

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“**EGM**”) of BM GreenTech Berhad (“**BMG**” or the “**Company**”) will be held at Zamrud Room, The Saujana Hotel Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Friday, 18 October 2024 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 100% EQUITY INTEREST IN PLUS XNERGY HOLDING SDN BHD (“PXH”) FOR A PURCHASE CONSIDERATION OF RM110.0 MILLION (“PURCHASE CONSIDERATION”) TO BE FULLY SATISFIED BY THE ISSUANCE OF 81,481,482 NEW ORDINARY SHARES IN BMG (“BMG SHARE(S)” OR “SHARE(S)”) (“CONSIDERATION SHARE(S)”) AT AN ISSUE PRICE OF RM1.35 PER CONSIDERATION SHARE (“PROPOSED ACQUISITION”)

THAT, subject to the passing of ordinary resolution 2 as well as the approvals of all relevant authorities and/or parties including the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the Consideration Shares on the Main Market of Bursa Securities being obtained, approval be and is hereby given to BMG to undertake the Proposed Acquisition (details of which are set out in the circular to the shareholders of BMG dated 3 October 2024 (“**Circular**”)) in accordance with the terms and conditions as stipulated in the conditional share acquisition agreement (“**SAA**”) dated 11 July 2024 entered into between BMG and shareholders of PXH (“**Vendors**”) (salient terms of which are set out in **Appendix I** of the Circular), and on such other terms and conditions as the parties to the SAA may mutually agree upon in writing or which are imposed by the relevant authorities;

THAT approval be and is hereby given to the Board of Directors of BMG (“**Board**”) to allot and issue the Consideration Shares at an issue price of RM1.35 per Consideration Share to the Vendors for the purpose of satisfaction of the Purchase Consideration;

THAT the Consideration Shares shall, upon allotment and issuance, rank equally in all respects with each other and with the existing BMG Shares, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid, where the entitlement date precedes the relevant date of allotment and issuance of the Consideration Shares;

AND THAT approval be and is hereby given to the Board to give effect to the Proposed Acquisition with full powers and authority to:-

- enter into any arrangement, transaction, agreement and/or undertaking and to execute, sign and deliver for and on behalf of BMG, all such agreements, instruments, documents and/or deeds as the Board may from time to time deem necessary, expedient or appropriate for or in connection with the Proposed Acquisition;
- assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed Acquisition and/or any provision, term and condition thereof as may be required or permitted by any relevant authorities and to deal with matters relating thereto and/or as the Board may in its absolute discretion deem necessary, expedient or appropriate for or in connection with the Proposed Acquisition in the best interest of BMG; and
- take all such steps and do all such acts, deeds and things including giving undertakings as the Board may from time to time deem necessary, expedient or appropriate in order to implement, finalise, give full effect to and complete all transactions contemplated under the Proposed Acquisition.”

ORDINARY RESOLUTION 2

PROPOSED ISSUANCE OF 90,312,918 NEW BMG SHARES (“PLACEMENT SHARE(S)”) TO QL GREEN RESOURCES SDN BHD (“QLGR”) (A WHOLLY-OWNED SUBSIDIARY OF QL RESOURCES BERHAD (“QL”)) AT AN ISSUE PRICE OF RM1.35 PER PLACEMENT SHARE (“PROPOSED ISSUANCE TO QL”)

THAT, subject to the passing of ordinary resolution 1 as well as the approvals of all relevant authorities and/or parties including the approval of Bursa Securities for the listing of and quotation for the Placement Shares on the Main Market of Bursa Securities being obtained:-

- approval be and is hereby given to BMG to place, and pursuant thereto for the Board to allot and issue 90,312,918 Placement Shares to QLGR at an issue price of RM1.35 per Placement Share;
- the Placement Shares shall, upon allotment and issuance, rank equally in all respects with each other and with the existing BMG Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid, where the entitlement date precedes the relevant date of allotment and issuance of the Placement Shares;
- the proceeds raised from the Proposed Issuance to QL be utilised for the purposes set out in **Section 5.1** of the Circular and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, or in the best interest of the Company, subject to the approval of the relevant authorities (where required); and
- approval and authority be and are given to the Board to do all such acts and things as they may consider necessary or expedient in the best interests of BMG with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and execute all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Issuance to QL.”

ORDINARY RESOLUTION 3

PROPOSED BONUS ISSUE OF 171,948,600 WARRANTS IN BMG (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 4 EXISTING BMG SHARES HELD BY THE SHAREHOLDERS OF BMG WHOSE NAMES APPEAR IN THE COMPANY’S RECORD OF DEPOSITORS (“ENTITLED SHAREHOLDERS”) ON THE ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF WARRANTS”)

THAT subject to the passing of ordinary resolutions 1 and 2 as well as the approvals of all relevant authorities and/or parties including the approval of Bursa Securities for the admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Warrants as well as the new BMG Shares to be allotted and issued arising from the exercise of the Warrants on the Main Market of Bursa Securities being obtained, the Board be and is hereby authorised to issue 171,948,600 Warrants, on the basis of 1 Warrant for every 4 BMG Shares held by the Entitled Shareholders on the Entitlement Date;

THAT the Board be and is hereby authorised to fix the exercise price of the Warrants on the basis and manner set out in the Circular;

THAT any one of the Directors be and is hereby authorised to enter into and execute a deed poll constituting the Warrants (“**Deed Poll**”) and to do all acts, deeds and things as he may deem fit and/or expedient, in order to implement, finalise and give full effect to the Deed Poll;

THAT the Board be and is hereby authorised to disregard any fractional entitlements of the Warrants that may arise from the Proposed Bonus Issue of Warrants, if any, in such manner as the Board shall in their absolute discretion deem fit and expedient in the best interest of the Company;

THAT the Board shall allot and issue such appropriate number of Warrants in accordance with the provisions of the Deed Poll, including any additional Warrants (“**Additional Warrant(s)**”) as may be required or permitted to be issued as a consequence of any adjustment in accordance with the provisions of the Deed Poll and to adjust from time to time the exercise price and/or number of Warrants to which the holder(s) of the Warrants (“**Warrant holder(s)**”) are entitled to be issued as a result of an adjustment in accordance with the provisions of the Deed Poll;

THAT approval be and is hereby given to the Board to allot and issue such appropriate number of new BMG Shares, credited as fully paid-up, to the Warrant holders arising from the exercise of the Warrants and Additional Warrants, if any, by the Warrant holders in accordance with the provisions of the Deed Poll;

THAT the new BMG Shares to be allotted and issued arising from the exercise of Warrants shall, upon allotment and issuance, rank equally in all respects with each other and with the existing BMG Shares, save and except that the new BMG Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid, where the entitlement date precedes the relevant date of allotment and issuance of such new BMG Shares;

THAT the proceeds raised from the exercise of the Warrants, if any, be utilised for the purposes set out in **Section 5.2** of the Circular and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, or in the best interest of the Company, subject to the approval of the relevant authorities (where required);

AND THAT the Board be and is hereby authorised to take all necessary steps to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

By Order of the Board,

Tan Bee Hwee (SSM PC No.: 202008001497/MAICSA 7021024)

Soo Siew Peng (SSM PC No.: 202008001646/MAICSA 7063110)

Company Secretaries

Date: 3 October 2024

Notes:-

- For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming EGM, the Company shall be requesting the Record of Depositors as at 11 October 2024. Only a depositor whose name appears on the Record of Depositors as at 11 October 2024 shall be entitled to attend and vote at the EGM as well as for appointment of proxy(ies) to attend, speak and vote on his/her stead.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
- A member of the Company may appoint not more than two (2) proxies to attend the same meeting. Where a member of the Company is an authorised nominee as defined under 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 with ordinary shares of the Company standing to the credit of the said Securities Account.
- Where a member or the authorised nominee appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- 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 subsection 25A(1) of the Central Depositories Act.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited by hand at or by facsimile transmission to the Company’s Share Registrar, 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 or alternatively, their Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the EGM or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
- If the Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading “signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received”. If the Proxy Form is signed under the attorney duly appointed under a Power of Attorney, it should be accompanied by a statement reading “signed under Power of Attorney which is still in force, no notice of revocation having been received”. A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the Proxy Form.
- 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:-
 - In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - By electronic form
The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIH Online.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Wednesday, 16 October 2024 at 10.00 a.m.**
- In the case of a corporation, the instrument appointing a proxy or proxies must be in accordance with the corporation’s constitution.
- Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:-
 - Identity card (“**NRIC**”) (Malaysian); or
 - Police report (for loss of NRIC)/Temporary NRIC (Malaysian); or
 - Passport (Foreigner).
- For a corporate member who has appointed a representative instead of proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company’s Share Registrar office earlier.