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

**MINUTES OF THE THIRD ANNUAL GENERAL MEETING OF THE COMPANY HELD AT LOT 1571, JALAN SERUNAI, KAWASAN PERINDUSTRIAN VALDOR, MUKIM 12, 14200 SUNGAI BAKAP, PENANG ON TUESDAY, 30 JUNE 2026 AT 10.30 A.M.**

| | | |
|---|---|---|
| Present | : | **Directors**<br>Ms Teresa Tan Siew Kuan ("**Chairperson**")<br>Mr Kang Beng Hai<br>Ms Kang Yi Ki<br>Mr Lim Chee Hoong<br>Ms See Swee Sie |
| Absent with Apologies | : | Dato' Saidi Bin Ismail |
| By Invitation | : | **Representatives of the Company**<br>Mr Larry Lim Eng Sooi - Head of Corporate Governance, Affairs and Compliance<br>Ms Chan Han Nee - Vice President of Operations<br>Ms Cecelia Lai Pooi Chui - Finance Director<br>Ms Tan Hooi San - Group Corporate Advisor<br><br>**External Auditors, BDO PLT**<br>Mr Tan Chee Hean<br>Mr Tan Chun Hwa<br><br>**Sponsor, M & A Securities Sdn. Bhd.**<br>Mr Lew Zhen An<br><br>**Internal Auditors, JWC Consulting Sdn. Bhd.**<br>Ms Joyce Wong Ai May<br>Mr Koh Cheang Yew |
| In attendance | : | **Company Secretary**<br>Ms Rebecca Kong Say Tsui<br><br>**Representative of AscendServ Corporate Services Sdn. Bhd.**<br>Ms Quak Ei Leen |

**Attendance of Members**

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

## 1. CHAIRPERSON

On behalf of the Board of Directors, the Company Secretary welcomed the members and attendees to the Company's Third ("**3rd**") Annual General Meeting ("**AGM**").

The Board informed that Dato' Saidi Bin Ismail had extended his apologies for unable to attend the 3rd AGM due to unavoidable circumstances. Accordingly, Ms Teresa Tan Siew Kuan was appointed to chair the meeting in his stead.

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

## 2. NOTICE

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

## 3. QUORUM

The Chairperson 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 Clause 69 of the Company's Constitution, the Chairperson called the meeting to order at 10.30 a.m.

## 4. 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 Chairperson declared that all resolutions set out in the Notice of 3rd AGM would be voted by poll, which would be conducted after all items on the agenda had been dealt with.

The Chairperson 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 Chin Lee Phing 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.

## 5. PRESENTATION BY MANAGEMENT

Before proceeding with the agenda of the meeting, Ms Cecelia Lai Pooi Chui, the Finance Director of the Company presented the overview of the Group for the financial year ended 31 December 2025.

The Chairperson thanked Ms Cecelia Lai Pooi Chui for the presentation and proceeded with the business of the agenda of the 3rd AGM.

## 6. AGENDA OF THE AGM

**<u>ORDINARY BUSINESS</u>**

**AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 TOGETHER WITH THE DIRECTORS' AND THE AUDITORS' REPORTS THEREON**

The Audited Financial Statements for the financial year ended 31 December 2025 ("**AFS FY 2025**"), 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.

The Chairperson informed that the AFS FY 2025 was meant for discussion only and pursuant to the Companies Act 2016, the AFS FY 2025 did not require a formal approval of the members. Therefore, it was not put forward for voting.

The Chairperson declared that the AFS FY 2025, together with the Directors' and the Auditors' Reports thereon, be received.

**ORDINARY RESOLUTION 1 – PAYMENT OF DIRECTORS' FEES UP TO AN AMOUNT OF RM250,000.00 FOR THE PERIOD FROM 1 JULY 2026 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2027**

The Chairperson proceeded to Ordinary Resolution 1 on the approval of the payment of Directors' fees up to an amount of RM250,000.00 for the period from 1 July 2026 until the next Annual General Meeting of the Company to be held in 2027. She put the following motion to the meeting for consideration:

*"THAT the payment of Director's fees up to an amount of RM250,000.00 for the period from 1 July 2026 until the next Annual General Meeting of the Company to be held in 2027 be approved."*

**ORDINARY RESOLUTION 2 – PAYMENT OF DIRECTORS' BENEFITS UP TO AN AMOUNT OF RM150,000.00 FOR THE PERIOD FROM 1 JULY 2026 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2027**

The Chairperson proceeded to Ordinary Resolution 2 on payment of Director's benefits up to an amount of RM150,000.00 for the period from 1 July 2026 until the next Annual General Meeting to be held in 2027.

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 July 2026 until the next Annual General Meeting to be held in 2027. 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.

The Chairperson then put the following motion to the meeting for consideration:

*"THAT the payment of Director's benefits up to an amount of RM150,000.00 for the period from 1 July 2026 until the next Annual General Meeting to be held in 2027 be approved."*

**ORDINARY RESOLUTION 3 – RE-ELECTION OF MS KANG YI KI**

The Chairperson moved on to Ordinary Resolution 3 on the re-election of Ms Kang Yi Ki, who was retiring pursuant to Clause 95.1 of the Constitution of the Company, and who being eligible, offers herself for re-election. She then put the following motion to the meeting for consideration:

*"THAT KANG YI KI retiring pursuant to Clause 95.1 of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company."*

**ORDINARY RESOLUTION 4 – RE-ELECTION OF MS SEE SWEE SIE**

The Chairperson proceeded to Ordinary Resolution 4 on the re-election of Ms See Swee Sie, who was retiring pursuant to Clause 95.1 of the Constitution of the Company, and who being eligible, offers herself for re-election. She then put the following motion to the meeting for consideration:

*"THAT SEE SWEE SIE retiring pursuant to Clause 95.1 of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company."*

**ORDINARY RESOLUTION 5 – RE-APPOINTMENT OF BDO PLT AS AUDITORS OF THE COMPANY**

The Chairperson 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 2026 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."*

**SPECIAL BUSINESS**

**ORDINARY RESOLUTION 6 – AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

The Chairperson moved on to Ordinary Resolution 6 on the authority to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

The Chairperson informed that Ordinary Resolution 6, if passed, will authorise the Directors of the Company, from the date of the 3rd 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.

The Chairperson 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."*

**ANY OTHER BUSINESS**

The Chairperson 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.

## 7. QUESTION AND ANSWER SESSION

The Chairperson informed the meeting that the Company had received pre-submitted questions from shareholders. The questions posed by the shareholders and the respective responses were as follows:

**Q1: Shareholder – Mr Reevanash A/L Poravi**

**Good day to our Board Members, hope you would consider holding future AGMs on hybrid mode as outstation shareholders like me would like to exhibit our support to our Company. Otherwise full support in me appointing our Chairman as my proxy and all votes are in favour. Thank you.**

<u>Ms Cecelia Lai Pooi Chui</u>

Thank you for your suggestion and we will consider holding future AGMs on a hybrid basis to facilitate wider participation from shareholders, particularly those who are based outstation or unable to attend physically.

**Q2: Shareholder – Ms Reemarachna A/P Poravi**

**Good day to our Chairman, hope you would consider holding future AGMs on hybrid mode as outstation shareholders can show our support to our Company. My full support for this AGM in appointing our Chairman as my proxy and all votes are in the positive. Thank you.**

<u>Ms Cecelia Lai Pooi Chui</u>

Thank you for your suggestion and we will consider holding future AGMs on a hybrid basis to facilitate wider participation from shareholders, particularly those who are based outstation or unable to attend physically.

**Q3: Shareholder – Ms Mono Kari A/P Sokkalingam**

**Please consider holding future AGMs on hybrid mode. I am from Klang and I too like to participate in the AGM. Good decision in appointing DVote services. They have a beautiful platform in place now. Very convenient and so smooth in appointing our Chairman as my proxy.**

<u>Ms Cecelia Lai Pooi Chui</u>

Thank you for your suggestion and we will consider holding future AGMs on a hybrid basis to facilitate wider participation from shareholders, particularly those who are based outstation or unable to attend physically.

There was no question received from the floor relating to the agenda items of the AGM.

## 8. 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 6 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.

## 9. ANNOUNCEMENT OF POLL RESULTS

The Chairperson reconvened the meeting at 11.20 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 Chairperson declared the Ordinary Resolutions 1 to 6 carried.

## 10. CLOSURE

There being no further business, the meeting was closed at 11.23 a.m. with a vote of thanks to the Chair.

**CONFIRMED AS A CORRECT RECORD**

________________________________________

**CHAIRPERSON**

Dated:

# BWYS GROUP BERHAD

held at Lot 1571, Jalan Serunai, Kawasan Perindustrian Valdor Mukim 12, 14200 Sungai Bakap Penang

## Poll Result

Date :30/06/2026

| RESOLUTION | FOR | | AGAINST | | Total Votes Present And Voted | % |
|---|---|---|---|---|---|---|
| | No. of Votes | % | No. of Votes | % | | |
| Ordinary Resolution 1 | 745,873,800<br>42 | 100.000000 | 0<br>0 | 0.000000 | 745,873,800<br>42 | 100.000000 |
| Ordinary Resolution 2 | 746,923,800<br>46 | 100.000000 | 0<br>0 | 0.000000 | 746,923,800<br>46 | 100.000000 |
| Ordinary Resolution 3 | 746,923,800<br>46 | 100.000000 | 0<br>0 | 0.000000 | 746,923,800<br>46 | 100.000000 |
| Ordinary Resolution 4 | 746,923,800<br>46 | 100.000000 | 0<br>0 | 0.000000 | 746,923,800<br>46 | 100.000000 |
| Ordinary Resolution 5 | 746,923,800<br>46 | 100.000000 | 0<br>0 | 0.000000 | 746,923,800<br>46 | 100.000000 |
| Ordinary Resolution 6 | 746,923,300<br>44 | 99.999933 | 500<br>2 | 0.000067 | 746,923,800<br>46 | 100.000000 |

Chin Lee Phing FCIS (CS) (CGP)
MAICSA 7057836
SSM PC No. 202008000049
Date: 30.06.2026



DigitizeVote ® Report Id : R.5500-S

www.digitizevote.com