

**PIMPINAN EHSAN BERHAD**  
**REGISTRATION NO. 201601021838 (1192777-W)**  
(Incorporated in Malaysia)

**MINUTES OF THE NINTH ANNUAL GENERAL MEETING (“9<sup>TH</sup> AGM”) OF THE COMPANY  
CONDUCTED AT LEVEL 1, CONCORDE HOTEL KUALA LUMPUR, 2, JALAN SULTAN  
ISMAIL, 50250 KUALA LUMPUR, ON MONDAY, 30 JUNE 2025 AT 11.00 A.M.**

- Directors Present : Mr Jonathan Law Ngee Song (“Mr Jonathan” or “Chairman”)  
*(Interim Non-Independent Non-Executive Chairman)*  
: Mr Lim Beng Guan  
*(Executive Director)*  
: Mr Boumhidi Abdelali  
*(Non-Independent Non-Executive Director)*  
: Dato’ Jamelah Binti Jamaluddin (“Dato’ Jamelah”)  
*(Independent Non-Executive Director)*  
: Ms Jas Bir Kaur A/P Lol Singh  
*(Independent Non-Executive Director)*  
: Ms Teh Su-Ching  
*(Independent Non-Executive Director)*  
: Dato’ Yew Soon Keong  
*(Non-Independent Non-Executive Director)*
- In Attendance : Ms Tan Bee Hwee  
*(Company Secretary)*  
: Mr Too Kok Thai  
*(Joint Company Secretary)*
- By invitation : Ms Elvina Tay Choon Choon  
*(Representative from Crowe Malaysia PLT)*  
: Ms Spring Yeo Ai Choon  
*(Representative from Crowe Malaysia PLT)*  
: Ms Jessie Leong Wei Shi  
*(Representative from Crowe Malaysia PLT)*  
: Ms Chong Cui Shan  
*(Representative from Tricor Corporate Services Sdn. Bhd.)*  
: Ms Yeo Xiao Huei  
*(Representative from Tricor Corporate Services Sdn. Bhd.)*

The attendance of shareholders/corporate representatives/proxies is as per the Attendance List.

**1. CHAIRMAN**

The Chairman welcomed all present to the 9<sup>th</sup> AGM and introduced the Board members, Company Secretary and Auditors of the Company to them.

**2. NOTICE OF MEETING**

With the consent of the shareholders present, the notice convening the meeting was taken as read.

### **3. QUORUM**

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

The Chairman confirmed that a quorum was present pursuant to Clause 80 of the Constitution of the Company and called the meeting to order.

### **4. ANNOUNCEMENT ON ADMINISTRATIVE MATTERS**

The Chairman informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of a general meeting must be voted by poll. The Company was also required to appoint at least one independent scrutineer to validate the votes cast at the meeting. In view thereof, the Chairman declared that all resolutions set out in the Notice of the 9<sup>th</sup> AGM would be voted by poll, which would be conducted after the meeting had deliberated on all items on the agenda.

The poll administrator was Tricor Investor & Issuing House Services Sdn. Bhd. ("Poll Administrator") and the independent scrutineer was Scrutineer Solutions Sdn. Bhd. ("Independent Scrutineer").

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

The Chairman informed the meeting that the first item of the Agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2024, together with the Reports of Directors and Auditors thereon, which had been circulated to all shareholders of the Company within the requisite period.

The Chairman explained that Agenda item 1 was meant for discussion only as Sections 248(2) and 340(1)(a) of the Companies Act 2016 ("the Act") do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item was not put forward for voting.

Since the question and answer ("Q&A") session would be held at the end of the meeting, the Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2024, together with the Reports of Directors and Auditors thereon, were, in accordance with the Act, received.

### **6. ORDINARY RESOLUTION 1 TO APPROVE THE PAYMENT OF DIRECTOR'S FEES OF MR BOUMHIDI ABDELALI AMOUNTING TO RM4,300.00 PER MONTH EFFECTIVE FROM 1 JULY 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2026**

The Chairman tabled Ordinary Resolution 1 of the Agenda pertaining to the payment of Director's fees of Mr Boumhidi Abdelali amounting to RM4,300.00 per month effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026.

The following motion was put to the meeting for consideration.

“THAT the payment of Director's fees of Mr Boumhidi Abdelali amounting to RM4,300.00 per month effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026 be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 1 on the payment of Director's fees of Mr Boumhidi Abdelali would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**7. ORDINARY RESOLUTION 2**  
**TO APPROVE THE PAYMENT OF DIRECTOR'S FEES OF MR JONATHAN LAW Ngee SONG AMOUNTING TO RM5,000.00 PER MONTH EFFECTIVE FROM 1 JULY 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2026**

The Chairman tabled Ordinary Resolution 2 of the Agenda pertaining to the payment of Director's fees of Mr Jonathan Law Ngee Song amounting to RM5,000.00 per month effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026.

The following motion was put to the meeting for consideration.

“THAT the payment of Director's fees of Mr Jonathan Law Ngee Song amounting to RM5,000.00 per month effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026 be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 2 on the payment of Director's fees of Mr Jonathan Law Ngee Song would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**8. ORDINARY RESOLUTION 3**  
**TO APPROVE THE PAYMENT OF DIRECTOR'S FEES OF DATO' YEW SOON KEONG AMOUNTING TO RM5,100.00 PER MONTH EFFECTIVE FROM 1 JULY 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2026**

The Chairman tabled Ordinary Resolution 3 of the Agenda pertaining to the payment of Director's fees of Dato' Yew Soon Keong amounting to RM5,100.00 per month effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026.

The following motion was put to the meeting for consideration.

“THAT the payment of Director's fees of Dato' Yew Soon Keong amounting to RM5,100.00 per month effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026 be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 3 on the payment of Director's fees of Dato' Yew Soon Keong would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**9. ORDINARY RESOLUTION 4**  
**TO APPROVE THE PAYMENT OF DIRECTOR'S FEES OF DATO' JAMELAH BINTI JAMALUDDIN AMOUNTING TO RM5,300.00 PER MONTH EFFECTIVE FROM 1 JULY 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2026**

The Chairman tabled Ordinary Resolution 4 of the Agenda pertaining to the payment of Director's fees of Dato' Jamelah Binti Jamaluddin amounting to RM5,300.00 per month effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026.

The following motion was put to the meeting for consideration.

“THAT the payment of Director's fees of Dato' Jamelah Binti Jamaluddin amounting to RM5,300.00 per month effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026 be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 4 on the payment of Director's fees of Dato' Jamelah Binti Jamaluddin would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**10. ORDINARY RESOLUTION 5**  
**TO APPROVE THE PAYMENT OF DIRECTOR'S FEES OF MS JAS BIR KAUR A/P LOL SINGH AMOUNTING TO RM5,200.00 PER MONTH EFFECTIVE FROM 1 JULY 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2026**

The Chairman tabled Ordinary Resolution 5 of the Agenda pertaining to the payment of Director's fees of Ms Jas Bir Kaur A/P Lol Singh amounting to RM5,200.00 per month effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026.

The following motion was put to the meeting for consideration.

“THAT the payment of Director's fees of Ms Jas Bir Kaur A/P Lol Singh amounting to RM5,200.00 per month effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026 be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 5 on the payment of Director's fees of Ms Jas Bir Kaur A/P Lol Singh would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**11. ORDINARY RESOLUTION 6**  
**TO APPROVE THE PAYMENT OF DIRECTOR'S FEES OF RM4,300.00 PER MONTH TO MS TEH SU-CHING, EFFECTIVE FROM THE DATE OF HER APPOINTMENT ON 31 DECEMBER 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2026**

The Chairman tabled Ordinary Resolution 6 of the Agenda pertaining to the payment of Director's fees of RM4,300.00 per month to Ms Teh Su-Ching, effective from the date of her appointment on 31 December 2024 until the next Annual General Meeting of the Company to be held in 2026.

The following motion was put to the meeting for consideration.

“THAT the payment of Director's fees of RM4,300.00 per month to Ms Teh Su-Ching, effective from the date of her appointment on 31 December 2024 until the next Annual General Meeting of the Company to be held in 2026 be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 6 on the payment of Director's fees of Ms Teh Su-Ching would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**12. ORDINARY RESOLUTION 7**  
**TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS TO THE DIRECTORS UP TO AN AMOUNT OF RM50,000.00 EFFECTIVE FROM 1 JULY 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2026**

The Chairman tabled Ordinary Resolution 7 of the Agenda pertaining to the payment of Directors' benefits to the Directors up to an amount of RM50,000.00 effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026.

The following motion was put to the meeting for consideration.

“THAT the payment of Directors' benefits to the Directors up to an amount of RM50,000.00 effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026 be approved.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 7 on the payment of Directors' benefits to the Directors up to an amount of RM50,000.00 effective from 1 July 2025 until the next Annual General Meeting of the Company to be held in 2026 would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**13. ORDINARY RESOLUTION 8**  
**TO RE-ELECT MR JONATHAN LAW NGENE SONG WHO IS RETIRING PURSUANT TO CLAUSE 124 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

The Chairman passed the chair over to Dato' Jamelah to chair the meeting for Ordinary Resolution 8 of the Agenda pertaining to his re-election as Director by rotation pursuant to Clause 124 of the Constitution of the Company.

The following motion was put to the meeting for consideration.

“THAT Mr Jonathan Law Ngee Song, retiring pursuant to Clause 124 of the Constitution of the Company and being eligible, be re-elected as Director of the Company.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 8 on the re-election of Mr Jonathan Law Ngee Song would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**14. ORDINARY RESOLUTION 9**  
**TO RE-ELECT MR LIM BENG GUAN WHO IS RETIRING PURSUANT TO CLAUSE 124 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

Dato' Jamelah tabled Ordinary Resolution 9 of the Agenda pertaining to the re-election of Mr Lim Beng Guan, who was retiring pursuant to Clause 124 of the Constitution of the Company.

The following motion was put to the meeting for consideration.

“THAT Mr Lim Beng Guan, retiring pursuant to Clause 124 of the Constitution of the Company and being eligible, be re-elected as Director of the Company.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 9 on the re-election of Mr Lim Beng Guan would be held at the end of the meeting, Dato' Jamelah passed the chair back to the Chairman to move on to the next item on the Agenda.

**15. ORDINARY RESOLUTION 10**  
**TO RE-ELECT MS TEH SU-CHING WHO IS RETIRING PURSUANT TO CLAUSE 129 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION**

The Chairman tabled Ordinary Resolution 10 of the Agenda pertaining to the re-election of Ms Teh Su-Ching, who was retiring pursuant to Clause 129 of the Constitution of the Company.

The following motion was put to the meeting for consideration.

“THAT Ms Teh Su-Ching, retiring pursuant to Clause 129 of the Constitution of the Company and being eligible, be re-elected as Director of the Company.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 10 on the re-election of Ms Teh Su-Ching would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

**16. ORDINARY RESOLUTION 11**  
**TO RE-APPOINT MESSRS CROWE MALAYSIA PLT AS EXTERNAL AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025 AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION**

The Chairman tabled Ordinary Resolution 11 of the Agenda pertaining to the re-appointment of Messrs Crowe Malaysia PLT for the financial year ending 31 December 2025. The Company's Auditors, Messrs Crowe Malaysia PLT, had indicated their willingness to continue in office.

The following motion was put to the meeting for consideration.

“THAT Messrs Crowe Malaysia PLT be hereby re-appointed as External Auditors of the Company for the financial year ending 31 December 2025 at a remuneration to be determined by the Board of Directors.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 11 on the re-appointment of Messrs Crowe Malaysia PLT as External Auditors of the Company would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

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

The Chairman proceeded to Ordinary Resolution 12 which was on the authority to issue and allot shares pursuant to Sections 75 and 76 of the Act.

The proposed ordinary resolution, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time, to grant rights to subscribe for shares, convert any securities into shares, or allot shares under an agreement, option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% or such applicable limit as allowed under the Listing Requirements of the total number of issued shares (excluding treasury shares) of the Company for the time being. The authority for the Proposed General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This proposed Resolution is a renewal of the previous year's mandate. The purpose of the mandate is to provide the Company with flexibility to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

If passed, the general mandate, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising activities, including but not limited to, placement of shares for the purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement for purchase consideration. It also covers circumstances that involve granting rights to subscribe for shares, converting any securities into shares, or allotting shares under an agreement, option or offer, or any other application deemed fit by the Directors in the best interest of the Company.

The following motion was put to the meeting for consideration.

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% or such applicable limit as allowed under the Listing Requirements of the total number of issued shares (excluding any treasury shares) of the Company ("Proposed General Mandate").

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

Since the Q&A session and the polling in respect of the above proposed Ordinary Resolution 12 on the authority to issue and allot shares pursuant to Sections 75 and 76 of the Act would be held at the end of the meeting, the meeting moved on to the next item on the Agenda.

## **18. 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 Act. The Chairman proceeded to the Q&A session.

## **19. Q&A SESSION**

The Chairman and Mr Lim Beng Guan addressed the questions which were raised by the shareholders/proxies during the meeting.

The summary of questions from the shareholders/proxies received during the 9<sup>th</sup> AGM and the responses from the Chairman and Mr Lim is attached hereto as “Appendix A”.

## **20. POLLING & DECLARATION OF POLLING RESULTS**

Having dealt with all the items on the agenda, the meeting proceeded to vote on Ordinary Resolutions 1 to 12 by poll.

The Chairman adjourned the meeting at 11.40 a.m. for the votes to be counted and verified.

**PIMPINAN EHSAN BERHAD**  
**REGISTRATION NO. 201601021838 (1192777-W)**  
**MINUTES OF THE NINTH ANNUAL GENERAL MEETING HELD ON 30 JUNE 2025**

Upon the completion of the counting of votes by the Poll Administrator and verification of the results by the Independent Scrutineer, the Chairman resumed the meeting at 12.20 p.m. for the declaration of the results of the poll as follows:

| Resolution(s)          | Vote For    |         | Vote Against |        | Results |
|------------------------|-------------|---------|--------------|--------|---------|
|                        | No of Units | %       | No of Units  | %      |         |
| Ordinary Resolution 1  | 40,583,054  | 99.9813 | 7,584        | 0.0187 | Carried |
| Ordinary Resolution 2  | 40,583,054  | 99.9813 | 7,584        | 0.0187 | Carried |
| Ordinary Resolution 3  | 40,583,054  | 99.9813 | 7,584        | 0.0187 | Carried |
| Ordinary Resolution 4  | 40,583,049  | 99.9813 | 7,589        | 0.0187 | Carried |
| Ordinary Resolution 5  | 40,583,054  | 99.9813 | 7,584        | 0.0187 | Carried |
| Ordinary Resolution 6  | 40,583,054  | 99.9813 | 7,584        | 0.0187 | Carried |
| Ordinary Resolution 7  | 40,582,901  | 99.9809 | 7,737        | 0.0191 | Carried |
| Ordinary Resolution 8  | 40,589,136  | 99.9968 | 1,296        | 0.0032 | Carried |
| Ordinary Resolution 9  | 40,589,136  | 99.9968 | 1,296        | 0.0032 | Carried |
| Ordinary Resolution 10 | 40,589,236  | 99.9966 | 1,396        | 0.0034 | Carried |
| Ordinary Resolution 11 | 40,590,168  | 99.9988 | 470          | 0.0012 | Carried |
| Ordinary Resolution 12 | 40,588,474  | 99.9952 | 1,960        | 0.0048 | Carried |

Based on the above poll results, the Chairman declared Ordinary Resolutions 1 to 12 carried.

**21. CLOSURE OF THE MEETING**

The Chairman thanked the shareholders/proxies present and closed the meeting at 12.20 p.m.

Dated:

**CONFIRMED AS A CORRECT  
RECORD**

  
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**CHAIRMAN**