NationGate

NATIONGATE HOLDINGS BERHAD
Registration No. 202101004230 (1404529-K)

# PROXY FORM

| CDS Account No. |
|---|
| |

| No. of shares held |
|---|
| |

I / We _____ Tel : _____
[Full name in Block, NRIC/Passport/Company No.]

of _____
(Full Address)

_____

being member(s) of **NATIONGATE HOLDINGS BERHAD**, hereby appoint:

| Full Name (in block) | NRIC/Passport No. | Proportion of Shareholdings | |
|---|---|---|---|
| | | No. of Shares | % |
| Address | | | |

and / or* (delete as appropriate)

| Full Name (in block) | NRIC/Passport No. | Proportion of Shareholdings | |
|---|---|---|---|
| | | No. of Shares | % |
| Address | | | |

or failing him*, the Chairman of the Meeting, as *my/our proxy to vote for me/us and on my/our behalf at the 5th Annual General Meeting ("AGM" or "5th AGM") of the Company to be held at The Light 1, Level 1, The Light Hotel Penang, Lebuh Tenggiri 2, 13700 Seberang Jaya, Pulau Pinang on Thursday, 28 May 2026 at 11.00 a.m. or any adjournment thereof, and to vote as indicated below:

**AGENDA**

| To receive the Audited Financial Statements for the financial year ended 31 December 2025 and the Reports of the Directors and Auditors thereon | | | |
|---|---|---|---|
| | | For | Against |
| Ordinary Resolution | | | |
| 1. | Re-election of Dato' Seri Wong Siew Hai as Director | | |
| 2. | Re-election of Dato' Faiza Binti Zulkifli as Director | | |
| 3. | Re-appointment of Grant Thornton Malaysia PLT as Auditors | | |
| 4. | Approval of payment of Directors' fees | | |
| 5. | Approval of payment of Directors' benefits | | |
| 6. | Authority to allot and issue shares | | |
| 7. | Proposed New and Renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature | | |

*Please indicate with an "**X**" in the spaces provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he thinks fit.*

Signed this day of

_____
Signature*
**Member**

**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 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) A member entitled to attend and vote at this AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.*
*(2) 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.*
*(3) 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.*
*(4) Where a member appoints two (2) proxies, the appointment shall be invalid unless the proportion of shareholdings to be represented by each proxy are specified in the instrument appointing the proxies.*
*(5) For the purpose of determining who shall be entitled to participate in this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 19 May 2026. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM or appoint a proxy to participate, speak and vote on his/her/its behalf.*

*(6) 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 twenty-four (24) hours before the time appointed for holding the AGM or adjourned AGM 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, this proxy form must be deposited at the registered office of the Company situated at 51-8-A Menara BHL, Jalan Sultan Ahmad Shah, 10050 Georgetown, Pulau Pinang.*

*(ii) By electronic means via email*

*The Proxy Form can be electronically lodged via Vistra Share Registry and IPO (MY) portal ("The Portal") at https://srmy.vistra.com. Please refer to the Administrative Guide for the 5th AGM on the procedures for electronic lodgement of the Proxy Form.*

*(7) 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 51-8-A Menara BHL, Jalan Sultan Ahmad Shah, 10050 Georgetown, Pulau Pinang not less than twenty-four (24) hours before the time appointed for holding the AGM or adjourned AGM 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.*

*(8) Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.*

*(9) Last date and time for lodging the proxy form is on Wednesday, 27 May 2026 at 11.00 a.m..*

**PERSONAL DATA POLICY**

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, and any adjournment thereof.

*Fold along this line*

Affix
Postage
Stamp

The Secretary
**NATIONGATE HOLDINGS BERHAD**
202101004230 (1404529-K)

51-8-A Menara BHL,
Jalan Sultan Ahmad Shah,
10050 Georgetown,
Pulau Pinang, Malaysia

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