

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

Minutes of the Twenty-Seventh (27<sup>th</sup>) 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 Tuesday, 26 May 2026 at 10.00 a.m.

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Present	:	The attendance below was as per Attendance List of Directors, Principal Officer and Company Secretary in “Annexure 1”.
	:	Dato' Sri Zaini Bin Jass (“Dato' Sri Zaini” or the “Chairman”)
	:	Mr. Woo Wai Onn @ Foo Wai Onn (Group Managing Director)
	:	Mr. Kenny Woo Chi Yoong (or “Mr. Kenny”) (Executive Director)
		Mr. Ku Chong Hong (or “Mr. Ku”) (Executive Director)
		Mr. Oh Bang Han (or “Mr. Eddie”) (Executive Director)
		Mr. Yau Yin Wee (or “Mr. Calvin Yau”) (Independent Non-Executive Director)
		Mr. Yak Boon Tiong (or “Mr. Yak”) (Independent Non-Executive Director)
		Mr. Wong Liang Huat (or “Mr. Derrick Wong”) (Independent Non-Executive Director)
		Dr. Dang Nguk Ling (or “Dr. Dang”) (Independent Non-Executive Director)
In Attendance	:	Ms. Pang Kah Man (Joint Secretary) Ms. Wong Chee Sheun (Joint Secretary)
		The attendance of shareholders/proxies and others was as per the summary of Attendance List in “Annexure 2”.

**1. CHAIRMAN OF THE MEETING**

Dato' Sri Zaini, 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 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON**

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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") 2025 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 RM520,500.00**

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Noted : The agenda was in relation to the payment of Directors' fees amounting to RM520,500 in respect of the financial year ending 31 December 2026 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 RM24,000.00**

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Noted : The agenda was in relation to the payment of Directors' benefits of up to RM24,000 for the financial period from 1 July 2026 up to the next AGM, to be paid monthly in arrears.

**8. AGENDA 3 (ORDINARY RESOLUTIONS NO. 3, 4, 5, 6, 7 & 8)  
RE-ELECTION OF MR. YAK BOON TIONG, MR. KU CHONG HONG, MR. OH BANG HAN, DATO' SRI ZAINI BIN JASS, MR. WONG LIANG HUAT AND DR. DANG NGUK LING AS DIRECTORS OF THE COMPANY**

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Noted : The third item of the Agenda was related to the re-election of Mr. Yak Boon Tiong, Mr. Ku Chong Hong, Mr. Oh Bang Han, Dato' Sri Zaini Bin Jass, Mr. Wong Liang Huat and Dr. Dang Nguk Ling as Directors of the Company who retired in accordance with Clause 114 of the Company's Constitution and, being eligible, had offered themselves for re-election.

**9. AGENDA 4  
RETIREMENT OF MR. YAU YIN WEE AS DIRECTOR OF THE COMPANY**

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Noted : The fourth item of the Agenda was in relation to notation of retirement of Mr. Yau Yin Wee as Director of the Company who retired in accordance with Clause 105(1) of the Company's Constitution following his decision to withdraw his candidacy for re-election on 22 May 2026.

**10. AGENDA 5 (ORDINARY RESOLUTION NO. 9)  
RE-APPOINTMENT OF THE AUDITORS, CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

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Noted : The fifth item of the Agenda was in relation to the re-appointment of the Auditors, Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

The Audit and Risk Management Committee ("ARMC") had undertaken an assessment on the qualification, independence and capability of the retiring auditors, Crowe Malaysia PLT and satisfied with the independence and capability of Crowe Malaysia PLT.

Crowe Malaysia PLT has on 22 May 2026, indicated in writing their willingness not to continue in office. Accordingly, their term of office will be expired upon the conclusion of the AGM today.

In this regard, the motion on re-appointment of Crowe Malaysia PLT will not be tabled.

The retirement is on voluntary basis and the Board is not aware of any matters that need to be brought to the attention of the shareholders of the Company.

The Management has nominated Morison LC PLT as the new Auditors of the Company. Further announcement(s) will be made by the Company in due course once the appointment is finalised by the Company.

**11. AGENDA 6 (ORDINARY RESOLUTION NO. 10 - SPECIAL BUSINESS)  
AUTHORITY TO ISSUE SHARES AND WAIVER OF PRE-EMPTIVE RIGHTS OVER SHARES PURSUANT TO THE COMPANIES ACT 2016**

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Noted : The sixth item of the Agenda was to approve ordinary resolution 10 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 mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company. This mandate will provide flexibility to the Company, without the need to convene another general meeting, for allotment of shares for any possible fundraising activities, including, but not limited to, placement of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s), should such a need or opportunity arise.

**12. OTHER BUSINESS**

- 12.1 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.
- 12.2 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.

**13. POLL VOTING SESSION**

- 13.1 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.
- 13.2 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.

**14. 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:

**14.1 Ordinary resolution 1**

	<b>No. and Percentage of Shares</b>
<b>For</b>	370,861,323 (99.9996%)
<b>Against</b>	1,500 (0.0004%)
<b>Total</b>	370,862,823 (100%)

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

Resolved : "THAT the payment of directors' fees amounting to RM520,500 in respect of the financial year ending 31 December 2026 and up to the next AGM be hereby approved."

**14.2 Ordinary resolution 2**

	<b>No. and Percentage of Shares</b>
<b>For</b>	370,861,323 (99.9996%)
<b>Against</b>	1,500 (0.0004%)
<b>Total</b>	370,862,823 (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 RM24,000 for the financial period from 1 July 2026 up to the next AGM, to be paid monthly in arrears be hereby approved."

**14.3 Ordinary resolution 3**

	<b>No. and Percentage of Shares</b>
<b>For</b>	370,861,323 (99.9996%)
<b>Against</b>	1,500 (0.0004%)
<b>Total</b>	370,862,823 (100%)

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

Resolved : "THAT Mr. Yak Boon Tiong, a Director retiring in accordance with Clause 114 of the Company's Constitution, be hereby re-elected as Director of the Company."

**14.4 Ordinary resolution 4**

	<b>No. and Percentage of Shares</b>
<b>For</b>	370,861,323 (99.9996%)
<b>Against</b>	1,500 (0.0004%)
<b>Total</b>	370,862,823 (100%)

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

Resolved : "THAT Mr. Ku Chong Hong, a Director retiring in accordance with Clause 114 of the Company's Constitution, be hereby re-elected as Director of the Company."

**14.5 Ordinary resolution 5**

	<b>No. and Percentage of Shares</b>
<b>For</b>	370,861,323 (99.9996%)
<b>Against</b>	1,500 (0.0004%)
<b>Total</b>	370,862,823 (100%)

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

Resolved : "THAT Mr. Oh Bang Han, a Director retiring in accordance with Clause 114 of the Company's Constitution, be hereby re-elected as Director of the Company."

**14.6 Ordinary resolution 6**

	<b>No. and Percentage of Shares</b>
<b>For</b>	370,861,323 (99.9996%)
<b>Against</b>	1,500 (0.0004%)
<b>Total</b>	370,862,823 (100%)

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

Resolved : "THAT Dato' Sri Zaini Bin Jass, a Director retiring in accordance with Clause 114 of the Company's Constitution, be hereby re-elected as Director of the Company."

**14.7 Ordinary resolution 7**

	<b>No. and Percentage of Shares</b>
<b>For</b>	370,861,323 (99.9996%)
<b>Against</b>	1,500 (0.0004%)
<b>Total</b>	370,862,823 (100%)

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

Resolved : “THAT Mr. Wong Liang Huat, a Director retiring in accordance with Clause 114 of the Company’s Constitution, be hereby re-elected as Director of the Company.”

**14.8 Ordinary resolution 8**

	<b>No. and Percentage of Shares</b>
<b>For</b>	370,861,323 (99.9996%)
<b>Against</b>	1,500 (0.0004%)
<b>Total</b>	370,862,823 (100%)

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

Resolved : “THAT Dr. Dang Nguk Ling, a Director retiring in accordance with Clause 114 of the Company’s Constitution, be hereby re-elected as Director of the Company.”

**14.9 Ordinary resolution 9**

	<b>No. and Percentage of Shares</b>
<b>For</b>	-
<b>Against</b>	-
<b>Total</b>	-

Ordinary Resolution 9 in relation to re-appointment of the Auditors, Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration was not tabled.

**14.10 Ordinary resolution 10**

	<b>No. and Percentage of Shares</b>
<b>For</b>	370,861,323 (99.9996%)
<b>Against</b>	1,500 (0.0004%)
<b>Total</b>	370,862,823 (100%)

In view thereof, the Chairman declared that Ordinary Resolution 10 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 Waiver of 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. CONCLUSION OF MEETING**

There being no further business, the Meeting ended at 10.45 a.m. with a vote of thanks to the Chair.

Confirmed as correct records:

-SIGNED-

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Dato' Sri Zaini Bin Jass  
Chairman of the Board and the AGM

Dated this 22 June 2026