

AXTERIA GROUP BERHAD (“AGB”)
Registration No.199901021765 (496665-W)
(Incorporated in Malaysia)

Minutes of the Twenty-Sixth (26th) Annual General Meeting (“AGM” or the “Meeting”) of the Company held at Event Hall, Daiman 18 Golf Club, No. 18, Jalan Pesona, Taman Johor Jaya, 81100 Johor Bahru, Johor Darul Takzim on Friday, 30 May 2025 at 10.00 a.m.

- Present : The attendance below was as per Attendance List of Directors, Principal Officer and Company Secretary in “Annexure 1”.
- : Mr. Mok Juan Chek (“Mr. Mok” or the “Chairman”)
- : Dato Abdullah Bin Abdul Mannan (Non-Independent Non-Executive Deputy Chairman)
- : Mr. Woo Wai Onn @ Foo Wai Onn (Group Managing Director)
- : Mr. Kenny Woo Chi Yoong (or “Mr. Kenny”) (Executive Director)
- : Ms. Ng Lee Thin (Independent Non-Executive Director)
- : Mr. Kevin Low Ee Ming (Independent Non-Executive Director)
- : Ms. Yap Yung Chien (Independent Non-Executive Director)
- : Mr. Yau Yin Wee (Independent Non-Executive Director)
- : Ms. Sea Hong Peng (“Ms. Sea”) (Chief Financial Officer) (or “CFO”)
- : Mr. Tan Fong Chong (Group Finance Manager)
- In Attendance : Ms. Pang Kah Man (Company Secretary)

The attendance of shareholders/proxies and others was as per the summary of Attendance List in “Annexure 2”.

1. CHAIRMAN OF THE MEETING

Mr. Mok, the Board Chairman, presided as Chairman of the Meeting.

2. QUORUM

The quorum for the Meeting was confirmed as present by the Company Secretary.

3. NOTICE OF THE MEETING

The Notice convening this Meeting (or “Notice of AGM”) had been sent to all shareholders within the prescribed time.

4. PRELIMINARY OF THE MEETING

- 4.1 Before the Meeting dealt with the business on hand, the Chairman briefed the Meeting that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a listed corporation must, among others, ensure that any resolution set out in the notice of any general meeting be voted by poll. For that purpose, Tricor Investor & Issuing House Services Sdn. Bhd (“Tricor”) was appointed as the Poll Administrator and MK Advisory Management was appointed as the Independent Scrutineer.

- 4.2 The Chairman further briefed the shareholders and proxies of their rights to speak and vote on the resolutions set out in the AGM Notice.
- 4.3 Questions which were similar or repetitive would not be repeated. For those questions which were not answered, the response would be posted on the Company's website together with the proceedings of the AGM within thirty (30) business days from the date of meeting as promulgated by Practice 13.6 of the Malaysia Code on Corporate Governance 2021 (the "Code").
- 4.4 The Meeting was notified that as there was no legal requirement for a proposed resolution to be seconded, the Chairman would take the Meeting through each item on the Agenda. Without any objection from the floor, the Chairman proceeded with the business on hand.

5. RECEIPT OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

Noted : The motion was put for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 (or "the Act") and the Company's Constitution did not require a formal approval of the shareholders.

Resolved : THAT the Audited Financial Statements of the Company for the financial year ended 31 December (or "FYE") 2024 together with the Reports of the Directors' and Auditors' thereon be hereby received.

**6. AGENDA 2 (A) (ORDINARY RESOLUTION NO.1)
PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM RM434,700.00**

Noted : The agenda was in relation to the payment of Directors' fees amounting to RM434,700.00 in respect of FYE 2025 and up to the next AGM, to be paid monthly in arrears.

**7. AGENDA 2 (B) (ORDINARY RESOLUTION NO. 2)
PAYMENT OF DIRECTORS' BENEFITS OF UP TO RM606,000.00**

Noted : The agenda was in relation to the payment of Directors' benefits of up to RM606,000.00 for the period from 1 July 2025 to 30 June 2026, to be paid monthly in arrears.

**8. AGENDA 3 (ORDINARY RESOLUTIONS NO. 3 & 4)
RE-ELECTION OF MR. WOO WAI ONN @ FOO WAI ONN AND MS. NG LEE THIN AS DIRECTORS OF THE COMPANY**

Noted : The third item of the Agenda was related to the re-election of Mr. Woo Wai Onn @ Foo Wai Onn and Ms. Ng Lee Thin as Directors of the Company who retired in accordance with Clause 105(1) of the Company's Constitution and, being eligible, had offered themselves for re-election.

**9. AGENDA 4 (ORDINARY RESOLUTION NO. 5)
RE-ELECTION OF MR. KENNY WOO CHI YOONG AS DIRECTOR OF THE COMPANY**

Noted : The fourth item of the Agenda was in relation to re-election of Mr. Kenny Woo Chi Yoong as Director of the Company who retired in accordance with Clause 114 of the Company's Constitution and, being eligible, had offered himself for re-election.

**10. AGENDA 5 (ORDINARY RESOLUTION NO. 6)
RE-APPOINTMENT OF THE AUDITORS, CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

Noted : The fifth item of the Agenda was in relation to the re-appointment of the auditors. The Audit and Risk Management Committee ("ARMC") had earlier undertaken an assessment of the suitability, objectivity, independence and quality of services of the retiring auditors, Crowe Malaysia PLT throughout the conduct of the audit engagement. Having satisfied with the results of the assessment, the ARMC recommended the motion on re-appointment of Crowe Malaysia PLT for the ensuing year.

Accordingly, the Board endorsed the recommendation for the shareholders' approval and Crowe Malaysia PLT had also indicated their willingness to continue in office.

**11. AGENDA 6 (ORDINARY RESOLUTION NO. 7 - SPECIAL BUSINESS)
AUTHORITY TO ISSUE SHARES AND WAIVER OF PRE-EMPTIVE RIGHTS OVER SHARES PURSUANT TO THE COMPANIES ACT 2016**

Noted : The sixth item of the Agenda was to approve ordinary resolution 7 tabled as Special Business on authority for the Directors to allot and issue shares from time to time provided that the aggregate number of shares allotted pursuant to this resolution did not exceed ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company.

The details of the new shares allotted and issued under the previous mandate up to the Notice of AGM and the utilisation of the proceeds were outlined in the Annual Report 2024.

**12. AGENDA 7 (ORDINARY RESOLUTION NO. 8 - SPECIAL BUSINESS)
PROPOSED SHAREHOLDERS' MANDATE FOR NEW RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE ("RRPT")**

Noted : The proposed resolution, if passed, would authorise AGB Group to enter into new RRPT which were necessary for AGB Group's day-to-day operations with the respective specified classes of the Related Parties, subject to the transactions being entered into on terms which were not more favourable to the Related Parties involved than generally available to the public and were not detrimental to the minority shareholders of the Company. The Proposed Shareholders' Mandate was subject to renewal on an annual basis.

13. OTHER BUSINESS

- 13.1 The Chairman sought confirmation from the Company Secretary that the Company had not received any notice for transaction of any other business which had been given in accordance with the Act and the Company's Constitution.
- 13.2 Accordingly, the Chairman opened the floor for any question. With no question from the floor, the Chairman informed that the poll voting session would commence soon. The Poll Administrator was invited to brief the Meeting on the procedures for the conduct of poll and time required for counting and validation of votes casted.

14. POLL VOTING SESSION

- 14.1 The Chairman informed that the poll voting to be commenced soon with a video being played to brief the Meeting on the procedures for the conduct of poll and time required for counting and validation of votes casted.
- 14.2 The Chairman declared the voting session be closed after 5 minutes. The Meeting was informed that the Poll Administrator and the Independent Scrutineer would take approximately 15 minutes to count and validate the votes.

15. ANNOUNCEMENT OF POLL RESULTS

After the votes had been counted and verified by the Independent Scrutineer, the Chairman then called the Meeting to order at 10.40 a.m. The poll results were shown on screen as follows:

15.1 Ordinary resolution 1

	No. and Percentage of Shares
For	348,535,030 (99.9996%)
Against	1,500 (0.0004%)
Total	348,536,530 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 1 was carried as follows:

Resolved : "THAT the payment of directors' fees amounting to RM434,700.00 in respect of the financial year ending 31 December 2025 and up to the next AGM be hereby approved."

15.2 Ordinary resolution 2

	No. and Percentage of Shares
For	348,535,030 (99.9996%)
Against	1,500 (0.0004%)
Total	348,536,530 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 2 was carried as follows:

Resolved : "THAT the payment of Directors' benefits of up to RM606,000.00 for the financial period from 1 July 2025 to 30 June 2026, to be paid monthly in arrears be hereby approved."

15.3 Ordinary resolution 3

	No. and Percentage of Shares
For	348,536,530 (100%)
Against	0
Total	348,536,530 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 3 was carried as follows:

Resolved : "THAT Mr. Woo Wai Onn @ Foo Wai Onn, a Director retiring in accordance with Clause 105(1) of the Company's Constitution, be hereby re-elected as Director of the Company."

15.4 Ordinary resolution 4

	No. and Percentage of Shares
For	348,536,530 (100%)
Against	0
Total	348,536,530 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 4 was carried as follows:

Resolved : "THAT Ms. Ng Lee Thin, a Director retiring in accordance with Clause 105(1) of the Company's Constitution, be hereby re-elected as Director of the Company."

15.5 Ordinary resolution 5

	No. and Percentage of Shares
For	348,536,530 (100%)
Against	0
Total	348,536,530 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 5 was carried as follows:

Resolved : "THAT Mr. Kenny Woo Chi Yoong, a Director retiring in accordance with Clause 114 of the Company's Constitution, be hereby re-elected as Director of the Company."

15.6 Ordinary resolution 6

	No. and Percentage of Shares
For	348,536,530 (100%)
Against	0
Total	348,536,530 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 6 was carried as follows:

Resolved : "THAT the Auditors, Crowe Malaysia PLT be hereby re-appointed as auditors of the Company and the Directors be hereby authorised to fix their remuneration."

15.7 Ordinary resolution 7

	No. and Percentage of Shares
For	348,535,030 (99.996%)
Against	1,500 (0.0004%)
Total	348,536,530 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 7 was carried as follows:

Resolved : “THAT subject to the Act, the Constitution of the Company, and the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any relevant governmental or regulatory authority, the Directors of the Company be hereby empowered, pursuant to the Act, to issue and allot new ordinary shares in the Company (“Shares”), at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of Shares issued pursuant to this resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company for the time being (“General Mandate”);

AND THAT approval be hereby given for the pre-emptive rights of the shareholders of the Company under Section 85 of the Act read together with Clause 61 of the Constitution, over all the new Shares to be issued pursuant to and/or arising from the General Mandate ranking equally to the existing issued Shares, being in proportion as nearly as the circumstances admit, to the amount of the existing issued Shares held by the shareholders of the Company as at the date of issuance and allotment of such new Shares (“Pre-emptive Rights”), be irrevocably and unconditionally waived (“Waiver of Pre-emptive Rights”);

AND THAT the Company be hereby exempted from the obligation to offer such new Shares to be issued and allotted pursuant to the General Mandate to the shareholders of the Company in accordance with the Pre-emptive Rights;

AND THAT the Directors of the Company and/or the Company Secretary be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Waiver of Pre-emptive Rights for and on behalf of the Company;

AND THAT the Directors of the Company be hereby empowered to obtain the approval for the listing of, and quotation for, the additional Shares so issued on Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company.”

15.8 Ordinary resolution 8

	No. and Percentage of Shares
For	162,266,130 (99.9991%)
Against	1,500 (0.0009%)
Total	162,267,630 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 8 was carried as follows:

Resolved : “THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements (“Listing Requirement”) of Bursa Securities, approval be hereby given for the Company and its subsidiaries (“Axteria Group”) to enter into, and to give effect to, specified RRPT and with specified classes of the Related Parties as stated in Section 2.3 of the Circular to Shareholders dated 29 April 2025, which are necessary for the day-to-day operations, to be entered into by Axteria Group on the basis that these transactions are entered into on terms which are not more favourable to the related parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as the “Proposed Shareholders’ Mandate”);

THAT the Proposed Shareholders’ Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders’ Mandate shall only continue to be in force until:

- a) the conclusion of the next AGM of the Company following the general meeting at which time the Proposed Shareholders’ Mandate has been passed, at which time they will lapse, unless by a resolution passed at the meeting, the authority is renewed; 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 Act (but shall 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 in general meeting.

whichever is the earlier;

AND FURTHER THAT the Directors of the Company and/or any of them be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Shareholders’ Mandate.”

16. CONCLUSION OF MEETING

There being no further business, the Meeting ended at 10.50 a.m. with a vote of thanks to the Chair.

Confirmed as correct records:

- signed -

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Mok Juan Chek
Chairman of the Board and the AGM

Dated this 15 July 2025