

EVD BERHAD
Registration No. 201901045325 (1354655-D)
(Incorporated in Malaysia)
("the Company")

Minutes of the **Fourth Annual General Meeting ("4th AGM") of the Company** conducted on a virtual basis through the online meeting platform of Securities Services e-Portal at <https://sshsb.net.my/> provided by SS E Solutions Sdn. Bhd. at the broadcast venue at Meeting Room, Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on **Tuesday, 10 December 2024 at 2:30 p.m.**

PRESENT AT BROADCAST VENUE

Directors : Mr Wong Koon Wai (Chairman of 4th AGM)
Datuk Wong Sak Kuan
Mr Mah Seong Huak
Mr Wong Kok Sing
Mr Lim Wei Foong
Ms Lee Wai Fun

Company Secretary : Ms Khoo Ming Siang

PRESENT VIRTUALLY

Invitees : Mr Chua Wai Hong (Representative from Crowe Malaysia PLT, External Auditors)
Mr Soo Yew Jin (Representative from Crowe Malaysia PLT, External Auditors)
Mr Yap Chin Fatt (Representative from KAF Investment Bank Berhad, Sponsor)
Ms Wendy Oh Zi Theng (Representative from KAF Investment Bank Berhad, Sponsor)

Shareholders and Proxies : As per attendance list provided by SS E Solutions Sdn. Bhd.

1. OPENING REMARKS BY CHAIRMAN

Mr Wong Koon Wai ("**Mr Wong**"), the Independent Non-Executive Director was appointed by the Board of Directors ("**Board**") to chair for the 4th AGM ("**Meeting**") on the request of the Chairman of the Board, Datuk Wong Sak Kuan, and pursuant to Clause 82 of the Company's Constitution. He then welcomed all present to the Meeting.

Mr Wong made a brief introduction of the members of the Board and Company Secretary who were present at the broadcast venue and the representatives from Messrs Crowe Malaysia PLT and KAF Investment Bank Berhad, who participated the Meeting remotely.

Mr Wong reminded those present that photography, screenshot or any form of audio or video recording was not allowed for the live streamed Meeting.

2. QUORUM AND PROXIES

With the requisite quorum being present pursuant to the Constitution of the Company, the Meeting was called to order.

Mr Wong informed that the Company had received proxy forms from 3 shareholders for a total of 5,666,769 ordinary shares, representing 1.27% of the total number of issued ordinary shares of the Company within the prescribed time.

In addition, for shareholders who were unable to participate in the Meeting and had appointed Mr Wong to vote on their behalf, accordingly, Mr Wong voted as a proxy in accordance with their voting instructions.

3. NOTICE OF MEETING

The notice convening the Meeting dated 30 October 2024 ("**Notice of Meeting**") having been circulated within the prescribed period was taken as read.

4. 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 a general meeting shall be voted by poll. In accordance with the Company's Constitution, all resolutions as set out in the Notice of Meeting be voted by poll.

Mr Wong further briefed the shareholders on the flow of the Meeting. Amongst others, he informed that:

- (a) the Board and Management would address the questions posed by the shareholders electronically ahead of the 4th AGM, as well as the live questions via real-time submission of typed texts, after dealing with all agenda items. Questions that could not be addressed during the Meeting would be posted on the Company's website.
- (b) After dealing with the questions, the 11 ordinary resolutions will be put to vote by the shareholders and/or proxies. The online remote voting had been made accessible from the commencement of the Meeting, for the shareholders and/or proxies to vote on the resolutions at any time during the Meeting until such closure time to be announced later.
- (c) the Company had appointed SS E Solutions Sdn. Bhd. as the Poll Administrator to conduct the polling process for the Meeting and results of the poll shall be validated by Commercial Quest Sdn. Bhd., the Independent Scrutineer appointed by the Company.

After a short video presentation on the online remote voting procedures, Mr Wong proceeded with the following business at hand.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD FROM 1 JANUARY 2023 TO 30 JUNE 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON ("AFS 2024")

Mr Wong informed that the AFS 2024 were meant for discussion only as the Companies Act 2016 does not require a formal approval of the shareholders for the AFS 2024. Therefore, this item was not put forward for voting.

Thereafter, Mr Wong declared that the AFS 2024 be received.

6. ORDINARY RESOLUTIONS 1 TO 11

A total of 11 ordinary resolutions were tabled at the Meeting for voting by shareholders, as follows:

- (i) **Ordinary Resolution 1** – To approve the payment of Directors' fees up to an amount of RM150,000.00 for the period from 11 December 2024 to the next Annual General Meeting.

All Directors who are also shareholders of the Company had abstained from voting in respect of their direct shareholdings in the Company on this resolution. They had also

undertaken to ensure that persons connected with them will abstain from voting on their direct and/or indirect shareholdings in the Company, if any, on this resolution.

- (ii) **Ordinary Resolution 2** – To re-elect Mr Mah Seong Huak who is retiring in accordance with Clause 110 of the Company's Constitution.
- (iii) **Ordinary Resolution 3** – To re-elect Datuk Wong Sak Kuan who is retiring in accordance with Clause 115 of the Company's Constitution.
- (iv) **Ordinary Resolution 4** – To re-elect Ms Lee Wai Fun who is retiring in accordance with Clause 115 of the Company's Constitution.
- (v) **Ordinary Resolution 5** – To re-elect Mr Wong Kok Sing who is retiring in accordance with Clause 115 of the Company's Constitution.
- (vi) **Ordinary Resolution 6** – To re-elect Mr Wong Koon Wai who is retiring in accordance with Clause 115 of the Company's Constitution.

At this juncture, Mr Wong passed the Chair to Mr Mah Seong Huak ("**Mr Mah**") to chair for this resolution, as it is related to Mr Wong's re-election. Thereafter, Mr Mah handover the Meeting to Mr Wong and Mr Wong thanked Mr Mah for chairing this resolution.

- (vii) **Ordinary Resolution 7** – To re-elect Mr Lim Wei Foong who is retiring in accordance with Clause 115 of the Company's Constitution.
- (viii) **Ordinary Resolution 8** – To appoint Messrs TGS TW PLT as Auditors of the Company in place of the retiring Auditors, Messrs Crowe Malaysia PLT and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.

Mr Wong informed that the retiring Auditors, Messrs Crowe Malaysia PLT will not be seeking for re-appointment at this Meeting.

- (ix) **Ordinary Resolution 9** – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights.

Mr Wong stated that this resolution was regarding the authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016, provided that the aggregate number of such shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

- (x) **Ordinary Resolution 10** – Proposed renewal of existing shareholders' mandate for Recurrent Related Party Transactions ("**RRPTs**")

Mr Wong advised the shareholders to consider the proposed renewal of existing shareholders' mandate for the Company and/or its subsidiaries to enter into the RRPTs as set out in Section 2.8(i) of the Circular to Shareholders dated 30 October 2024. This mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Datuk Wong Sak Kuan, being the Interested Director and Major Shareholder of the Company, had abstained from voting in respect of his direct shareholdings in the Company on this resolution. He had also undertaken to ensure that persons connected to him will abstain from voting on their direct and/or indirect shareholdings in the Company, if any, on this resolution.

(xi) **Ordinary Resolution 11** – Proposed new shareholders' mandate for RRPTs

Mr Wong informed that this resolution was referring to the authority for the Company and/or its subsidiaries to enter into new RRPTs as outlined under Section 2.8(ii) of the Circular to Shareholders dated 30 October 2024. This mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Mr Wong Kok Sing, being the Interested Director does not hold shares in the Company. However, he had undertaken to ensure that persons connected with him will abstain from voting on their direct and/or indirect shareholdings in the Company, if any, on this resolution.

7. ANY OTHER BUSINESS

Mr Wong informed that there was no other business to be transacted at the Meeting of which due notice had been given in accordance with the Companies Act 2016 and the Company's Constitution.

8. QUESTIONS AND ANSWERS (“Q&A”) SESSION

The Meeting then moved on to the Q&A session, during which no questions were raised by the shareholders or proxies.

9. VOTING BY WAY OF POLL

Mr Wong proceeded with the formalities of taking a poll. He reminded the shareholders or proxies who had not cast their votes to complete their voting, as the voting process will be ended in 10 minutes.

Once the designated timeframe had passed, the Meeting was adjourned to facilitate the verification of the votes.

10. DECLARATION OF POLL RESULTS

Upon receipt of the poll results duly verified by the Independent Scrutineer, Mr Wong called the Meeting to order at 3:04 p.m. for announcement of poll results, as summarised in the table below.

	Voted For		Voted Against	
	No. of Shares	% of votes	No. of Shares	% of votes
Ordinary Resolution 1	16,271	84.3844	3,011	15.6156
Ordinary Resolution 2	102,986,047	100.0000	1	0.0000
Ordinary Resolution 3	69,185,949	100.0000	1	0.0000
Ordinary Resolution 4	172,152,715	100.0000	1	0.0000
Ordinary Resolution 5	172,152,715	100.0000	1	0.0000
Ordinary Resolution 6	172,152,715	100.0000	1	0.0000
Ordinary Resolution 7	172,152,715	100.0000	1	0.0000
Ordinary Resolution 8	172,152,715	100.0000	1	0.0000
Ordinary Resolution 9	172,149,715	99.9983	3,001	0.0017
Ordinary Resolution 10	69,185,049	99.9986	1,001	0.0014
Ordinary Resolution 11	172,151,715	99.9994	1,001	0.0006

Details of the poll results were shown at the Meeting for shareholders' notation.

With the above results, Mr Wong declared that all resolutions were carried.

The Meeting **RESOLVED**:

ORDINARY RESOLUTION 1

- **DIRECTORS' FEES UP TO AN AMOUNT OF RM150,000.00 FOR THE PERIOD FROM 11 DECEMBER 2024 TO THE NEXT ANNUAL GENERAL MEETING**

"THAT the Directors' fees up to an amount of RM150,000.00 for the period from 11 December 2024 to the next Annual General Meeting of the Company, be approved for payment."

ORDINARY RESOLUTION 2

- **RE-ELECTION OF MR MAH SEONG HUAK WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 110 OF THE COMPANY'S CONSTITUTION**

"THAT Mr Mah Seong Huak who is retiring in accordance with Clause 110 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

ORDINARY RESOLUTION 3

- **RE-ELECTION OF DATUK WONG SAK KUAN WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 115 OF THE COMPANY'S CONSTITUTION**

"THAT Datuk Wong Sak Kuan who is retiring in accordance with Clause 115 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

ORDINARY RESOLUTION 4

- **RE-ELECTION OF MS LEE WAI FUN WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 115 OF THE COMPANY'S CONSTITUTION**

"THAT Ms Lee Wai Fun who is retiring in accordance with Clause 115 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

ORDINARY RESOLUTION 5

- **RE-ELECTION OF MR WONG KOK SING WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 115 OF THE COMPANY'S CONSTITUTION**

"THAT Mr Wong Kok Sing who is retiring in accordance with Clause 115 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

ORDINARY RESOLUTION 6

- **RE-ELECTION OF MR WONG KOON WAI WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 115 OF THE COMPANY'S CONSTITUTION**

"THAT Mr Wong Koon Wai who is retiring in accordance with Clause 115 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

ORDINARY RESOLUTION 7

- **RE-ELECTION OF MR LIM WEI FOONG WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 115 OF THE COMPANY'S CONSTITUTION**

"THAT Mr Lim Wei Foong who is retiring in accordance with Clause 115 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

ORDINARY RESOLUTION 8

- APPOINTMENT OF MESSRS TGS TW PLT AS AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS, MESSRS CROWE MALAYSIA PLT

“THAT Messrs TGS TW PLT be and is hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Crowe Malaysia PLT and to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Directors.”

ORDINARY RESOLUTION 9

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS

“THAT subject always to the Companies Act 2016 (“**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 (if required), the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot new shares in the Company (“**Shares**”), grant rights to subscribe for Shares in the Company, convert any security into Shares in the Company, or allot Shares under an agreement or option or offer at any time and from time to time, 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 and allotted, 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 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 to be allotted on Bursa Securities. AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue in force until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company.

THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016, read together with Clause 15 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new Shares, options over or grants of new Shares or any other convertible securities in the Company and/or any new Shares to be issued pursuant to such options, grants or other convertibles securities, such new Shares when issued, to rank pari passu with the existing Shares in the Company.”

ORDINARY RESOLUTION 10

- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE”)

“THAT, authority be and is hereby given in line with Rule 10.09 of the ACE Market Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries to enter into existing recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.8(i) of the Circular to Shareholders dated 30 October 2024 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm’s length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders’ Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;

- (ii) the expiration of the period within which the next AGM after that date it is required by law 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
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."

ORDINARY RESOLUTION 11

- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")

"THAT, authority be and is hereby given in line with Rule 10.09 of the ACE Market Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries to enter into additional recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.8(ii) of the Circular to Shareholders dated 30 October 2024 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM after that date it is required by law 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
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

11. CONCLUSION

There being no other business, the Meeting concluded at 3:05 p.m. with a vote of thanks to the Chair and all present thereat.

CONFIRMED AS A CORRECT RECORD

(duly signed on original)

WONG KOON WAI

Chairman

Dated: 14 January 2025