

BWYS GROUP BERHAD
REGISTRATION NO.: 202301000310 (1494229-W)
("the Company")
(Incorporated in Malaysia)

**MINUTES OF THE SECOND ANNUAL GENERAL MEETING OF THE COMPANY HELD AT
GRAND BALLROOM, LEVEL 2, PENANG MARRIOTT HOTEL, 55 PERSIARAN GURNEY,
10250 GEORGE TOWN, PENANG ON THURSDAY, 29 MAY 2025 AT 10.00 A.M.**

Present : Directors

Dato' Saidi Bin Ismail ("**Chairman**")
Kang Beng Hai
Kang Yi Ki
Lim Chee Hoong
See Swee Sie
Teresa Tan Siew Kuan

Senior Management

Sim Kay Wah (Kenny) - Chief Financial Officer
Larry Lim Eng Sooi - Head of Corporate Governance, Affairs and Compliance
Chan Han Nee - Vice President of Operations

External Auditors, BDO PLT

Allison Ng Soe Kei
Racheal Ong Yan Xing
Tan Chun Hwa

Sponsor, M & A Securities Sdn. Bhd.

Pang Zi Qing

Internal Auditors, JWC Consulting Sdn. Bhd.

Joyce Wong Ai May
Koh Cheang Yew

Company Secretaries

Rebecca Kong Say Tsui (Company Secretary)
Quak Ei Leen - Representative from AscendServ Corporate Services Sdn. Bhd. (formerly known as AxcelServ Corporate Services Sdn. Bhd.)

Attendance of Members

The attendance of members/corporate representatives/proxies was as per the Attendance List.

CHAIRMAN

On behalf of the Board, the Company Secretary welcomed the members and attendees to the Company's Second ("**2nd**") Annual General Meeting ("**AGM**").

The Chairman then introduced the Board members, External Auditors, Sponsor and Internal Auditors to the members.

NOTICE

The notice convening the meeting, having been circulated earlier to all the members of the Company and advertised in the newspaper within the statutory period, was taken as read.

QUORUM

The Chairman informed that the Constitution of the Company required the presence of at least two members or proxies or corporate representatives to form a quorum.

Upon confirming the presence of the requisite quorum pursuant to the Company's Constitution, the Chairman called the meeting to order at 10.00 a.m.

ANNOUNCEMENT ON POLLING AND ADMINISTRATIVE MATTERS

The meeting was informed that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of the general meeting must be voted by poll.

Pursuant to the Company's Constitution, the Chairman declared that all resolutions set out in the Notice of 2nd AGM would be voted by poll, which would be conducted after all items on the agenda had been dealt with.

The Chairman briefed the members on the following:

- (1) The Company had appointed AscendServ Capital Markets Services Sdn. Bhd. as the Poll Administrator to conduct the poll voting and Commercial Quest Sdn. Bhd. as the Independent Scrutineer to verify the poll results.
- (2) The video on the voting procedures and manner to raise questions through D-Vote platform was presented to the members.

PRESENTATION BY MANAGEMENT

Before proceeding with the agenda of the meeting, Mr Sim Kay Wah, the Chief Financial Officer of the Company presented the overview of the Group for the financial year ended 31 December 2024.

The Chairman then proceeded with the business of the agenda of the 2nd AGM as follows after the presentation:

- 1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE DIRECTORS' AND THE AUDITORS' REPORTS THEREON**
 - 1.1 The Audited Financial Statements for the financial year ended 31 December 2024 ("**AFS FY 2024**"), together with the Directors' and the Auditors' Reports, having been circulated to all the members of the Company within the statutory period, were tabled before the meeting for discussion.
 - 1.2 The Chairman informed that the AFS FY 2024 was meant for discussion only and pursuant to the Companies Act 2016, the AFS FY 2024 did not require a formal approval of the members. Therefore, it was not put forward for voting.
 - 1.3 The Chairman then declared that the AFS FY 2024, together with the Directors' and the Auditors' Reports thereon, be received.
- 2. ORDINARY RESOLUTION 1 – PAYMENT OF DIRECTOR'S FEES UP TO AN AMOUNT OF RM100,000.00 FOR THE PERIOD FROM 1 AUGUST 2023 (DATE OF APPOINTMENT) TO 31 DECEMBER 2024**

The Chairman proceeded to Ordinary Resolution 1 on the approval of the payment of Director's fees up to an amount of RM100,000.00 for the period from 1 August 2023 (date

of appointment) to 31 December 2024. He put the following motion to the meeting for consideration:

“THAT the payment of Director’s fees up to an amount of RM100,000.00 for the period from 1 August 2023 (date of appointment) to 31 December 2024 be approved.”

3. ORDINARY RESOLUTION 2 – PAYMENT OF DIRECTORS’ FEES OF RM6,000.00 PER MONTH TO DATO’ SAIDI BIN ISMAIL FOR THE PERIOD FROM 1 JANUARY 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING TO BE HELD IN 2026

3.1 As the next item on the agenda is on the payment of Director’s fees to the Chairman for the period from 1 January 2025 until the next Annual General Meeting to be held in 2026, the Chairman invited Mr Lim Chee Hoong to chair the meeting for this Resolution.

3.2 Mr Lim Chee Hoong put the following motion to the meeting for consideration:

“THAT the payment of Director’s fees of RM6,000.00 per month to Dato’ Saidi bin Ismail for the period from 1 January 2025 until the next Annual General Meeting of the Company to be held in 2026 be approved.”

3.3 Mr Lim Chee Hoong then passed the chair back to the Chairman.

4. ORDINARY RESOLUTION 3 – PAYMENT OF DIRECTORS’ FEES OF RM4,000 PER MONTH TO MR LIM CHEE HOONG FOR THE PERIOD FROM 1 JANUARY 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING TO BE HELD IN 2026

Ordinary Resolution 3 concerned the payment of Directors’ fees of RM4,000.00 per month to Mr Lim Chee Hoong for the period from 1 January 2025 until the next Annual General Meeting to be held in 2026. The Chairman put the following motion to the meeting for consideration:

“THAT the payment of Directors’ fees of RM4,000.00 per month to Mr Lim Chee Hoong for the period from 1 January 2025 until the next Annual General Meeting of the Company to be held in 2026 be approved.”

5. ORDINARY RESOLUTION 4 – PAYMENT OF DIRECTORS’ FEES OF RM4,000.00 PER MONTH TO MS SEE SWEE SIE FOR THE PERIOD FROM 1 JANUARY 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2026

The Chairman proceeded to Ordinary Resolution 4 on the payment of Directors’ fees of RM4,000.00 per month to Ms See Swee Sie for the period from 1 January 2025 until the next Annual General Meeting to be held in 2026. He then put the following motion to the meeting for consideration:

“THAT the payment of Directors’ fees of RM4,000.00 per month to Ms See Swee Sie for the period from 1 January 2025 until the next Annual General Meeting of the Company to be held in 2026 be approved.”

6. ORDINARY RESOLUTION 5 – PAYMENT OF DIRECTORS’ FEES OF RM4,000.00 PER MONTH TO MS. TERESA TAN SIEW KUAN FOR THE PERIOD FROM 1 JANUARY 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING TO BE HELD IN 2026

The Chairman moved on to Ordinary Resolution 5 on the payment of Director’s fees of RM4,000.00 per month to Ms Teresa Tan Siew Kuan for the period from 1 January 2025 until the next Annual General Meeting to be held in 2026. He then put the following motion to the meeting for consideration:

“THAT the payment of Director’s fees of RM4,000.00 per month to Ms Teresa Tan Siew Kuan for the period from 1 January 2025 until the next Annual General Meeting of the Company to be held in 2026 be approved.”

7. ORDINARY RESOLUTION 6 – PAYMENT OF DIRECTORS’ BENEFITS UP TO AN AMOUNT OF RM50,000.00 FOR THE PERIOD FROM 1 AUGUST 2023 (DATE OF APPOINTMENT) TO 31 DECEMBER 2024

The Chairman proceeded to Ordinary Resolution 6 on the payment of Directors’ benefits up to an amount of RM50,000.00 for the period from 1 August 2023 (date of appointment) to 31 December 2024. He then put the following motion to the meeting for consideration:

“THAT the payment of Director’s benefits up to an amount of RM50,000.00 for the period from 1 August 2023 (date of appointment) to 31 December 2024 be approved.”

8. ORDINARY RESOLUTION 7 – PAYMENT OF DIRECTORS’ BENEFITS UP TO AN AMOUNT OF RM200,000.00 FOR THE PERIOD FROM 1 JANUARY 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2026

8.1 The Chairman continued with Ordinary Resolution 7 on the payment of Directors’ benefits up to an amount of RM200,000.00 for the period from 1 January 2025 until the next Annual General Meeting of the Company to be held in 2026.

8.2 The meeting noted that the proposed Directors’ benefits were calculated based on the current Board composition and the number of scheduled Board and Committee meetings from 1 January 2025 until the next Annual General Meeting to be held in 2026. In the event the proposed amount is insufficient due to more meetings, approval will be sought at the next Annual General Meeting for the shortfall.

8.3 The Chairman then put the following motion to the meeting for consideration:

“THAT the payment of Directors’ benefits up to an amount of RM200,000.00 for the period from 1 January 2025 until the next Annual General Meeting of the Company to be held in 2026 be approved.”

9. ORDINARY RESOLUTION 8 – RE-ELECTION OF MR KANG BENG HAI

The Chairman moved on to Ordinary Resolution 8 on the re-election of Mr Kang Beng Hai, who was retiring pursuant to Clause 95.1 of the Constitution of the Company. He then put the following motion to the meeting for consideration:

“THAT KANG BENG HAI retiring pursuant to Clause 95.1 of the Company’s Constitution and being eligible, be hereby re-elected as the Director of the Company.”

10. ORDINARY RESOLUTION 9 – RE-ELECTION OF MR LIM CHEE HOONG

The Chairman proceeded to Ordinary Resolution 9 on the re-election of Mr Lim Chee Hoong, who was retiring pursuant to Clause 95.1 of the Constitution of the Company. The Chairman then put the following motion to the meeting for consideration:

“THAT LIM CHEE HOONG retiring pursuant to Clause 95.1 of the Company’s Constitution and being eligible, be hereby re-elected as Director of the Company.”

11. ORDINARY RESOLUTION 10 – RE-APPOINTMENT OF BDO PLT AS AUDITORS OF THE COMPANY

The Chairman proceeded to next item of the agenda which was on the re-appointment of Auditors of the Company for the financial year ending 31 December 2025 and authorising the Directors to fix their remuneration. The Company's Auditors, BDO PLT, had indicated their willingness to continue in office. The following motion was put to the meeting for consideration:

"THAT BDO PLT be re-appointed as the Auditors of the Company to hold office until the conclusion of the next Annual General Meeting AND THAT the Directors be authorised to fix their remuneration."

12. ORDINARY RESOLUTION 11 – AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

12.1 The Chairman moved on to Ordinary Resolution 11 on the authority to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

12.2 The Chairman informed that Ordinary Resolution 11, if passed, will authorise the Directors of the Company, from the date of the 2nd AGM, authority to allot shares in the Company up to an amount of not more than 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the best interest of the Company. The authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

12.3 The Chairman then put the following motion to the meeting for consideration:

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, 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 Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company in a general meeting."

16. ANY OTHER BUSINESS

The Chairman informed the meeting that the Company had not received any notice to deal with any other business, for which due notice was required to be given pursuant to the Companies Act 2016 and the Constitution of the Company. The Chairman then proceeded to the question and answer ("Q&A") session.

Q&A SESSION

There was no question received during the Q&A session.

CONDUCT OF VOTING BY POLL

After having dealt with all the items on the agenda, the meeting proceeded to the voting on Ordinary Resolutions 1 to 11 by poll via D-Vote platform.

Upon closing of the voting session, the meeting adjourned for 20 minutes to facilitate the counting of votes by the Poll Administrator and verification of the results by the Independent Scrutineer.

ANNOUNCEMENT OF POLL RESULTS

The Chairman reconvened the meeting at 10.50 a.m. for the declaration of the poll results.

The poll results, which had been verified by the Independent Scrutineer, were projected on the screen for the members' information (please refer to Appendix 1 attached).

Based on the poll results, the Chairman declared Ordinary Resolutions 1 to 11 carried.

The outcome of the results of the meeting will be announced by the Company Secretary via Bursa Link on the same day.

CLOSURE

There being no further business, the meeting was closed at 10.55 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A CORRECT RECORD

CHAIRMAN

Dated:

BWYS Group Berhad

Grand Ballroom, Level 2, Penang Marriott Hotel
55 Persiaran Gurney, 10250 George Town, Penang on 29 May 2025 at 10.00 a.m.

Poll Result

Date :29/05/2025

RESOLUTION	FOR		AGAINST		Total Votes Present And Voted	%
	No. of Votes	%	No. of Votes	%		
Ordinary Resolution 1	729,538,000 29	100.000000	0 0	0.000000	729,538,000	100.000000
Ordinary Resolution 2	732,188,000 32	99.986344	100,000 1	0.013656	732,288,000	100.000000
Ordinary Resolution 3	725,966,000 28	99.136678	6,322,000 5	0.863322	732,288,000	100.000000
Ordinary Resolution 4	726,016,000 28	99.136737	6,322,000 5	0.863263	732,338,000	100.000000
Ordinary Resolution 5	726,066,000 28	99.136796	6,322,000 5	0.863204	732,388,000	100.000000
Ordinary Resolution 6	732,587,500 32	99.999932	500 2	0.000068	732,588,000	100.000000
Ordinary Resolution 7	724,265,500 26	99.134601	6,322,500 7	0.865399	730,588,000	100.000000
Ordinary Resolution 8	732,588,000 34	100.000000	0 0	0.000000	732,588,000	100.000000
Ordinary Resolution 9	728,988,000 30	99.780998	1,600,000 3	0.219002	730,588,000	100.000000
Ordinary Resolution 10	732,588,000 34	100.000000	0 0	0.000000	732,588,000	100.000000
Ordinary Resolution 11	730,587,700 32	99.999959	300 1	0.000041	730,588,000	100.000000

