

PCCS GROUP BERHAD
[Registration No. 199301026191 (280929-K)]
(Incorporated in Malaysia)

MINUTES OF THE THIRTY-FIRST ANNUAL GENERAL MEETING ("31ST AGM" OR "THE MEETING") OF PCCS GROUP BERHAD ("THE COMPANY" OR "PCCS") HELD AT THE COMPANY'S CORPORATE OFFICE, LOT 1376, GM 127, MUKIM SIMPANG KANAN, JALAN KLUANG, 83000 BATU PAHAT, JOHOR DARUL TAKZIM ON THURSDAY, 28 AUGUST 2025 AT 10:00 A.M.

DIRECTORS PRESENT : Mr. Piong Yew Peng (Chairman)
Mr. Chan Wee Kiang
Mr. Chan Wee Boon
Dato' Chan Chor Ngiak
Mr. Chan Chor Ang
Ms. Joyce Wong Ai May
Ms. Goh Wen Ling

ABSENT WITH APOLOGY : Mr. Chan Chow Tek

MEMBERS PRESENT : As per Attendance List

PROXY HOLDERS PRESENT : As per Attendance List

BY INVITATION : As per Attendance List

IN ATTENDANCE : Mr. Jason Cheng Chia Ping (*Company Secretary*)

CHAIRMAN

Mr. Piong Yew Peng ("**the Chairman**") was in the Chair. The Chairman welcomed all present to the 31st AGM of the Company and called the Meeting to order at 10:00 a.m.

The Chairman then proceeded to introduce the Directors, the Company Secretary and the representative from Baker Tilly Monteiro Heng PLT, the External Auditors, to the shareholders.

The Meeting noted that Mr. Chan Chow Tek, the Non-Independent Non-Executive Director, extended his apologies for his absence from the Meeting.

QUORUM

With the requisite quorum being present pursuant to Clause 94 of the Company's Constitution, the Chairman declared the Meeting duly convened.

PROCEEDINGS

The Chairman informed that the Main Market Listing Requirements of Bursa Malaysia Securities Berhad has mandated poll voting for the resolutions set out in the Notice of the Meeting.

PCCS GROUP BERHAD
[Registration No. 199301026191 (280929-K)]
(Incorporated in Malaysia)

(Minutes of the 31st AGM held on 28 August 2025 – cont'd)

The Chairman thereafter exercised his rights as the Chairman of the Meeting pursuant to Section 330 of the Companies Act 2016, demanded for poll be conducted for the resolutions which were put forth for voting at the Meeting to demonstrate shareholder democracy of one-share one-vote.

Mr. Jason Cheng Chia Ping ("**Mr. Jason**"), the Company Secretary briefed all present on the proceedings of the Meeting. The voting process for all the resolutions set out in the Notice of the Meeting would be carried out after the discussion of all agenda items of the Meeting.

The Meeting noted that the Share Registrar of the Company, Securities Services (Holdings) Sdn. Bhd. was appointed as the Poll Administrator while Commercial Quest Sdn. Bhd. was appointed as the Independent Scrutineer to verify the poll results.

NOTICE

The Notice convening the Meeting dated 28 July 2025, having been circulated within the prescribed period, was taken as read with the permission of the Meeting.

LETTER RECEIVED FROM MINORITY SHAREHOLDERS WATCH GROUP ("MSWG")

The Chairman informed that the Company had received the questions from MSWG via its letter dated 21 August 2025, seeking clarification or information on several issues raised pertaining to the operational and financial, sustainability as well as corporate governance matters of the Company and its subsidiaries ("**the Group**").

Dr. Tang Lai Huat ("**Dr. Tang**"), the *Corporate Controller*, presented the questions received from MSWG as well as the Company's responses to MSWG and the Meeting noted the same as tabled. The questions from MSWG and corresponding replies from the Company to MSWG were annexed hereto as **Annexure "A"**.

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025 ("AFS 2025") TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

The Chairman informed that the first item on the agenda was to receive the AFS 2025 together with the Reports of the Directors and the Auditors thereon.

The Meeting noted that this agenda item was meant for discussion only, and the AFS 2025 did not require formal approval from the shareholders pursuant to Section 340(1)(a) of the Companies Act 2016. Hence, it was not put forward for voting.

There being no question from the floor, the Chairman declared that the AFS 2025 together with the Reports of the Directors and the Auditors thereon, be received.

2.0 RE-ELECTION OF THE FOLLOWING DIRECTORS WHO RETIRED PURSUANT TO CLAUSE 117 OF THE COMPANY'S CONSTITUTION, AND BEING ELIGIBLE, HAD OFFERED THEMSELVES FOR RE-ELECTION: -

- (A) MR. CHAN CHOW TEK;**
- (B) DATO' CHAN CHOR NGIAK; AND**
- (C) MS. GOH WEN LING**

(Minutes of the 31st AGM held on 28 August 2025 – cont'd)

The Chairman informed that the second item on the agenda was to re-elect Mr. Chan Chow Tek, Dato' Chan Chor Ngiak and Ms. Goh Wen Ling, who retired at the Meeting pursuant to Clause 117 of the Company's Constitution, and being eligible, had offered themselves for re-election. The Meeting noted that each re-election would be voted on individually.

- (a) Re-election of Mr. Chan Chow Tek pursuant to Clause 117 of the Company's Constitution

There being no question from the floor, the Chairman proceeded to next item on the agenda.

- (b) Re-election of Dato' Chan Chor Ngiak pursuant to Clause 117 of the Company's Constitution

There being no question from the floor, the Chairman proceeded to next item on the agenda.

- (c) Re-election of Ms. Goh Wen Ling pursuant to Clause 117 of the Company's Constitution

There being no question from the floor, the Chairman proceeded to next item on the agenda.

3.0 APPROVAL OF THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM540,000/- FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

The Chairman informed that the next item on the agenda was to approve the payment of Directors' fees amounting to RM540,000/- (Ringgit Malaysia: Five Hundred and Forty Thousand only) for the financial year ended 31 March 2025.

There being no question from the floor, the Chairman proceeded to next item on the agenda.

4.0 APPROVAL OF THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM540,000/- FOR THE FINANCIAL YEAR ENDING 31 MARCH 2026 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Chairman informed that the next item on the agenda was to approve the payment of Directors' fees amounting to RM540,000/- (Ringgit Malaysia: Five Hundred and Forty Thousand only) for the financial year ending 31 March 2026 until the next Annual General Meeting of the Company.

There being no question from the floor, the Chairman proceeded to next item on the agenda.

(Minutes of the 31st AGM held on 28 August 2025 – cont'd)

5.0 APPROVAL OF THE BENEFITS PAYABLE TO THE INDEPENDENT NON-EXECUTIVE DIRECTORS UP TO RM30,000/- FOR THE PERIOD FROM 28 AUGUST 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 230(1)(b) OF THE COMPANIES ACT 2016

The Chairman informed that the next item on the agenda was to approve the benefits payable to the Independent Non-Executive Directors up to RM30,000/- (Ringgit Malaysia: Thirty Thousand only) for the period from 28 August 2025 until the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016.

There being no question from the floor, the Chairman proceeded to next item on the agenda.

6.0 RE-APPOINTMENT OF BAKER TILLY MONTEIRO HENG PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Chairman informed that the next item on the agenda was to re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.

The Meeting noted that Baker Tilly Monteiro Heng PLT had indicated their willingness to continue in office as Auditors of the Company.

There being no question from the floor, the Chairman proceeded to next item on the agenda.

7.0 SPECIAL BUSINESS

ORDINARY RESOLUTION

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

The Chairman informed that the next item on the agenda was a special business to approve the Ordinary Resolution in respect of the authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights.

The Meeting further noted that the proposed adoption of this Ordinary Resolution was primarily to give flexibility to the Board of Directors to issue and allot shares at any time to such persons in their absolute discretion, for the purpose of funding future investment projects, working capital and/or acquisition without convening a general meeting, as it would be both time and cost-consuming to organise a general meeting. Additionally, approval was sought to waive the statutory pre-emptive rights of the shareholders of the Company for the offering of new shares, which would rank equally with the existing issued shares arising from any new share issuance. The authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

(Minutes of the 31st AGM held on 28 August 2025 – cont'd)

There being no question from the floor, the Chairman proceeded to next item on the agenda.

8.0 SPECIAL BUSINESS

ORDINARY RESOLUTION

RETENTION OF MR. PIONG YEW PENG AS AN INDEPENDENT NON- - EXECUTIVE DIRECTOR

At this juncture, the Chairman declared his interest with regard to this agenda item and on his proposal, Mr. Chan Wee Kiang ("**Mr. David Chan**") took over as the chairman for this segment of the agenda.

Mr. David Chan informed that the next item on the agenda was a special business to approve the Ordinary Resolution on the retention of Mr. Piong Yew Peng, who has served on the Board of Directors for a cumulative term of more than 9 years, to continue in office as an Independent Non-Executive Director of the Company.

The Board of Directors, through the Nomination Committee, conducted an annual assessment of the independence of Mr. Piong Yew Peng and recommended him to continue in office as an Independent Non-Executive Director of the Company, subject to the approval from the shareholders of the Company through a two-tier voting process pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance.

The justifications and recommendations of the Board of Directors for the retention of Mr. Piong Yew Peng as an Independent Non-Executive Director of the Company were set out in the Notice of the Meeting.

There being no question from the floor, Mr. David Chan hereafter handed back the chair to the Chairman. The Chairman thanked Mr. David Chan for chairing this segment of the agenda.

9.0 SPECIAL BUSINESS

ORDINARY RESOLUTION

- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Chairman informed that the next item on the agenda was a special business to approve the Ordinary Resolution in respect of the proposed renewal of share buy-back authority.

The Meeting was informed that the proposed adoption of this Ordinary Resolution was to renew the share buy-back authority granted by the shareholders of the Company at the Thirtieth Annual General Meeting held on 26 August 2024.

The Meeting further noted that the proposed renewal of share buy-back authority would empower the Board of Directors of the Company to purchase the Company's ordinary shares up to 10% of the total number of issued shares of the Company at any time within the time period stipulated in Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

PCCS GROUP BERHAD
[Registration No. 199301026191 (280929-K)]
(Incorporated in Malaysia)

(Minutes of the 31st AGM held on 28 August 2025 – cont'd)

The Meeting also noted that the full details of the aforesaid proposal were set out in the Statement to Shareholders dated 28 July 2025.

There being no question from the floor, the Chairman proceeded to next item on the agenda.

10.0 ANY OTHER BUSINESS

The Meeting noted that no notice had been received to transact any other ordinary business.

POLLING PROCESS

The Chairman declared that the registration for attendance at the Meeting was closed at 10:46 a.m. to facilitate the conduct of a poll. The Meeting was briefed on the procedure on the conduct of a poll and all shareholders, proxies and corporate representatives were requested to cast their votes.

After all votes have been cast, the Meeting was adjourned at 10:50 a.m. to facilitate the tabulation of votes and verification for the declaration of poll results.

ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 11:03 a.m. for the announcement of the poll results.

The poll results were shown on the screen at the Meeting as follows: -

Resolutions	Voted for		Voted against	
	No. of shares	%	No. of shares	%
<u>Ordinary Resolution 1</u> To re-elect Mr. Chan Chow Tek who retired pursuant to Clause 117 of the Company's Constitution, and being eligible, had offered himself for re-election	155,852,596	100.0000	0	0.0000
<u>Ordinary Resolution 2</u> To re-elect Dato' Chan Chor Ngiak who retired pursuant to Clause 117 of the Company's Constitution, and being eligible, had offered himself for re-election	155,852,596	100.0000	0	0.0000

PCCS GROUP BERHAD
[Registration No. 199301026191 (280929-K)]
(Incorporated in Malaysia)

(Minutes of the 31st AGM held on 28 August 2025 – cont'd)

Resolutions	Voted for		Voted against	
	No. of shares	%	No. of shares	%
<u>Ordinary Resolution 3</u> To re-elect Ms. Goh Wen Ling who retired pursuant to Clause 117 of the Company's Constitution, and being eligible, had offered herself for re-election	155,852,596	100.0000	0	0.0000
<u>Ordinary Resolution 4</u> To approve the payment of Directors' fees amounting to RM540,000/- for the financial year ended 31 March 2025	155,852,596	100.0000	0	0.0000
<u>Ordinary Resolution 5</u> To approve the payment of Directors' fees amounting to RM540,000/- for the financial year ending 31 March 2026 until the next Annual General Meeting of the Company	155,852,596	100.0000	0	0.0000
<u>Ordinary Resolution 6</u> To approve the benefits payable to the Independent Non-Executive Directors up to RM30,000/- for the period from 28 August 2025 until the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016	155,852,596	100.0000	0	0.0000
<u>Ordinary Resolution 7</u> To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration	155,852,596	100.0000	0	0.0000
<u>Ordinary Resolution 8</u> Authority to Issue Shares pursuant to the Companies Act 2016 and Waiver of Pre-Emptive Rights	155,852,596	100.0000	0	0.0000
<u>Ordinary Resolution 9</u> Retention of Mr. Piong Yew Peng as an Independent Non-Executive Director	Tier 1			
	91,405,328	100.0000	0	0.0000
	Tier 2			

PCCS GROUP BERHAD
[Registration No. 199301026191 (280929-K)]
(Incorporated in Malaysia)

(Minutes of the 31st AGM held on 28 August 2025 – cont'd)

Resolutions	Voted for		Voted against	
	No. of shares	%	No. of shares	%
	64,197,168	99.9998	100	0.0002
<u>Ordinary Resolution 10</u> Proposed Renewal of Share Buy-Back Authority	155,852,596	100.0000	0	0.0000

Based on the poll results, the Chairman declared that the following resolutions be **CARRIED: -**

ORDINARY RESOLUTION 1

"That Mr. Chan Chow Tek who retired in accordance with Clause 117 of the Company's Constitution, being eligible for re-election, be re-elected as a Director of the Company."

ORDINARY RESOLUTION 2

"That Dato' Chan Chor Ngiak who retired in accordance with Clause 117 of the Company's Constitution, being eligible for re-election, be re-elected as a Director of the Company."

ORDINARY RESOLUTION 3

"That Ms. Goh Wen Ling who retired in accordance with Clause 117 of the Company's Constitution, being eligible for re-election, be re-elected as a Director of the Company."

ORDINARY RESOLUTION 4

"That the Directors' fees amounting to RM540,000/- (Ringgit Malaysia: Five Hundred and Forty Thousand only) for the financial year ended 31 March 2025, be and are hereby approved."

ORDINARY RESOLUTION 5

"That the Directors' fees amounting to RM540,000/- (Ringgit Malaysia: Five Hundred and Forty Thousand only) for the financial year ending 31 March 2026 until the next Annual General Meeting of the Company, be and are hereby approved."

ORDINARY RESOLUTION 6

"That the benefits payable to the Independent Non-Executive Directors of up to RM30,000/- (Ringgit Malaysia: Thirty Thousand only) for the period from 28 August 2025 until the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016, be and are hereby approved."

(Minutes of the 31st AGM held on 28 August 2025 – cont'd)

ORDINARY RESOLUTION 7

"That Baker Tilly Monteiro Heng PLT be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that authority be and is hereby given to the Directors to fix their remuneration."

ORDINARY RESOLUTION 8

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

*"**THAT** subject to the Companies Act 2016, the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company, 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 centum (10%) of the total number of issued shares of the Company (excluding Treasury Shares, if any) for the time being as stipulated under Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;*

***AND THAT** the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;*

***AND THAT** pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 14 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Companies Act 2016;*

***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 Annual General Meeting of the Company."*

ORDINARY RESOLUTION 9

- RETENTION OF MR. PIONG YEW PENG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

*"**THAT** approval be and is hereby given to Mr. Piong Yew Peng, who has served as an Independent Non-Executive Director for a cumulative term of more than 9 years, to retain as an Independent Non-Executive Director of the Company."*

ORDINARY RESOLUTION 10

- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

*"**THAT** subject to the provisions of the Companies Act 2016, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other relevant authority, approval be and is hereby given for the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad, upon such terms and conditions as the Directors of the Company may in their absolute discretion deem fit and expedient in the interest of the Company ("**Share Buy-Back Mandate**") provided that: -*

PCCS GROUP BERHAD
[Registration No. 199301026191 (280929-K)]
(Incorporated in Malaysia)

(Minutes of the 31st AGM held on 28 August 2025 – cont'd)

- (i) *the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point of time pursuant to the Share Buy-Back Mandate shall not exceed ten per centum (10%) of the total number of issued ordinary shares of the Company for the time being;*
- (ii) *the maximum amount of funds to be allocated by the Company for the purpose of purchasing its own ordinary shares shall not exceed the Company's retained profits at the time of purchase(s);*
- (iii) *the authority conferred by this resolution will be effective immediately upon the passing of this ordinary resolution and will continue to be in force until: -*
 - (a) *the conclusion of the next Annual General Meeting of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at the general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;*
 - (b) *the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or*
 - (c) *revoked or varied by an ordinary resolution passed by the shareholders in general meeting,**whichever is the earlier;*
- (iv) *the shares so purchased by the Company pursuant to the Share Buy-Back Mandate be retained as treasury shares which may be distributed as dividends and/or resold on Bursa Malaysia Securities Berhad and/or cancelled and/or transfer for the purposes of or under an employees' share scheme and/or be dealt with by the Directors of the Company in the manners allowed by the Companies Act 2016;*

AND THAT *authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to implement, finalise and give full effect to the aforesaid with full powers to assent to any condition, modification, variation and/or amendment, if any, as may be imposed by the relevant authorities and to do all such acts and things as the Directors of the Company may deem fit and expedient in the interests of the Company."*

CONCLUSION

The Chairman concluded the Meeting and thanked all present for their attendance.

The Meeting was concluded at 11:05 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

PIONG YEW PENG
CHAIRMAN

Dated: 28 August 2025