**”). The General Mandate is a renewal of the previous mandate, allowing the Company to allot and issue shares from time to time and to grant subscription rights for shares in the Company, convert other securities into shares in the Company, or allot shares under an agreement, option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed the prescribed limit under MMLR of Bursa Malaysia.

The purpose of this General Mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising activities, including but not limited to placement of shares for the purpose of funding the Company’s current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or such other purposes as the Directors may deem fit in the best interest of the Company, provided that the aggregate number of shares or convertible securities issued must not be more than 10% of the total number of issued shares. This General Mandate, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

However, pursuant to Section 85(1) of the Act and Clause 54 of the Company’s Constitution, the New Shares will have to be offered to the existing members of the Company unless there is a direction to the contrary given in the general meeting of the Company. Should the existing members of the Company approve the proposed Ordinary Resolution 9, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Act, which then would allow the Directors to issue New Shares to any person without having to offer the said New Shares equally to all existing members of the Company prior to the issuance. This will result in a dilution to the shareholding percentage of the existing members of the Company.

The Board of Directors of the Company is of the view that the General Mandate is in the best interest of the Company and its members as it will provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its members’ approval so as to avoid incurring additional costs and time. It will also enable the Directors to take swift action in case of a need to issue and allot new shares in the Company’s fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company’s current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such applications as the Directors may deem fit in the best interest of the Company and its members, provided that the aggregate number of shares or convertible securities issued must not be more than 10% of the total number of issued shares of the Company.

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the 6th AGM held on 30 August 2023 and which will lapse at the conclusion of the 7th AGM.

4. Item 8 of the Agenda

Ordinary Resolution 10, if passed, will empower the Directors of the Company to purchase up to 10% of the total number of issued shares of the Company by utilising the funds available which shall not exceed the retained profits 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.

You may refer to the Share Buy-Back Statement being Part A of the Circular to Shareholders of the Company dated 31 July 2024 which is despatched together with the Annual Report 2024 for further details.

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5. Items 9 and 10 of the Agenda

Ordinary Resolutions 11 and 12, if passed, will enable the Group to enter in Recurrent Related Party Transactions of a Revenue or Trading Nature in the ordinary course of business (“RRPT”) which are necessary for the Group’s day-to-day operations and on normal commercial terms not favourable more to the related parties than those generally available to the public, and are not to the detriment of the minority shareholders of the Company. The procurement of the Proposed Shareholders’ Mandates would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek shareholders’ approval as and when potential RRPT arise.

The authority given for Ordinary Resolutions 11 and 12 mentioned above unless revoked or varied at a general meeting, will expire at the conclusion at the next AGM.

Further information on these Ordinary Resolution 11 and 12 is set out in Part B of the Circular to Shareholders of the Company dated 31 July 2024 which is despatched together with the Annual Report 2024.

Notes:

- (1) *The 7th AGM of the Company will be held as a virtual meeting through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities provided by Vote2U via online meeting platform at <https://web.vote2u.my>. Please refer to the Administrative Guide for the 7th AGM which is available at the Company’s website at <https://solarvest.com> for the procedures to register, participate and vote remotely at the 7th AGM through the RPV facilities.*
- (2) *Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 7th AGM using the RPV.*
- (3) *The Broadcast Venue of the 7th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be at the main venue of the meeting. The Broadcast Venue is to inform members where the electronic AGM production and streaming would be conducted from. No member(s)/proxy(ies) from the public will be physically present at the meeting venue on the day of the 7th AGM.*
- (4) *A member who is entitled to attend and vote at the 7th AGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the 7th AGM. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the 7th AGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.*
- (5) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint at least one (1) proxy but 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. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- (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 (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 two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- (7) *The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised. Any alteration in the Form of Proxy must be initialled.*

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- (8) *The instrument appointing a proxy may be made via hardcopy 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 the 7th AGM or at any adjournment thereof:-*
- (i) *In Hardcopy Form*
- The Form of Proxy shall be deposited at the Share Registrar's office, 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, Malaysia.*
- (ii) *By Electronic Means*
- The Form of Proxy shall be electronically submitted via email at the Poll Administrator's email address at vote2u@agmostudio.com*
- (9) *Pursuant to Paragraph 8.29A(1) of MMLR of Bursa Malaysia, all the resolutions set out in this Notice of 7th AGM will be put to vote by poll.*
- (10) *In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 August 2024 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the 7th AGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.*
- (11) *Those forms of proxy which are indicated with "x" in the spaces provided to show how the votes are to be cast will also be accepted. Any alteration in the form of proxy must be initialled.*

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 7th AGM and/or any adjournment thereof, a member of the Company:

- (i) *consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the 7th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 7th AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");*
- (ii) *warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company 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.*

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STATEMENT ACCOMPANYING THE NOTICE OF THE SEVENTH ANNUAL GENERAL MEETING
(Pursuant to Paragraph 8.27(2) of the MMLR of Bursa Securities)

1. **STATEMENT RELATING TO THE RE-ELECTION OF DIRECTORS**

Directors standing for re-election

The following Directors who retire pursuant to Clause 85.1 of the Company's Constitution and being eligible, have offered themselves for re-election at the 7th AGM (the "**Retiring Directors 1**") under Ordinary Resolutions 3 to 5:-

- (a) Dato' Che Halin Bin Mohd Hashim;
- (b) Mr. Lim Chin Siu; and
- (c) Puan Azian Binti Mohd Yusof.

The following Directors who retire pursuant to Clause 92 of the Company's Constitution and being eligible, have offered themselves for re-election at the 7th AGM (the "**Retiring Directors 2**") under Ordinary Resolutions 6 to 7:-

- (a) Mr. Liew Che Ing; and
- (b) Puan Rashidah Binti Othman.

Pursuant to Paragraph 8.27(2) of the MMLR of Bursa Securities, the details of the Retiring Directors are outlined in their respective Directors' Profile in the Company's Annual Report 2024. Information regarding their interest in the Company's securities and potential conflicts of interest ("**COI**") can be found in the Company's Annual Report 2024.

The Nomination Committee ("**NC**") has evaluated the performance and contribution of the abovesaid Retiring Directors 1 and 2 from the Board Effectiveness Evaluation conducted following factors were taken into consideration:-

- (a) Fit and proper assessment
- (b) Contribution to interaction
- (c) Knowledge and caliber
- (d) Provision of quality of input to the Board
- (e) Understanding of role

The NC and Board have also reviewed the tenure of the abovementioned Retiring Directors and the composition of the Board to ensure that it comprises a diverse mix of skills and experience that align with the business requirements.

Furthermore, the Audit Committee ("**AC**") has also conducted an assessment of the re-election of Dato' Che Halin Bin Mohd Hashim and Mr. Lim Chin Siu (hereinafter referred to as "Affected Retiring Directors") regarding their disclosed COIs, as stated in the Director's Profile of the Company's Annual Report 2024. It should be noted that the Affected Retiring Directors are not members of the AC and have not participated in the AC's decision-making process for the proposed acquisition of a property by a subsidiary of the Company, as detailed in the Company's announcement to Bursa Securities dated 13 June 2024 ("**Proposed Transaction**"). The Board's decision regarding the Proposed Transaction will be subject to the recommendation of the AC and the report of the Independent Adviser appointed for the Proposed Transaction. While the AC has identified this potential COIs, these are not anticipated to impact the performance of the Affected Retiring Directors. Additionally, their shareholding in Chin Hin Group Berhad ("**CHGB**") and its subsidiaries are deemed insignificant, and they do not possess the ability to influence the decision-making in CHGB.

Based on the reviews conducted by the NC and AC, the Board recommends the re-election of Retiring Directors 1 and the Retiring Directors 2 at the 7th AGM.

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2. **STATEMENT RELATING TO A GENERAL MANDATE FOR THE ISSUE OF SECURITIES**

Ordinary Resolution 8 on the general mandate for the issuance of securities

Statement relating to a general mandate for the issuance of securities in accordance with Paragraph 6.03(3) of MMLR of Bursa Securities.

Please refer to the Explanatory Note 3 of the Notice of the 7th AGM.