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 adviser immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has perused the contents of this Circular on a limited review basis pursuant to Rule 4.1 of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities ("**Listing Requirements**") 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.

KAF Investment Bank Berhad, the Sponsor of the Company for admission to the Official List of Bursa Securities, has reviewed this Circular pursuant to Rule 4.27 of the Listing Requirements prior to the issuance of this Circular.

EVD BERHAD

Registration No.: 201901045325 (1354655-D)
(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 SHAREHOLDERS' MANDATE")

The Extraordinary General Meeting ("EGM") in respect of the Proposed Shareholders' Mandate will be held at President's Room, Royal Selangor Club, 1 Jalan Raja, 50050 Kuala Lumpur, Wilayah Persekutuan on Thursday, 25 June 2026 at 3:30 p.m. or immediately after the conclusion of the Fifth Annual General Meeting ("5th AGM") of the Company to be held on the same day at 2:30 p.m., whichever is the later, or at any adjournment thereof. The Notice of EGM and the Form of Proxy are set out in this Circular.

As a shareholder, you are entitled to appoint a proxy or proxies to attend, participate, speak and vote on your behalf. The Proxy Form must be completed and deposited at the office of the Company's Share Registrar at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the EGM or at any adjournment thereof. The lodging of the Proxy Form for the EGM will not preclude you from attending and voting in person at the EGM should you subsequently decide to do so.

Date and time of the EGM :	Thursday, 25 June 2026 at 3:30 p.m. or immediately after the conclusion of the 5th AGM of the Company to be held on the same day at 2:30 p.m., whichever is the later, or at any adjournment thereof
Last date and time for lodging the Proxy Form :	Tuesday, 23 June 2026 at 3:30 p.m.

This Circular is dated 10 June 2026

DEFINITIONS

In this Circular, unless otherwise indicated, the following words and abbreviations shall have the following meanings: -

"Act"	:	The Companies Act 2016, as amended from time to time and any re-enactment thereof
"AGM"	:	Annual General Meeting
"Audit and Risk Management Committee"	:	Audit and Risk Management Committee of EVD
"ATS"	:	AT Solutions Sdn. Bhd. [Registration No. 200001001742 (504347-V)]
"BERT"	:	Best Eternity Recycle Technology Sdn. Bhd. [Registration No: 201801017328 (1279344-A)]
"Board"	:	The Board of Directors of EVD
"Bursa Securities"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"Circular"	:	This circular dated 10 June 2026 to the shareholders of the Company
"Director(s)"	:	A director 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 months of the date on which the terms of the respective RRPTs were agreed upon, a director of the Company or any other company which is a subsidiary or holding company of the Company, or a chief executive officer of the Company or its subsidiary or holding company
"DWSK"	:	Datuk Wong Sak Kuan
"EVD" or Company"	:	EVD Berhad [Registration No: 201901045325 (1354655-D)]
"EVDE"	:	EVD Engineering Sdn. Bhd. [Registration No: 200801036987 (838328-V)]
"EVD Group" or "Group"	:	EVD and its subsidiaries, collectively
"EVD Shares" or "Shares"	:	Ordinary shares in EVD
"Interested Directors"	:	DWSK and WKS
"Interested Major Shareholder"	:	DWSK
"Listing Requirements"	:	ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
"LPD"	:	22 May 2026, being the latest practicable date prior to the printing of this Circular
"M&E"	:	Mechanical and electrical engineering

"Major Shareholder(s)"	A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company For the purpose of this definition, "interest in shares" has the meaning given in Section 8 of the Act For the purpose of the Proposed Shareholders' Mandate, major shareholder (as defined above) includes any person who is or was within the preceding six months of the date on which the terms of the RRPTs were agreed upon, a major shareholder of the Company or any other company which is a subsidiary or holding company of the Company
"Proposed Shareholders' Mandate"	Proposed new shareholders' mandate for EVD Group to enter into RRPTs
"Related Party(ies)"	Directors(s), Major Shareholder(s) and/or person(s) connected with such Director(s) or Major Shareholder(s)
"RM"	Ringgit Malaysia
"RRPT(s)"	Recurrent Related Party Transaction(s) which is/are recurrent, of a revenue and/or trading nature and which is/are necessary for the day-to-day operations of the EVD Group
"SFN Group"	Sing Foong Niap Engineering Sdn. Bhd. [Registration No. 200401021935 (660440-D)] and its wholly-owned subsidiary, namely SFN Education Sdn. Bhd. [Registration No. 202201037310 (1483007-U)]
"WKS"	Wong Kok Sing

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust).

Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated.

Any reference to any statute is a reference to that statute as for the time being amended or re-enacted.

References to "we", "us", "our", "ourselves" and "our Company" are to the Company.

All references to "you" in this Circular are to the shareholders of our Company.

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EVD BERHAD

Registration No.: 201901045325 (1354655-D)
(Incorporated in Malaysia)

REGISTERED OFFICE:
Unit 521, 5th Floor, Lobby 6, Block A
Damansara Intan
No. 1, Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan

10 June 2026

BOARD OF DIRECTORS:

Dato' Sri Dr Shahril bin Mokhtar *(Independent Non-Executive Chairman)*
Datuk Wong Sak Kuan *(Non-Independent Non-Executive Director)*
Norhizam bin Abdul Kadir *(Managing Director)*
Mah Seong Huak (Adviser/*Executive Director*)
Wong Kok Sing (*Executive Director*)
Ng Kam Sin *(Executive Director)*
Lee Wai Fun *(Non-Independent Non-Executive Director)*
Wong Koon Wai (*Independent Non-Executive Director*)
Lim Wei Foong (*Independent Non-Executive Director*)

To: The Shareholders of EVD

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE

1.0 INTRODUCTION

On 9 June 2026, the Company announced to Bursa Securities its intention to seek shareholders' approval for the Proposed Shareholders' Mandate at the EGM.

The purpose of this Circular is to provide you with the relevant details of the Proposed Shareholders' Mandate and to seek your approval for the proposed ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled as at the forthcoming EGM.

SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE EGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

2.0 DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, the Company may seek its shareholders' mandate in respect of RRPTs which are necessary for EVD Group's day-to-day operations subject to, amongst others, the following:

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

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of RRPTs conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the following threshold prescribed under Rule 10.09(1) of the Listing Requirements in relation to a listed corporation with a share capital which is more than RM60 million:

(i) the consideration, value of the assets, capital outlay or costs of the RRPTs is equal to or exceeds RM1 million; or

(ii) any one of the percentage ratios of such RRPTs is equal to or exceeds 1%,

whichever is the higher;

(c) the Company's Circular to Shareholders for the shareholders' mandate includes information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities for perusal together with a checklist showing compliance with such information;

(d) in the general meeting to obtain the shareholders' approval for the Proposed Shareholders' Mandate, the interested Director(s), interested Major Shareholder(s), interested person(s) connected with a Director or Major Shareholder, and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution(s) approving the RRPTs. The interested Director or interested Major Shareholder must also ensure that persons connected with them abstain from voting on the resolution(s) approving the RRPTs; and

(e) the Company immediately announces to the Bursa Securities when the actual value of a RRPT entered into by the Company and/or its subsidiaries, 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 the Company has procured the shareholders' mandate pursuant to the above, the provision of Rule 10.08 of the Listing Requirements will not apply.

EVD Group has, in the ordinary course of business, entered into certain RRPTs and it is anticipated that the companies within EVD Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are set out in Section 2.4 of this Circular.

During its 4th AGM held on 10 December 2024, the Company obtained a shareholders' mandate for RRPTs. However, on 20 February 2025, the Company announced a change in its financial year end from 30 June to 31 December, resulting in an extended 18-month financial period from 1 July 2024 to 31 December 2025. Consequently, the aforesaid RRPT mandate expired in accordance with the Rule 3.1.4(b), Guidance Note 8 of the Listing Requirements. Accordingly, the Company is now seeking a new RRPT mandate following the expiry of the previous mandate.

In this regard, the Board proposes to seek your approval for the Proposed Shareholders' Mandate for the RRPTs to be entered into by EVD Group, which are necessary for the day-to-day operations of EVD Group, and are based on normal commercial terms at arms' length basis which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders.

2.2 Validity Period of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate, if approved by the shareholders of the Company at the forthcoming EGM, will take effect immediately from the date of the passing of the ordinary resolution at the EGM and shall continue to be in force until:

(a) the conclusion of the next AGM of the Company following the forthcoming EGM at which such ordinary resolution is passed to effect the Proposed Shareholders' Mandate, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or

(b) the expiration of the period within which the next AGM after the date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) the Proposed Shareholders' Mandate is revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.

2.3 Principal Activities of EVD Group

The principal activity of the Company is investment holding while the principal activities of its subsidiaries are as follows:

Name of Company	Effective equity interest (%)	Principal activity
EV-Dynamic Sdn. Bhd.	100	Engaged in the provision of information and communications technology system solutions for transportation infrastructure, integrated security system and engineering services.
EVDE	100	Information and communications technology system solutions provider focuses primarily on the transportation system solutions, healthcare and security system solutions.
iDimension Consolidated Sdn. Bhd.	100	Engaged in investment holding and provision of management services.
EVD Global Pte. Ltd.	100	Engaged as turnkey and procurement centre for engineering equipment and products including software and hardware used in surveillance system and integrated security system.
EVD Technology Sdn. Bhd.	51	Engaged in the business of big data analytics services, including operation, monitoring, services and maintenance, research and development and aviation information system.

2.4 RRPTs under the Proposed Shareholders' Mandate

2.4.1 Principal Activities of the Related Parties

The principal activities of the Related Parties are as follows:

Related Parties	Principal Activity	Nature of relationship between the Group and the Related Parties
SFN Group	Sing Foong Niap Engineering Sdn. Bhd.: - Engaged in construction works. SFN Education Sdn. Bhd.: - Provide education services	DWSK is a director of Sing Foong Niap Engineering Sdn. Bhd. and SFN Education Sdn. Bhd. He holds a 99.17% equity interest in Sing Foong Niap Engineering Sdn. Bhd. and is deemed to have an indirect 100% equity interest in SFN Education Sdn. Bhd. pursuant to Section 8 of the Act. He is also a director and having a 28.82% equity interest in EVD as at the LPD.
ATS	Provides total solutions in the Data and Voice Structured cabling, Networking Solutions, Security System Services and also Site Preparation Works for Computer Room.	WKS is a director of ATS and having a 50% equity interest in ATS. He is also a director in EVD, EV-Dynamic Sdn. Bhd. and EVDE.

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2.4.2 Nature of the RRPTs contemplated under the Proposed Shareholders' Mandate

The RRPTs entered/to be entered into under the Proposed Shareholders' Mandate are as follows:

Related Party	Transacting Party	Nature of RRPTs	[1] Interested Director / Major Shareholder	[2] Estimated value from the date of the forthcoming EGM up to the date of the next AGM RM'000	[2] Estimated value of the transaction from LPD up to the forthcoming EGM RM'000	Actual value transacted from 1.1.2026 to LPD ("Actual Value") RM'000
Recipient: SFN Group	Provider: EVDE	M&E works such as installation of fire protection services, fibre optic and data cabling as well as electrical works and extra low voltage integration solutions. [3]	DWSK	22,200	NIL	NIL

For shareholders' information, the aggregate value of the RRPTs transacted between Sing Foong Niap Engineering Sdn. Bhd. and EVDE from the date of the last AGM held on 10 December 2024 to 31 December 2025 (expiry date of previous mandate) amounted to RM4.435 million. The amount did not exceed the estimated value disclosed in the preceding circular dated 30 October 2024.

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Related Party	Transacting Party	Nature of RRPTs	[1] Interested Director	[2] Estimated value from the date of the forthcoming EGM up to the date of the next AGM RM'000	[2] Estimated value of the transaction from LPD up to the forthcoming EGM RM'000	Actual value transacted from 1.1.2026 to LPD ("Actual Value") RM'000
Provider: ATS	Recipient: EVDE	To supply, deliver, lay, testing and commissioning of structure cabling. [4]	WKS	320	NIL	NIL
Provider: ATS	Recipient: EV-Dynamic Sdn. Bhd.	To supply, deliver, lay, testing and commissioning of structure cabling works for Smart Building System Integrator. [5]	WKS	250	NIL	138 [6]

For shareholders' information, no RRPT was transacted between ATS and EVDE from the date of the last AGM held on 10 December 2024 to 31 December 2025 (being the expiry date of previous mandate). During the same period, the aggregate value of the RRPTs transacted between ATS and EV-Dynamic Sdn. Bhd. amounted to RM584,000, which did not exceed the estimated value stated in the preceding circular dated 30 October 2024.

Notes:-

(1) The nature of the relationship of the Interested Directors with the Group and the Related Parties are stated under Section 2.4.1 above.

(2) These figures were estimated by management based on the existing projects in hand as set out in notes (3) to (5) as well as forecasted future projects, and thus, the actual value of such RRPTs may differ from the estimated value disclosed above.

(3) M&E works include for the following projects:

(i) installation of fire protection services, fibre optic and data cabling as well as electrical works for a waste paper warehouse, including its coal warehouse, office and distribution room, owned by BERT located at PT 33743 to PT 33747, Kawasan Perindustrian Mahkota, Mukim Tanjong Dua Belas, Daerah Kuala Langat, Selangor Darul Ehsan, for a total contract sum of RM3,515,203.88; and

(ii) installation of fire protection services, fibre optic and data cabling as well as electrical works for the power generation facility of a recycle pulp and packaging paper plant of BERT located at Lot 71922 (PT 41097) and 10534 (PT 473), Mahkota Industrial Park, Banting, Mukim Tanjung Dua Belas, Daerah Kuala Langat, Selangor Darul Ehsan, for a total contract sum of RM15,982,229.13.

(4) Structure cabling works include for the power generation facility of recycle pulp and packaging paper plants of BERT located at:

(i) PT 33743 to PT 33747, Kawasan Perindustrian Mahkota, Mukim Tanjong Dua Belas, Daerah Kuala Langat, Selangor Darul Ehsan, for a contract sum of RM272,355.50; and

(ii) Lot 71922 (PT41097) and 10534 (PT 473), Mahkota Industrial Park, Banting, Mukim Tanjung Dua Belas, Daerah Kuala Langat, Selangor Darul Ehsan, for a contract sum of RM319,608.00.

(5) Structure cabling works for Smart Building System Integrator at Sunway South Quay Square, for a contract sum of RM1,219,796.00

(6) The percentage ratio of the RRPTs transacted during the period from 1.1.2026 to LPD is 0.23%, based on the latest audited financial statements of the Company for the financial period ended 31 December 2025.

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2.5 Amount owing by the Related Parties pursuant to the RRPTs

There was no outstanding amount due and owing to the Group by the Related Parties pursuant to the RRPTs referred to in Section 2.4 above which exceeded the credit terms.

2.6 Review Procedures for the RRPTs

Below are the methods or procedures undertaken by the Group to ensure that the RRPTs contemplated are undertaken on transaction prices on arm's length basis, on normal commercial terms consistent with the Group's usual business practices and on terms not more favourable to the Related Party(ies) than those generally available to the public and are not to the detriment of the minority shareholders of the Company:

(a) The Group's pricing for the goods and sub contract works to be supplied or provided is negotiated between the Group and the Related Party(ies) based on prevailing market prices for the goods and sub contract works are consistent with the prices as agreed with unrelated third parties;

(b) at least two (2) other contemporaneous transaction with unrelated third parties for similar products/services and/or quantities will be used as comparison, whenever possible, to determine whether the price and terms offered to by the Related Party(ies) are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similarly type of products/services and/or quantities;

(c) where quotations or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be reviewed by the Group based on usual business practice to ensure that the RRPTs are not detrimental to the Group;

(d) the thresholds for approvals of RRPTs are consistent with those transactions entered into with unrelated third parties. EVD Group has in place internal levels of authority governing all business transactions. Since the RRPTs are conducted in the ordinary course of business, these are also covered under the same levels of authority. The RRPTs within the Group are subject to the approval of the heads of the relevant operating divisions or such persons to whom they may delegate such power, subject always to the Group's policies that may be issued from time to time. However, all RRPTs for purchases of goods and services are subject to review by the Audit and Risk Management Committee for recommendation to the Board for approval;

(e) All RRPTs are being reviewed as follows :

Award of Contracts for Works / Suppliers / Services:
Project budget / contract value
(i) Up to RM100,000 : To be approved by Tender Committee^
(ii) RM100,001 – RM5,000,000 : To be approved by Managing Director ("MD")#
(iii) Above RM5,000,000 : To be reviewed by the Audit and Risk Management Committee ("ARMC") and recommend to the Board for approval.

^ The Tender Committee comprises: (1) MD, (2) Executive Director ("ED"), (3) Head of Department, Operations / Project / Contract & Commercial; and (4) Chief Financial Officer.
# In the absence of MD, ED will approve.

We refer to the RRPTs as disclosed in Section 2.4.2 above:

(1) RRPTs to be entered into with the SFN Group will be reviewed by the ARMC and recommended to the Board for approval.

(2) RRPTs to be entered into with ATS will be approved by the MD or, in the absence of the MD, by the ED.

(f) In the event any Related Party(ies) has direct and/or indirect interest in the RRPT(s), the Related Party(ies) shall abstain from all deliberations and voting in respect of the such RRPT(s); and

(g) in the event that a member of the Audit and Risk Management Committee has direct and/or indirect interest in the RRPT(s), that member shall abstain from all deliberations and voting at the Audit and Risk Management Committee's meeting in respect of such RRPTs.

2.7 Disclosures of RRPTs

Disclosures will be made in the Company's Annual Report on the breakdown of the aggregate value of the RRPTs made pursuant to the Proposed Shareholders' Mandate during the financial year, amongst others, based on the following information:

(a) types of RRPTs made; and

(b) names of the Related Parties involved in each type of the RRPT and their relationship with the Group.

3.0 RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate serves to:

(a) facilitate future RRPTs to be entered into by the Group, which are in its ordinary course of business and to be undertaken on commercial terms and on terms not more favourable to the Related Parties than those generally available to and/or from the public, where applicable, and, in the Company's opinion, not detrimental to its minority shareholders;

(b) enhance the Group's ability to pursue business opportunities which are time-sensitive in nature and eliminate the need for the Company to convene a separate general meeting to seek shareholders' approval for each RRPT; and

(c) reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow resources to be channelled towards attaining other corporate objectives.

4.0 STATEMENT BY AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee has seen and reviewed the guidelines and procedures set out in section 2.6 above and is of the view that they are:

(a) adequate and sufficient to monitor, track and identify RRPTs in a timely and orderly manner, and these procedures and processes are reviewed on quarterly basis; and

(b) sufficient to ensure that the RRPTs will be carried out on arm's length basis and on normal commercial terms which will not be more favourable to the Related Parties than those generally available to the public and will not be detrimental to the interest of the Company and its minority shareholders.

5.0 EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any material impact on the share capital, substantial shareholders' shareholdings, earnings, gearing and net assets of EVD Group.

6.0 APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of the Company at the forthcoming EGM.

7.0 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save as disclosed below, none of the directors and major shareholders of the Company, and/or persons connected with them has any interest, direct or indirect, in the Proposed Shareholders' Mandate:

(a) DWSK, who is deemed interested by virtue of his interest in SFN Group and EVD as detailed in section 2.4.1 of this Circular, is an Interested Director and Interested Major Shareholder; and

(b) WKS, who is deemed interested by virtue of his interest in ATS, EVDE, EV-Dynamic Sdn. Bhd. and EVD as detailed in section 2.4.1 of this Circular, is an Interested Director.

Accordingly, the Interested Directors have abstained and will continue to abstain from deliberating and voting on the Proposed Shareholders' Mandate at the relevant board meetings of the Company. In addition, the Interested Directors and Interested Major Shareholder will also abstain from voting in respect of their direct and/or indirect shareholdings in the Company, if any, on the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming EGM. The Interested Directors and Interested Major Shareholder have also undertaken to ensure that the persons connected with them, if any, will abstain from voting in respect of their direct and/or indirect shareholdings in the Company, if any, on the resolution pertaining to the Proposed Shareholders' Mandate (where relevant) at the forthcoming EGM of the Company.

The shareholdings of the Interested Directors and Interested Major Shareholder in the Company as at the LPD are as follows:

	Direct		Indirect	
Interested Director and Interested Major Shareholder	**No. of Shares**	**%**	**No. of Shares**	**%**
DWSK	129,450,001	28.82	-	-
Interested Director				
WKS	-	-	-	-

8.0 DIRECTORS' STATEMENT AND RECOMMENDATION

The Directors (save for the Interested Directors), having considered the rationale and benefits of the Proposed Shareholders' Mandate and after careful deliberation, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and its shareholders. Accordingly, the Board (save for the Interested Directors) recommend that you vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming EGM of the Company.

9.0 EGM

The forthcoming EGM, the notice of which is enclosed in this Circular, will be held at President's Room, Royal Selangor Club, 1 Jalan Raja, 50050 Kuala Lumpur, Wilayah Persekutuan on Thursday, 25 June 2026 at 3:30 p.m. or immediately after the conclusion of the 5th AGM of the Company, whichever is the later, for the purpose of considering and, if thought fit, passing, inter alia, the ordinary resolution set out in the Notice of the EGM, to give effect to the Proposed New Shareholders' Mandate.

If you are unable to participate and vote at the EGM and wish to appoint proxy(ies), you should complete, sign and return the Proxy Form in accordance with the instructions printed therein as soon as possible so as to arrive at the share registrar's office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not later than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof. The lodgement of the Proxy Form will not preclude you from attending and voting at the EGM should you subsequently wish to do so. Please refer to the Notice of the EGM for further information on the meeting.

10.0 FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I of this Circular for further information.

Yours faithfully,
For and on behalf of the Board
EVD BERHAD

DATO' SRI DR SHAHRIL BIN MOKHTAR
Independent Non-Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given 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 in this Circular misleading.

2. MATERIAL CONTRACTS

As at the LPD, the Group has not entered into any material contract (not being contracts entered into in the ordinary course of business) within the two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, save as disclosed below, EVD Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board has no knowledge of any proceedings pending or threatened against the Group or any facts which are likely to give rise to any proceedings, which may materially and adversely affect the business or financial position of the EVD Group:

(a) **Civil Suit between EVDE and North Line Eng (M) Sdn Bhd ("North Line")**

On 29 November 2023, North Line commenced legal proceedings against EVDE in the Kuala Lumpur Sessions Court, claiming an aggregate claimed amount of RM600,292.00 (inclusive of interest).

North Line's solicitors thereafter had on 11 December 2025 filed a Notice of Discontinuance to discontinue the legal proceedings against EVDE, with liberty to file afresh and with no order as to costs.

(b) **Notice of Adjudication by FastFix Sdn. Bhd. ("FastFix") against EVDE**

On 3 September 2025, EVDE was served with a Notice of Adjudication pursuant to Section 7 and 8 of the Construction Industry Payment and Adjudication Act 2012 ("CIPAA 2012") by FastFix, for a claimed amount of RM807,870.33 purportedly due and owing to FastFix.

On 10 October 2025, EVDE was served with a Letter of Acceptance by Asian International Arbitration Centre in respect of the appointment of the adjudicator to the adjudication proceedings.

On 4 November 2025, EVDE was subsequently served with an Adjudication Claim pursuant to Section 9 of the CIPAA 2012 by Fastfix through its solicitors.

On 5 November 2025, Fastfix, through its solicitors, made an application to the Adjudicator pursuant to Section 25(p) of CIPAA 2012 to place the adjudication proceedings on hold until 1 December 2025 pending negotiations towards a proposed amicable settlement between the parties.

EVDE was served with a Notice of Withdrawal of Adjudication Claim / Proceedings dated 5 December 2025, issued by FastFix's solicitors pursuant to Section 17(1) of the CIPAA 2012, whereby EVDE and Fastfix have amicably resolved the disputes.

(c) **Winding Up Petition served by Exypnos Engineering Sdn Bhd against EVDE**

On 25 September 2025, Exypnos Engineering Sdn Bhd ("Exypnos") served a Winding Up Petition dated 22 September 2025 against EVDE. Exypnos claimed that EVDE has failed to honour the terms under a Settlement Agreement dated 12 July 2024, leaving an outstanding balance of RM627,000.00.

At the High Court hearing held on 10 December 2025, the High Court ordered that the Winding-Up Petition dated 22 September 2025 be struck out with liberty to file afresh and with no order as to costs.

(d) **Civil Suit between Saiyo Technologies (Malaysia) Sdn. Bhd. against EV-Dynamic Sdn. Bhd.**

On 18 December 2025, Saiyo Technologies (Malaysia) Sdn. Bhd. ("STMSB" or "Plaintiff") commenced legal proceedings against EV-Dynamic Sdn. Bhd. ("EV-Dynamic") in the Shah Alam High Court, claiming a sum of RM2.5 million allegedly for works purportedly carried out by STMSB.

On 16 January 2026, EV-Dynamic, through its solicitors, filed the relevant Statement of Defence.

On 2 April 2026, STMSB's solicitors had informed the Court of the Plaintiff's intention to amend the Statement of Claim. Accordingly, the Court gave the following directions:

1. The Plaintiff is to file its application to amend by 4 May 2026, with further directions to be given at the next case management in respect of the Amendment application;
2. The case management for the main suit (Encl 1) was fixed on 29 July 2026; and
3. The trial dates were fixed on 17-21 July 2028.

(e) **Yap Engineering & Trading (M) Sdn. Bhd. served EVDE with a Statutory Notice pursuant to Sections 465 and 466 of the Act**

On 2 January 2026, Yap Engineering & Trading (M) Sdn. Bhd. ("YET") served EVDE with a Statutory Notice dated 2 January 2026 pursuant to Sections 465 and 466 of the Act ("Notice") in respect of an alleged outstanding sum of RM938,980.27.

EVDE responded to the Notice by way of letters dated 16 January 2026 and 22 January 2026, denying and disputing the alleged outstanding sum claimed by YET.

As at the LPD, there have been no further developments in this matter.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents (or copies of the said documents) are available for inspection during normal business hours (except public holidays) at the Registered Office of the Company located at Unit 521, 5th Floor, Lobby 6, Block A, Damansara Intan, No. 1, Jalan SS20/27, 47400 Petaling Jaya, Selangor Darul Ehsan, Malaysia from the date of this Circular up to and including the date of the forthcoming EGM:

(a) the Constitution of the Company;
(b) the audited financial statements of the Company for past two (2) financial year/period ended 30 June 2024 and 31 December 2025;
(c) The latest unaudited results of the Company for the financial period ended 31 March 2026; and
(d) the relevant cause papers in respect of the material litigation referred to in Section 3 of this Appendix I.

EVD BERHAD

Registration No. 201901045325 (1354655-D)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of EVD Berhad ("**EVD**" or the "**Company**") will be held at President's Room, Royal Selangor Club, 1 Jalan Raja, 50050 Kuala Lumpur, Wilayah Persekutuan on Thursday, 25 June 2026 at 3:30 p.m. or immediately after the conclusion of the Fifth Annual General Meeting of the Company to be held on the same day at 2:30 p.m., whichever is the later, or at any adjourned thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:

A G E N D A

ORDINARY RESOLUTION
PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

"**THAT** approval be and is hereby given in line with Rule 10.09 of the ACE Market Listing Requirements, for the Company and its subsidiaries ("**Group**") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature from time to time with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 10 June 2026 in relation to the Proposed Shareholders' Mandate, provided that:

(a) such arrangements and/or transactions are necessary for the Group's day-to-day operations;

(b) such arrangements and/or transactions undertaken are in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to third party;

(c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and

(d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:

    (i) the related transacting parties and their respective relationship with the Company; and

    (ii) the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

(a) the conclusion of the next Annual General Meeting ("**AGM**"), unless the authority is renewed by a resolution passed at the next AGM; or

(b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

(c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may deem fit, necessary, expedient and/or appropriate in order to implement the Proposed Shareholders' Mandate, with full power to assent to all or any conditions, variations, modifications and/ or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Shareholders' Mandate in the best interest of the Company."

By Order of the Board

KHOO MING SIANG (MAICSA 7034037) (SSM PC No. 202208000150)
Company Secretary

Selangor Darul Ehsan
10 June 2026

NOTES:

(I) GENERAL MEETING RECORD OF DEPOSITORS

In respect of deposited securities, only members whose names appear in the Record of Depositors as at 18 June 2026 shall be eligible to attend, participate, speak and vote at the EGM.

(II) APPOINTMENT OF PROXY

1. A member who is entitled to attend, participate, speak and vote at the EGM shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the EGM in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointment shall be invalid.

2. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM. However, if the appointor or representative attend and vote on a resolution, the proxy or attorney must not vote.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.

4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

5. 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 multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.

6. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

7. Last date and time for lodging the proxy form is Tuesday, 23 June 2026 at 3:30 p.m.

8. To be valid, the instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof at which the person named in the appointment proposes to vote.

9. Pursuant to Rule 8.31A(1) of the Listing Requirements of Bursa Securities, the resolution set out in this Notice of the EGM will be put to vote by poll.

PERSONAL DATA PRIVACY:

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.*

EVD BERHAD
Registration No. 201901045325 (1354655-D)
(Incorporated in Malaysia)

PROXY FORM

No. of shares held	
CDS Account No.	

I/We____Tel:________________________
[Full name in block letters, NRIC/Passport/Company No.]

of ____

being a member of **EVD BERHAD ("EVD")**, hereby appoint:

Full Name (in Block Letters)	NRIC/ Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address Email Address:			

and/or*(*delete as appropriate)

Full Name (in Block Letters)	NRIC/ Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address Email Address:			

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting ("**EGM**") of the Company to be held at President's Room, Royal Selangor Club, 1 Jalan Raja, 50050 Kuala Lumpur, Wilayah Persekutuan on Thursday, 25 June 2026 at 3:30 p.m. or immediately after the conclusion of the Fifth Annual General Meeting of the Company to be held on the same day at 2:30 p.m., whichever is the later, or at any adjournment thereof, and to vote as indicated below:

(Please indicate with a "√" or "X" in the space provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy may vote or abstain from voting at his/her discretion).

	FIRST PROXY		**SECOND PROXY**	
	For	**Against**	**For**	**Against**
RESOLUTION				
Ordinary Resolution – Proposed Shareholders' Mandate				

Dated this ___________ day of _____________________ 2026

……………………..……………………………
Signature /Common Seal of member

NOTES:

APPOINTMENT OF PROXY

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2. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM. However, if the appointer or representative attend and vote on a resolution, the proxy or attorney must not vote.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.

4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

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PLEASE FOLD HERE

Affix
stamp

EVD BERHAD
c/o Share Registrar
Securities Services (Holdings) Sdn Bhd
Level 7, Menara Milenium, Jalan Damanlela
Pusat Bandar Damansara, Damansara Heights
50490 Kuala Lumpur, Wilayah Persekutuan

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