

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has conducted a limited review on this Circular pursuant to Rule 4.1 of the Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities prior to the issuance of this Circular.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

BWYS Group Berhad was listed on the ACE Market of Bursa Securities on 22 July 2024. The admission of BWYS Group Berhad to the Official List of Bursa Securities was sponsored by M & A Securities Sdn. Bhd. (“**M&A**”). M&A has reviewed this Circular prior to its issuance pursuant to Rule 4.27 of the ACE Market Listing Requirements of Bursa Securities.



BWYS GROUP BERHAD

Registration No. 202301000310 (1494229-W)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

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

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting (“**EGM**”) of BWYS Group Berhad (“**BWYS**” or “**the Company**”) will be held at Lot 1571, Jalan Serunai, Kawasan Perindustrian Valdor, Mukim 12, 14200 Sungai Bakap, Penang on Tuesday, 30 June 2026 at 12.30 p.m., or immediately following the conclusion of the Third Annual General Meeting of BWYS, which is scheduled to be held at the same venue and on the same date at 10.30 a.m., whichever is later. This Circular is available at www.bwysgroup.com together with the Notice of EGM, Proxy Form and the Administrative Details for the EGM.

You are entitled to attend, speak and vote (collectively, “**participate**”) at our EGM. If you are unable to participate at this EGM, you may appoint proxy(ies) to do so on your behalf by completing, signing and depositing the Proxy Form at the registered office of the Company at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor or alternatively, you may submit the proxy appointment electronically to the Company’s Share Registrar via **Dvote Online** website at <https://www.dvote.my>, not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting, should you subsequently wish to do so.

Last date and time for lodging the Proxy Form : Sunday, 28 June 2026 at 12.30 p.m.

Date and time of the EGM : Tuesday, 30 June 2026 at 12.30 p.m., or immediately following the conclusion of the Third Annual General Meeting of BWYS

DEFINITIONS

For the purposes of this Circular, except where the context otherwise requires or stated, the following definitions shall apply:

Act	: Companies Act 2016, as amended from time to time and any re-enactment thereof for the time being in force
ADTSB	: Advance Dynamic Technology Sdn. Bhd. [Registration No. 201801016171 (1278187-U)]
AGM	: Annual General Meeting
Annual Report 2025	: Annual Report of BWYS for the financial year ended 31 December 2025
ARMC	: Audit and Risk Management Committee of BWYS
Board	: Board of Directors of BWYS
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
BWYS or Company	: BWYS Group Berhad [Registration No. 202301000310 (1494229-W)]
BWYS Group or Group	: BWYS and its subsidiaries collectively
BWYS Shares or Shares	: Ordinary Shares in BWYS
Circular	: This circular to Shareholders in relation to the Proposed New Shareholders' Mandate dated 15 June 2026
Director(s)	: Has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or chief executive of BWYS, its subsidiaries or its holding company
EGM	: Extraordinary General Meeting
FXD	: FXD Group Sdn. Bhd. [Registration No. 202401015265 (1561115-M)]
Interested Director(s)	: A Director who is deemed to be a Related Party and is interested in the Proposed New Shareholders' Mandate
Interested Major Shareholder(s)	: A Major Shareholder who is deemed to be a Related Party and is interested in the Proposed New Shareholders' Mandate
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
LHG	: Lionwise Holding Group Pte Ltd [Registration No. 202448164C]
LPD	: 10 June 2026, being the latest practicable date prior to the printing of this Circular
Major Shareholder(s)	: A person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, who has an interest or interests in one or more voting shares in BWYS, its subsidiaries or holding company and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in BWYS; or (b) 5% or more of the total number of voting shares in BWYS where such person is the largest shareholder of BWYS.

For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act

MLY New Materials	: MLY New Materials Technology (M) Sdn. Bhd. [Registration No. 202601012244 (1674342-X)]
Persons Connected	: Shall have the same meaning as provided in Rule 1.01 of the Listing Requirements
Proposed New Shareholders’ Mandate	: Proposed new shareholders’ mandate for BWYS Group to enter into RRPT
Related Party(ies)	: Means Director(s), major shareholder(s) or Person(s) Connected with such Director(s) or major shareholder(s)
RM and sen	: Ringgit Malaysia and sen, respectively
RRPT(s) or Recurrent Transaction(s)	: Transactions entered into by the Group which involves the interest, direct or indirect, of a Related Party(ies), which is recurrent, of a revenue or trading nature which are necessary for the day-to-day operations and are in the ordinary course of business of the Group
Runwin	: Runwin International (HK) Holding Group Co., Limited [Registration No. 77287778]
Shareholder(s)	: Shareholders of BWYS
YHTJ Sabah	: YHTJ (Sabah) Sdn. Bhd. [Registration No. 200601020482 (740235-K)]
YHTJ Sarawak	: YHTJ (Sarawak) Sdn. Bhd. [Registration No. 200901014928 (857998-M)]

Subsidiaries of BWYS

BW Prestige	: BW Prestige Properties Sdn. Bhd. [Registration No. 202501006156 (1607570-V)]
BW Scaffold	: BW Scaffold Industries Sdn. Bhd. [Registration No. 198801003058 (170415-K)]
BWYS Colour	: BWYS Colour Sdn. Bhd. [Registration No. 202501058704 (1660110-V)]
BWYS Colmet	: BWYS Colmet Sdn. Bhd. [Registration No. 202601020998 (1683095-D)]
BWYS Metech	: BWYS Metech Sdn. Bhd. (formerly known as YS Success Industries Sdn. Bhd.) [Registration No. 200801009666 (810954-P)]
BWYS Plastic	: BWYS Plastic Sdn. Bhd. [Registration No. 202601006995 (1669093-W)]
BWYS Steel	: BW Yee Seng Steel Industries Sdn. Bhd. [Registration No. 199901015292 (490192-D)]
BWYS Timur	: BW Yee Seng (Timur) Sdn. Bhd. [Registration No. 201101007342 (935480-U)]
BWYSSB	: BWYS Sdn. Bhd. [Registration No. 200901037644 (880775-A)]
YSGI	: YS Global Industries Sdn. Bhd. [Registration No. 201101007345 (935483-A)]

All references to “our Company” in this Circular are to BWYS. References to “our Group” are to our Company and our subsidiaries collectively. All references to “we”, “us”, “our” and “ourselves” are to our Company, or where the context requires, our Group. All references to “you” and “your” in this Circular are to the shareholders of the Company.

Unless specifically referred to, words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter gender, and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference to any legislation or guideline in this Circular is a reference to that legislation or guideline as amended or re-enacted from time to time. Any reference to time of day in this Circular is a reference to Malaysian time, unless otherwise stated.

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BWYS GROUP BERHAD
Registration No. 202301000310 (1494229-W)
(Incorporated in Malaysia)

Registered Office:
Office Suite No. 603 Block C
Pusat Dagangan Phileo Damansara 1
No. 9, Jalan 16/11, Off Jalan Damansara
46350 Petaling Jaya
Selangor

15 June 2026

Board of Directors:

Dato' Saidi Bin Ismail (*Independent Non-Executive Chairman*)
Kang Beng Hai (*Non-Independent Executive Director / Managing Director*)
Kang Yi Ki (*Non-Independent Executive Director*)
See Swee Sie (*Independent Non-Executive Director*)
Teresa Tan Siew Kuan (*Independent Non-Executive Director*)
Lim Chee Hoong (*Independent Non-Executive Director*)

To: The Shareholders of BWYS

Dear Sir/Madam,

PROPOSED NEW SHAREHOLDERS' MANDATE

1. INTRODUCTION

On 19 May 2026, the Board announced that the Company proposes to seek shareholders' approval for the Proposed New Shareholders' Mandate at the forthcoming EGM pursuant to Rule 10.09 of the Listing Requirements.

The purpose of this Circular is to provide you with the relevant details relating to the Proposed New Shareholders' Mandate together with the Board's recommendation thereon and to seek your approval for the ordinary resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Rule 10.09 and Guidance Note 8 of the Listing Requirements, a listed issuer may seek a mandate from its shareholders to enter into RRPTs, subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party(ies) than those generally available to the public;

- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Rule 10.09(1) of the Listing Requirements below in relation to a listed issuer with an issued share capital of RM60.0 million and above:
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPT(s) is RM1 million or more; or
 - (ii) the percentage ratio of such RRPT(s) is 1% or more,
 whichever is the higher;
- (c) a circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the relevant Related Party(ies) must comply with the requirements set out in Rule 10.08(7) of the Listing Requirements; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT(s) entered into by the listed issuer, exceeds the estimated value of the RRPT(s) disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to the above, the provisions of Rule 10.08 of the Listing Requirements in relation to related party transactions will not apply.

2.2 Details of the Proposed New Shareholders' Mandate

It is anticipated that in the normal course of business of the Group, Recurrent Transactions between BWYS Group and the Related Parties are likely to occur from time to time and with some degree of frequency.

Accordingly, the Board proposes to seek shareholders' approval for the Proposed New Shareholders' Mandate at the forthcoming EGM. The Proposed New Shareholders' Mandate will allow the Group, in the ordinary course of business, to enter into the RRPT(s) referred to in Section 2.5 of this Circular. Such transactions are made on an arms' length basis and based on normal commercial terms and transaction prices which are not more favourable to the Related Party(ies) than those generally available to and/or from the public and are not to the detriment of the minority shareholders of the Company.

2.3 Validity Period for the Proposed New Shareholders' Mandate

The Proposed New Shareholders' Mandate, if approved by the shareholders of the Company at the forthcoming EGM, will take effect upon the passing of the ordinary resolution proposed at the EGM and be subject to annual renewal. In this respect, the mandate arising therefrom shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company 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 a resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

2.4 Principal Activities of BWYS Group

The Company is principally engaged in investment holding. As at LPD, the particulars and principal activities of the following subsidiaries are as follows:

Subsidiaries*	Effective Equity Interests	Principal Activities
BW Scaffold	100.00%	Sales and rental of scaffoldings
BWYS Colour	50.52%	Pre-painting process for metal coils and metal sheets including wet paint and liquid coating products
BWYS Metech	100.00%	Manufacture of industrial racking systems and welded pipes, and trading of steel materials and steel related products
BWYS Plastic	52.00%	Manufacture, trading and rental of plastic panel and related products
BWYS Steel	100.00%	Manufacture of sheet metal products, and trading of steel materials and steel related products
BWYS Timur	100.00%	Manufacture of sheet metal products, and trading of steel materials and steel related products
BWYSSB	100.00%	General trading and real estate activities
Subsidiary of BWYS Metech		
YSGI	100.00%	Manufacture of industrial racking systems
Subsidiary of BWYSSB		
BW Prestige	100.00%	Property dealing
Subsidiary of BWYS Colour		
BWYS Colmet	50.52%	Trading of pre-painted ferrous and non-ferrous coils/sheets

Notes:-

* As defined in the Act.

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2.5

Information of the RRPTs

It is anticipated that the Group would, in the ordinary course of business, enter into RRPT(s) with the Related Parties.

The nature of RRPT and their estimated values based on the Group's budgeted figures for which approval is being sought at the forthcoming EGM pursuant to the Proposed New Shareholders' Mandate are set out in the table below:

No.	Transacting Related Parties	Transacting parties under BWYS Group	Interested Directors/ Major Shareholder and/or person connected to them	Nature of transaction	Actual value transacted from 11 June 2025 (12 months preceding the LPD) up to the LPD (RM)	Estimated value of transactions from LPD up to the EGM (RM)	Estimated value to be transacted from the date of the EGM to the next AGM (RM)
(a)	YHTJ Sarawak	BWYS Steel	<u>Interested Directors</u> Kang Beng Hai (Major Shareholder) Kang Yi Ki <u>Interested Shareholder</u> Ong Seow Yan <u>Interested Connected Person</u> Kang Beng Teong	Rental expenses payable to YHTJ Sarawak for the rental of premises located at Lot 1218, Block 20, Kemena Land District, Kidurong Light Industrial Estate, Jalan Tanjung Kidurong, 97000 Bintulu, Sarawak, with a total area of 18,044 square feet. The rental is payable on equal pro-rated monthly basis throughout the tenancy period.	187,500	20,000	261,000

No.	Transacting Related Parties	Transacting parties under BWYS Group	Interested Directors/ Major Shareholder and/or person connected to them	Nature of transaction	Actual value transacted from 11 June 2025 (12 months preceding the LPD) up to the LPD (RM)	Estimated value of transactions from LPD up to the EGM (RM)	Estimated value to be transacted from the date of the EGM to the next AGM (RM)
		BWYS Metech		<p>Rental expenses payable to YHTJ Sarawak for the rental of premises located at Lot 1218, Block 20, Kemena Land District, Kidurong Light Industrial Estate, Jalan Tanjung Kidurong, 97000 Bintulu, Sarawak, with a total area of 300 square feet.</p> <p>The rental is payable on equal pro-rated monthly basis throughout the tenancy period.</p>	3,050	330	4,380
		BW Scaffold		<p>Rental expenses payable to YHTJ Sarawak for the rental of premises located at Lot 1218, Block 20, Kemena Land District, Kidurong Light Industrial Estate, Jalan Tanjung Kidurong, 97000 Bintulu, Sarawak, with a total area of 24,711 square feet.</p> <p>The rental is payable on equal pro-rated monthly basis throughout the tenancy period.</p>	257,100	27,200	356,400

No.	Transacting Related Parties	Transacting parties under BWYS Group	Interested Major and/or person connected to them	Nature of transaction	Actual value transacted from 11 June 2025 (12 months preceding the LPD) up to the LPD (RM)	Estimated value of transactions from LPD up to the EGM (RM)	Estimated value to be transacted from the date of the EGM to the next AGM (RM)
(b)	YHTJ Sabah	BWYS Metech	<p>Interested Directors Kang Beng Hai (Major Shareholder) Kang Yi Ki</p> <p><u>Interested Shareholder</u> Ong Seow Yan</p> <p><u>Interested Connected</u> Kang Beng Teong</p> <p>Person</p>	<p>Rental expenses payable to YHTJ Sabah for the rental of premises located at Lot 5B, Industrial Zone 7, Lorong Timur 2B, Kota Kinabalu Industrial Park, 88460 Kota Kinabalu, Sabah, with a total built up area of 7,863 square feet.</p> <p>The rental is payable on equal pro-rated monthly basis throughout the tenancy period.</p> <p>Rental expenses payable to YHTJ Sabah for the rental of the premises located at Lot 5B, Industrial Zone 7, Lorong Timur 2B, Kota Kinabalu Industrial Park, 88460 Kota Kinabalu, Sabah, with a total built up area of 31,452 square feet.</p> <p>The rental is payable on equal pro-rated monthly basis throughout the tenancy period.</p>	113,550	10,250	132,300
		BW Scaffold			491,829	40,900	528,480

No.	Transacting Related Parties	Transacting parties under BWYS Group	Interested Directors/ Major Shareholder and/or person connected to them	Nature of transaction	Actual value transacted from 11 June 2025 (12 months preceding the LPD) up to the LPD (RM)	Estimated value of transactions from LPD up to the EGM (RM)	Estimated value to be transacted from the date of the EGM to the next AGM (RM)
(c)	ADTSB	BWYS Metech	Interested Directors Kang Beng Hai (Major Shareholder) Kang Yi Ki <u>Interested Shareholder</u> Ong Seow Yan <u>Interested Connected Person</u> Kang Qi Hao	Purchase of steel materials, labor charges for specialised processing and surface finishing from BWYS Metech.	60,399	500,000	18,000,000
(d)	BWYS Colour	BWYS Steel	Interested Directors Kang Beng Hai (Major Shareholder) Kang Yi Ki <u>Interested Shareholder</u> Ong Seow Yan <u>Interested Connected Person</u> Kang Beng Teong	Sub-contractor charges payable by BW Steel for colour coatings processes. Rental expenses payable by BWYS Steel for the rental of premises located at No.1572 Jalan Besar Valdor, Mukim 12, 14200 Sungai Bakap, Seberang Perai Selatan, Pulau Pinang, with a total area of 4,500 square metre. The rental is payable on equal pro-rated monthly basis throughout the tenancy period. Management fees payable to BWYS for the provision of management services.	- -	200,000 108,000	19,200,000 1,296,000
		BWYS			-	40,000	480,000

No.	Transacting Related Parties	Transacting parties under BWYS Group	Interested Major and/or connected to them	Directors/ Shareholder person connected to them	Nature of transaction	Actual value transacted from 11 June 2025 (12 months preceding the LPD) up to the LPD (RM)	Estimated value of transactions from LPD up to the EGM (RM)	Estimated value to be transacted from the date of the EGM to the next AGM (RM)
(e)	BWYS Plastic	BWYS Steel	Interested <u>Major Shareholder</u> Kang Beng Hai (Major Shareholder) Kang Yi Ki	Interested <u>Directors</u> Kang Beng Hai (Major Shareholder) Kang Yi Ki	Rental expenses payable by BWYS Steel for the rental of premises located at No.1572 Jalan Besar Valdor, Mukim 12, 14200 Sungai Bakap, Seberang Perai Selatan, Pulau Pinang, with a total area of 2,250 square metre.	-	56,250	675,000
		BWYS	Interested <u>Connected</u> Kang Beng Teong	Interested <u>Person</u>	The rental is payable on equal pro-rated monthly basis throughout the tenancy period.	-	40,000	480,000
		BWYSSB			Management fees payable to BWYS for the provision of management services.	-	1,500,000	18,000,000
		BW Scaffold			Sales of PP hollow plastic formwork to BWYSSB. Sales of PP hollow plastic formwork to BW Scaffold.	-	1,500,000	12,000,000

No.	Transacting Related Parties	Transacting parties under BWYS Group	Interested Major and/or person connected to them	Interested Directors/ Shareholder person connected to them	Nature of transaction	Actual value transacted from 11 June 2025 (12 months preceding the LPD) up to the LPD (RM)	Estimated value of transactions from LPD up to the EGM (RM)	Estimated value to be transacted from the date of the EGM to the next AGM (RM)
(f)	MLY New Materials	BWYSSB	Interested Major Shareholder and/or person connected to them Interested Directors Kang Beng Hai (Major Shareholder) Kang Yi Ki <u>Interested Shareholder</u> Ong Seow Yan <u>Interested Connected Person</u> Kang Beng Teong	Interested Directors Kang Beng Hai (Major Shareholder) Kang Yi Ki <u>Interested Major Shareholder</u> Ong Seow Yan <u>Interested Connected Person</u> Kang Beng Teong	Sales of construction materials to BWYSSB.	-	-	12,000,000

Notes:-

- The estimated aggregated values are based on the historical data and best estimates by the Management. Accordingly, the actual value of the transaction may vary from the estimated value disclosed above and is subject to change.
- The percentage ratio of the RRP Ts transacted from 11 June 2025 (12 months preceding the LPD) up to the EGM shall not reach 5% and shall not require shareholders' ratification.

(1) YHTJ Sarawak

- Kang Beng Hai is the Non-Independent Executive Director / Managing Director and Major Shareholder of BWYS, and also a director and 99.00% shareholder of YHTJ Sarawak. He is also the father of Kang Yi Ki.
- Kang Yi Ki is the Non-Independent Executive Director of BWYS and the daughter of Kang Beng Hai.
- Ong Seow Yan is the Major Shareholder of BWYS, and also the spouse of Kang Beng Hai and mother of Kang Yi Ki.
- Kang Beng Teong is the brother of Kang Beng Hai, and also a director and 1.00% shareholder of YHTJ Sarawak.

(2) YHTJ Sabah

- Kang Beng Hai is the Non-Independent Executive Director / Managing Director and Major Shareholder of BWYS, and also a director and 100.00% shareholder of YHTJ Sabah. He is also the father of Kang Yi Ki.
- Kang Yi Ki is the Non-Independent Executive Director of BWYS and the daughter of Kang Beng Hai.
- Ong Seow Yan is the Major Shareholder of BWYS, and also the spouse of Kang Beng Hai and mother of Kang Yi Ki.
- Kang Beng Teong is the brother of Kang Beng Hai, and also a director of YHTJ Sabah.

(3) ADTSB

- Kang Beng Hai is the Non-Independent Executive Director / Managing Director and Major Shareholder of BWYS, and the father of Kang Yi Ki and Kang Qi Hao.
- Kang Yi Ki is the Non-Independent Executive Director of BWYS, and also the daughter of Kang Beng Hai and the sister of Kang Qi Hao. Kang Yi Ki was the Director of ADTSB and has resigned on 18 May 2026.
- Ong Seow Yan is the Major Shareholder of BWYS, and also the spouse of Kang Beng Hai and mother of Kang Yi Ki and Kang Qi Hao.
- Kang Qi Hao is a director of ADTSB. He is also the son of Kang Beng Hai and brother of Kang Yi Ki.

(4) BWYS Colour

- Kang Beng Hai is the Non-Independent Executive Director / Managing Director and Major Shareholder of BWYS, and also a director of BWYS Colour. He is also the father of Kang Yi Ki.
- Kang Yi Ki is the Non-Independent Executive Director of BWYS and the daughter of Kang Beng Hai.
- Ong Seow Yan is the Major Shareholder of BWYS, and also the spouse of Kang Beng Hai and mother of Kang Yi Ki.
- Kang Beng Teong is the brother of Kang Beng Hai, and also a director of BWYS Colour.

(5) BWYS Plastic

- Kang Beng Hai is the Non-Independent Executive Director / Managing Director and Major Shareholder of BWYS, and also a director of BWYS Plastic. He is also the father of Kang Yi Ki.
- Kang Yi Ki is the Non-Independent Executive Director of BWYS and the daughter of Kang Beng Hai.
- Ong Seow Yan is the Major Shareholder of BWYS, and also the spouse of Kang Beng Hai and mother of Kang Yi Ki.
- Kang Beng Teong is the brother of Kang Beng Hai, and also a director of BWYS Plastic.

(6) MLY New Materials

- Kang Beng Hai is the Non-Independent Executive Director / Managing Director and Major Shareholder of BWYS, and also a director and 99.00% shareholder of MLY New Materials. He is also the father of Kang Yi Ki.
- Kang Yi Ki is the Non-Independent Executive Director of BWYS and the daughter of Kang Beng Hai.
- Ong Seow Yan is the Major Shareholder of BWYS, and also the spouse of Kang Beng Hai and mother of Kang Yi Ki.
- Kang Beng Teong is the brother of Kang Beng Hai, and also a director and 1.00% shareholder of MLY New Materials.

2.6 Basis of estimates

The estimated aggregate transaction values for the RRPTs referred to in Section 2.5 of this Circular are based on:

- (a) estimated prevailing prices, which are reasonably market-competitive; and
- (b) the sums incurred or received over the past years for similar transactions.

The estimated aggregate transaction values were also projected based on the assumption of:

- (a) our Group's usual levels of transactions;
- (b) our Group's projected business volume; and
- (c) our current level of operations would be maintained,

from the date of our forthcoming EGM to our next AGM.

2.7 Threshold of authority

There is no specific threshold for approval of RRPTs within BWYS Group. All RRPTs are subject to the approval of the Board after being reviewed by the ARMC. Where any Director has any interest (direct or indirect) in any RRPT, such Director shall abstain from deliberation and voting on the matter. If it is determined that the guidelines and/or procedures stipulated in Section 2.9 of this Circular are inadequate, the Board, with the ARMC's recommendation, will revise the guidelines and/or procedures to ensure that:

- (a) RRPTs will be conducted on an arms' length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and
- (b) such transaction will not be detrimental to the minority shareholders of the Company.

2.8 Amount due from Related Parties

As at the LPD, there was no amount due or owing by the Related Parties to BWYS Group pursuant to the RRPTs disclosed in Section 2.5 of this Circular which had exceeded the credit term and required disclosures under Paragraphs 16A and 16B in Annexure GN8-A of the Listing Requirements.

2.9 Review procedures for RRPTs

To promote good corporate governance in the conduct of the Group's business, the Group has established procedures and guidelines to ensure that all RRPTs are undertaken on an arm's length basis, on transaction prices and normal commercial terms which are not more favourable to the Related Parties than those generally available to the public, not to the detriment of the minority shareholders and are in the best interest of the Company.

Transactions entered into with Related Parties will be at prevailing market prices for the services or products on the usual commercial terms, or otherwise in accordance with applicable industry norms, after taking into account the pricing, quality of products and/or services and other related factors.

The procedures established by the Group for the RRPTs are as follows:

- (a) The transaction price for the sale and purchase of products and services shall be determined based on the prevailing market rates/prices for the products and services on normal commercial terms, or otherwise in accordance with applicable industry norms, after taking into account the pricing, level of services, quality and delivery of the products;
- (b) The Interested Directors and Major Shareholder have been informed and briefed on the procedures put in place for the Group by the Management of the Group in relation to transactions entered/to be entered into by the Group;

- (c) The Interested Directors and Major Shareholder are required to declare and disclose to the Board in a timely manner, the details of the nature and extent of his interest on any transactions in which they are deemed interested including all matters in relation to the proposed RRPT that he is aware or should reasonably be aware of;
- (d) All RRPTs to be entered into will be reviewed by the ARMC and reported to the Board to ensure that the transactions are in the best interest of the Company, fair, reasonable and on normal commercial terms, not more favourable to the Related Parties and will not be detrimental to the minority shareholders;
- (e) Records will be maintained by the Company to capture all RRPTs entered into pursuant to the Proposed New Shareholders' Mandate to ensure that relevant approvals have been obtained and review procedures in respect of such transaction are adhered to;
- (f) All RRPTs are compiled for review and approval by the ARMC and Board respectively on a quarterly basis. The ARMC may, as it deems fit, request for additional information pertaining to the transactions from independent sources and advisers;
- (g) Any member of the Board or the ARMC having an interest (direct or indirect) in the RRPT, shall abstain from deliberating and decision-making of the Board or the ARMC in respect of such RRPT and continue to abstain from voting on the resolution relating to the RRPT as well as ensure that Person(s) Connected with him abstain from voting on the resolution approving the transaction;
- (h) At least two (2) other contemporaneous transactions with unrelated third parties for similar products or services and/or quantities will be used as comparison, wherever possible, to determine whether the transaction price and terms offered to or by the Related Parties are fair and reasonable and comparable to those offered to or by other unrelated third parties for the same or substantially similar type of products or services and/or quantities.

In the event that a quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the Group based on the usual commercial terms and business practices of the Group, or otherwise in accordance with other applicable industry norms/considerations to ensure that the RRPT are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the Group or to our minority shareholders;
- (i) The internal audit plan shall incorporate a review of RRPT on annual basis to ensure that all relevant approvals for the RRPT have been obtained and the approved review procedures and guidelines in respect of such RRPT are adhered to;
- (j) The Board and the ARMC have the overall responsibility for reviewing and determining whether the review procedures and guidelines for RRPTs are appropriate and sufficient; and
- (k) If during the annual review, the ARMC and Board are of the view that the review procedures and processes are no longer appropriate, adequate or sufficient to monitor, track and identify RRPT as well as to ensure that the RRPT are made on arm's length basis, on terms and transaction prices not more favourable to the Related Parties than those generally available to the public and are not to the detriment of minority shareholders, the ARMC shall recommend to the Board to revise the existing procedures and processes to ensure the Group has in place adequate procedures and processes at all times.

3. STATEMENT BY THE ARMC

The ARMC of the Company has seen and reviewed the procedures set out in Section 2.9 of this Circular and is of the view that the established terms of the procedures and processes are:

- (a) sufficient to ensure that the RRPTs are undertaken on an arms' length basis and based on normal commercial terms which are not more favourable to the Transacting Related Parties than those generally available to the public and are not to the detriment of the Company's minority shareholders; and
- (b) adequate to monitor, track and identify RRPT in a timely and orderly manner and that such procedures and processes are reviewed on a quarterly basis or whenever the need arises.

4. DISCLOSURE OF RRPTs IN ANNUAL REPORT

The breakdown of the aggregate value of RRPTs conducted pursuant to the shareholders' mandate during the financial year will be disclosed in the Company's Annual Report, providing amongst others, the following information:

- (a) the type of Recurrent Transaction(s) entered into; and
- (b) the names of the Related Parties involved in each type of Recurrent Transaction(s) made and their relationship with BWYS Group.

If the actual value of a Recurrent Transaction entered into by BWYS Group exceeds the estimated value of the Recurrent Transaction disclosed in this Circular by 10% or more, an immediate announcement will be made to Bursa Securities.

5. RATIONALE FOR AND BENEFITS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The RRPTs entered or to be entered into by the Group under the Proposed New Shareholders' Mandate with the Related Parties are in the ordinary course of business, made at arms' length and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally made available to the public and are not detrimental to the minority shareholders. They are recurring transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations. The RRPTs are intended to meet the business needs of the Group at the best possible terms, as well as to generate income and profitability for the Group or the receipt of support services which are necessary to facilitate the functions of the Group.

By transacting with the Related Parties, the Group would have an advantage of familiarity with the background and management of the Related Parties, thus enabling more informed commercial decisions to be made. The Group and the Related Parties have close co-operation and a good understanding of each other's business needs, thus providing a platform where all parties can enjoy synergistic benefits from conducting the RRPTs.

Obtaining the shareholders' approval for the Proposed New Shareholders' Mandate would enable BWYS Group to pursue business opportunities which are time sensitive in nature, and will eliminate the need for the Company to make announcements and/or convene separate general meetings (if applicable) from time to time to seek shareholders' approval as and when such transactions arise. This will substantially reduce the expenses, time and other resources associated with the convening of general meetings on an ad-hoc basis, improve administrative efficiency and allow time and human resources to be channeled towards attaining other corporate objectives and opportunities.

6. FINANCIAL EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate will not have any effect on the issued share capital and shareholdings of the substantial shareholders of the Company and is not expected to have any material effect on the net assets per Share, gearing and earnings per Share of the Group.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Based on the Register of Directors' Shareholdings and Register of Substantial Shareholders' Shareholdings of BWYS as at LPD, the direct and indirect interests of the Interested Directors, Major Shareholders and/or Persons Connected to them in respect of the RRPT(s) are as follows:

Name	Shareholdings in BWYS as at LPD			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
<u>Interested Director/Major Shareholder</u> Kang Beng Hai	668,910,000	65.25	(1)876,000	(1)0.09
<u>Interested Director</u> Kang Yi Ki	1,472,600	0.14	-	-
<u>Interested Major Shareholder</u> Ong Seow Yan	876,000	0.09	(2)668,910,000	(2)65.25
<u>Interested Person Connected</u> Kang Beng Teong Kang Qi Hao	985,500 100,000	0.10 0.01	- -	- -

Notes:-

(1) Indirect interest held through his spouse, Ong Seow Yan's shareholdings in the Company

(2) Indirect interest held through her spouse, Kang Beng Hai's shareholdings in the Company

The Interested Directors, namely Kang Beng Hai and Kang Yi Ki are deemed interested in the Proposed New Shareholders' Mandate by virtue of their interests in and/or relationship with the Related Parties as disclosed in Section 2.5 of this Circular. In this respect, they have accordingly abstained and will continue to abstain from all Board deliberations and voting in respect of the Proposed New Shareholders' Mandate. Further, the Interested Directors and/or Major Shareholder will also abstain from voting in respect of their direct and indirect shareholdings in the Company, if any, on the resolution pertaining to the Proposed New Shareholders' Mandate at the forthcoming EGM.

In addition, the Interested Directors and Major Shareholder have undertaken to ensure that Persons Connected to them will abstain from voting in respect of their direct and indirect shareholdings in the Company, deliberating or approving the resolution pertaining to the Proposed New Shareholders' Mandate at the forthcoming EGM.

Save as disclosed above, none of the other Directors, Major Shareholders and/or Persons Connected to them has any interest, direct or indirect, in the Proposed New Shareholders' Mandate.

8. APPROVALS REQUIRED

The Proposed New Shareholders' Mandate is conditional upon approval being obtained from the shareholders of the Company at the forthcoming EGM.

9. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors who have abstained from all deliberations and voting in respect of the Proposed New Shareholders' Mandate), after having considered all aspects of the Proposed New Shareholders' Mandate and upon careful deliberation, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of the Group. Accordingly, the Board (save for the Interested Directors who have abstained from all deliberations and voting in respect of the Proposed New Shareholders' Mandate) recommends that the Shareholders vote in favour of the ordinary resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

10. EGM

The ordinary resolution in respect of the above Proposed New Shareholders' Mandate will be tabled at the EGM of the Company. This Circular is available at www.bwysgroup.com together with the Notice of EGM, Proxy Form and the Administrative Details for the EGM.

The EGM of the Company will be held at Lot 1571, Jalan Serunai, Kawasan Perindustrian Valdor, Mukim 12, 14200 Sungai Bakap, Penang on Tuesday, 30 June 2026 at 12.30 p.m., or immediately following the conclusion of the Third Annual General Meeting of BWYS for the purpose of considering and if thought fit, passing with or without modifications, the ordinary resolution on the Proposed New Shareholders' Mandate.

You are entitled to attend, speak and vote (collectively, "participate") at this EGM of the Company. If you are unable to participate at this EGM, you may appoint proxy(ies) to do so on your behalf by completing, signing and depositing the Proxy Form at the registered office of the Company at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor or alternatively, you may submit the proxy appointment electronically to the Company's Share Registrar via **Dvote Online** website at <https://www.dvote.my>, not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.

11. FURTHER INFORMATION

You are advised to refer to the Appendix I set out in this Circular for further information.

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FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of BWYS have seen and approved the content of this Circular and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

As at the LPD, save as disclosed below, BWYS Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within the 2 years immediately preceding the LPD:

- (a) conditional sale and purchase agreement between BW Scaffold and Yusin Machinery (Malaysia) Sdn. Bhd. dated 1 August 2025 for the disposal of a parcel of leasehold industrial land with three (3) blocks of four storey office buildings, three (3) blocks of single storey detached factory buildings and ancillary building held under H.S.(M) 20681, PT404, Seksyen 2, Pekan Bukit Changgang, Tempat Olak Lempit, Daerah Kuala Langat, Negeri Selangor Darul Ehsan for a total cash consideration of RM67,000,000.00;
- (b) conditional sale and purchase agreement between BW Scaffold and Compass IP dated 22 October 2025 for the acquisition of a parcel of freehold industrial land held under H.S.(D) 50254, PT 53925, Mukim Tanjong Duabelas, District of Kuala Langat, State of Selangor Darul Ehsan for a total cash consideration of RM94,479,631.50;
- (c) for the purpose of setting up a colour coating production line for the commercial production of colour coated steel coils ("**Project**"), YSGI and Runwin had on 18 September 2025 entered into the following agreements:
 - (i) painting project technical programme cooperation agreement, which sets out the process and relevant specifications of setting up a workshop, storehouse and laboratory in relation to the Project;
 - (ii) cooperation agreement on the remote reconstruction scheme of the colour coating unit, which sets out the installation process of the colour coating production line including its specifications, installation and dismantling as well as maintenance process in relation to the Project for a total consideration of CNY8,885,000.00;
 - (iii) colour coating paint equipment purchase and sale cooperation agreement, for the acquisition of colour coating production equipment by YSGI from Runwin for a consideration of CNY3,197,320.00;
 - (iv) colour coating paint resin equipment purchase and sale cooperation agreement, for the acquisition of colour coating paint resin equipment by YSGI from Runwin for a total consideration of CNY7,296,066.00; and
 - (v) 1600 multi-function colour coating unit production line agreement (skill art attach piece), which sets out, amongst others, the details of the production program and parameters, technical specifications of the production line as well as the responsibilities of YSGI and Runwin respectively in relation to the Project;
- (d) letter of award from Hongfa Consultancy Sdn. Bhd. (on behalf of the project owner, BWYS STEEL) to Pentamex Engineering Sdn. Bhd. dated 23 January 2025 for supply, delivery, installation, testing, commissioning and maintenance for 12 months of fire protection system at Lot 1215, Jalan Sungai Bakap, Mukim 12, Seberang Perai Selatan, Pulau Pinang for RM1,030,000.00 payable in stages based on the certification of work claims;

FURTHER INFORMATION (cont.)

- (e) letter of award from Hongfa Consultancy Sdn. Bhd. (on behalf of the project owner, BWYS STEEL) to Lipco Electrical Engineering Sdn. Bhd. dated 13 January 2025 for supply, delivery, installation, testing, and commissioning including 12 months maintenance of the electrical services installation at Lot 1215, Jalan Sungai Bakap, Mukim 12, Seberang Perai Selatan, Pulau Pinang for RM2,800,000.00 payable in stages based on the certification of work claims;
- (f) letter of award from HST Engineers Sdn. Bhd. (on behalf of the employer, BWYS STEEL) to SDR Builders Sdn. Bhd. dated 2 December 2024 for construction works at Lot 1215, Jalan Sungai Bakap, Mukim 12, Seberang Perai Selatan, Pulau Pinang for RM32,500,000.00 payable in stages based on the certification of work claims;
- (g) purchase order from BWYS Metech to Longmax Xiangfu Decoration and Building Materials (M) PLT dated 28 January 2026 for renovation works at the Second Floor of Lot 1571, Jalan Serunai, Kawasan Perindustrian Valdor, Mukim 12, 14200 Sungai Bakap, Penang for RM1,200,000.00 payable in stages based on the certification of work claims;
- (h) letter of award from Hongfa Consultancy Sdn. Bhd. (on behalf of the project owner, BWYS STEEL) to Cunfa Electrical & Engineering Sdn. Bhd. dated 12 February 2026 for utility mapping, application of work permits, site inspection and liaison with authorities, supply, delivery, installation, testing & commissioning and hand-over to TNB of complete horizontal directional drilling (HDD) work and making good work for cadangan pindaan dan tambahan plot 2 at Lot 1215, Jalan Sungai Bakap, Mukim 12, Seberang Perai Selatan, Pulau Pinang for RM1,868,367.62 payable in stages based on the certification of work claims;
- (i) letter of award to Maris Terra Sdn. Bhd. dated 30 March 2026 for the supply of materials and construction services on construction completion works for an industrial land built upon single storey detached industrial building with a unit of double storey office annexed building and other building improvements at part of PT 827, Seksyen 2, Persiaran Kota Puteri 6, Kota Puteri Seksyen 6, 48100 Batu Arang 6, Mukim Rawang, Daerah Gombak, Majlis Perbandaran Selayang, Selangor for RM4,082,834.71 payable in stages based on the certification of work claims;
- (j) shareholders' agreement between the Company, BWYS Colour, LHG and FXD dated 18 May 2026 to regulate their relationship inter se as shareholders of BWYS Colour and the conduct of the business and affairs of BWYS Colour; and
- (k) shareholders' agreement between the Company, BWYS Plastic, Zhu, Min, Fan, Xiaodong and Hu, Xian dated 26 May 2026 to regulate their relationship inter se as shareholders of BWYS Plastic and the conduct of the business and affairs of BWYS Plastic.

3. MATERIAL LITIGATIONS, CLAIMS OR ARBITRATION

As at the LPD, the Group is not engaged in any material litigations, claims or arbitration either as plaintiff or defendant, and the Board is not aware of any material litigations, claims or arbitration proceedings pending or threatened against the Group, which may have a material and adverse effect on the business or financial position of the Group.

FURTHER INFORMATION (cont.)

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by members of the Company at the registered office of the Company at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor during office hours on Mondays to Fridays from 8.30 a.m. to 5.30 p.m. (except on public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

- (a) Constitution of BWYS;
- (b) Audited consolidated financial statements of BWYS for the past two (2) financial years ended 31 December 2024 and 31 December 2025;
- (c) The latest unaudited financial results of BWYS for the 3-months financial period ended 31 March 2026; and
- (d) Material contracts referred to in Section 2 above.

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BWYS GROUP BERHAD
Registration No. 202301000310 (1494229-W)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of BWYS Group Berhad (“**BWYS**” or “**Company**”) will be held at Lot 1571, Jalan Serunai, Kawasan Perindustrian Valdor, Mukim 12, 14200 Sungai Bakap, Penang on Tuesday, 30 June 2026 at 12.30 p.m., or immediately following the conclusion of the Third Annual General Meeting of BWYS, which is scheduled to be held at the same venue and on the same date at 10.30 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES

“THAT subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries (“the Group”) be and are hereby authorised to enter into and give effect to all recurrent related party transactions of a revenue or trading nature as set out in Section 2.5 of the Circular to Shareholders of the Company dated 15 June 2026 with the related parties mentioned therein, provided that such transactions are:-

- (i) necessary for the day-to-day operations;
- (ii) undertaken in the ordinary course of business on an arm’s length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to and/or from the public; and
- (iii) not detrimental to the minority shareholders of the Company,

(“Proposed New Shareholders’ Mandate”).

THAT such approval, 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 such mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at such general meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after that date 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
- (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 such acts and things (including executing all such documents as may be required) as they may deem fit and expedient in the interest of the Company or necessary to give full effect to the Proposed New Shareholders’ Mandate and the transactions contemplated and/or authorised under the Proposed New Shareholders’ Mandate.”

BY ORDER OF THE BOARD

REBECCA KONG SAY TSUI (SSM PC NO. 202008001003) (MAICSA 7039304)

YENG SHI MEI (SSM PC NO. 202008001282) (MAICSA 7059759)

Company Secretaries

Selangor Darul Ehsan

15 June 2026

NOTES:-

1. *For the purpose of determining who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 22 June 2026**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this EGM or appoint a proxy to attend, speak and vote (collectively, "participate") on his/her/its behalf.*
2. *A member who is entitled to participate in this EGM 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 attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the EGM.*
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 ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities").*
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 Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories 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 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 appointed for holding the EGM or adjourned general meeting 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 proxy form must be deposited at the registered office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(ii) *By electronic means*

*The proxy form can be electronically lodged with the Share Registrar of the Company via **Dvote Online** website at <https://www.dvote.my>.*

Kindly refer to the Administrative Details for the EGM on the procedures for electronic lodgement of proxy form.

9. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is **Sunday, 28 June 2026 at 12.30 p.m.**
11. Please bring an **ORIGINAL** of the following identification papers (where applicable). Poll Administrator(s) and Scrutineer(s) may request you to show your identification papers in order to verify your eligibility to attend the meeting:
 - (i) Identity card (NRIC) (Malaysian); or
 - (ii) Police report (for loss of NRIC) / Temporary NRIC (Malaysian); or
 - (iii) Passport (Foreigner).
12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting 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.
13. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative at the registered office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, 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 country under which the corporate member is incorporated.



BWYS GROUP BERHAD
 REGISTRATION NO.: 202301000310 (1494229-W)
 (Incorporated in Malaysia)

PROXY FORM

CDS Account No.	
No. of Shares held:	

I/We _____ Tel No. _____
[Full name in block, NRIC/Passport/Registration No.]

of _____
 [Address]

being member(s) of **BWYS GROUP BERHAD**, hereby appoint:-

Full Name <i>(in block capitals and as per NRIC/Passport)</i>	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

^and/or

Full Name <i>(in block capitals and as per NRIC/Passport)</i>	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

or failing him/her, the Chairperson of the Meeting, as ^my/our proxy/proxies to vote for ^me/us and on ^my/our behalf at the Extraordinary General Meeting of the Company, which will be held at Lot 1571, Jalan Serunai, Kawasan Perindustrian Valdor, Mukim 12, 14200 Sungai Bakap, Penang on Tuesday, 30 June 2026 at 12.30 p.m., or immediately following the conclusion of the Third Annual General Meeting of BWYS, which is scheduled to be held at the same venue and on the same date at 10.30 a.m., whichever is later, or at any adjournment thereof, and to vote as indicated below:

Ordinary Resolution	For	Against
Proposed New Shareholders' Mandate		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolution. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fits.

Signed this day of 2026

 Signature(s) of member(s) / Common seal of shareholder

^ Delete whichever is inapplicable

* Manner of execution:

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
 - (i) at least two (2) authorised officers, of whom one shall be a director; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

NOTES:-

1. For the purpose of determining who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors** as at **22 June 2026**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this EGM or appoint a proxy to attend, speak and vote (collectively, "participate") on his/her/its behalf.
2. A member who is entitled to participate in this EGM 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 attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the EGM.
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 ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities").
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 Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories 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 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 appointed for holding the EGM or adjourned general meeting 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 proxy form must be deposited at the registered office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - (ii) By electronic means
The proxy form can be electronically lodged with the Share Registrar of the Company via **Dvote Online** website at <https://www.dvote.my>. Kindly refer to the Administrative Details for the EGM on the procedures for electronic lodgement of proxy form.

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BWYS GROUP BERHAD

REGISTRATION NO.: 202301000310 (1494229-W)

Office Suite No. 603 Block C,
Pusat Dagangan Phileo Damansara 1,
No. 9, Jalan 16/11, Off Jalan Damansara,
46350 Petaling Jaya,
Selangor Darul Ehsan, Malaysia

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9. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is **Sunday, 28 June 2026 at 12.30 p.m.**
11. Please bring an **ORIGINAL** of the following identification papers (where applicable). Poll Administrator(s) and Scrutineer(s) may request you to show your identification papers in order to verify your eligibility to attend the meeting:
 - (iv) Identity card (NRIC) (Malaysian); or
 - (v) Police report (for loss of NRIC) / Temporary NRIC (Malaysian); or
 - (vi) Passport (Foreigner).
12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned general meeting 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.
13. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative at the registered office of the Company situated at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan, 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 country under which the corporate member is incorporated.