

**AGRICORE CS HOLDINGS BERHAD**  
Registration No. 202301018008 (1511930-P)  
(Incorporated in Malaysia)

Minutes of the Third ("3<sup>rd</sup>") Annual General Meeting ("**AGM**") of Agricore CS Holdings Berhad ("**Agricore**" or "**the Company**") held at Bendera 3, Level 3, Holiday Inn & Suites Penang Prai, 1919, Jalan Juru Sentral, 14000 Bukit Mertajam, Pulau Pinang on Tuesday, 19 May 2026, 11:00 a.m.

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**DIRECTORS** : 1. Mr. Wong Pak Yii  
– *Independent Non-Executive Director and Chairman*  
2. Mr. Oon Boon Khong  
– *Managing Director cum Chief Executive Officer*  
3. Ms. Koay Hooi Lynn  
– *Independent Non-Executive Director*  
4. Mr. Teh Boon Beng  
– *Independent Non-Executive Director*  
5. Ms. Ng Pei Jin  
– *Executive Director cum Chief Administration Officer*

**ABSENT WITH APOLOGIES** : Ms. Lee Seow Ling  
– *Independent Non-Executive Director*

**SHAREHOLDERS, CORPORATE REPRESENTATIVES AND PROXY HOLDERS** : As per the attendance list.

**BY INVITATION** : As per the attendance list.

**IN ATTENDANCE** : Ms. Felicia Low Seow Wei – *Company Secretary*

#### **CHAIRMAN'S ADDRESS**

Mr. Wong Pak Yii ("**Chairman**" or "**Mr. Wong**") welcomed all present attendees to the 3<sup>rd</sup> AGM of the Company. The Chairman then introduced the Directors and Company Secretary as well as the representatives from Messrs. TGS TW PLT, the external auditors of the Company.

The Chairman informed the Meeting that Ms. Lee Seow Ling, an Independent Non-Executive Director of the Company has conveyed her apologies for her inability to attend today's AGM due to unforeseen emergency circumstances.

#### **QUORUM AND PROXIES**

The Chairman called the Meeting to order upon confirming that a quorum was present.

#### **NOTICE OF MEETING**

The Chairman declared that the Notice of the 3<sup>rd</sup> AGM, which was circulated to the shareholders within the prescribed period be taken as read, upon receiving no objection from the shareholders.

#### **MEETING PROCEDURE**

The Company Secretary briefed the Meeting that the 3<sup>rd</sup> AGM would be conducted on a poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**AMLR**"). The Company had appointed the Share Registrar, Messrs. Tricor Investor & Issuing House Services Sdn. Bhd., to act as the Polling Agent and Messrs. Quantegic Services Sdn. Bhd. as the Independent Scrutineer for conducting poll voting.

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To facilitate the orderly conduct of the Meeting, the attendees agreed, as proposed by the Chairman, that poll voting for all resolutions would only be conducted after all items on the agenda had been considered.

**ORDINARY BUSINESS**

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

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The Chairman informed the Meeting that the first item on the agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the reports of the Directors and Auditors ("**AFS 2025**"). The AFS 2025 was approved by the Board on 26 March 2026 and forwarded to the shareholders of the Company on 17 April 2026.

As there was no question raised, the Chairman declared that the AFS 2025 laid before the Meeting be received.

**2. PAYMENT OF DIRECTORS' FEES TO NON-EXECUTIVE DIRECTORS OF UP TO RM180,000.00 FOR THE PERIOD FROM 1 JUNE 2026 UNTIL THE NEXT AGM OF THE COMPANY**

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The second item on the agenda was to consider and approve the payment of Directors' fees to Non-Executive Directors of up to RM180,000.00 for the period from 1 June 2026 until the next AGM of the Company.

The Meeting unanimously agreed to move the motion of payment of Directors' fees to Non-Executive Directors of up to RM180,000.00 for voting.

**3. PAYMENT OF BENEFITS (EXCLUDING DIRECTORS' FEES) PAYABLE TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT OF RM20,000.00 FOR THE PERIOD FROM 20 MAY 2026 UNTIL THE NEXT AGM OF THE COMPANY**

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The Meeting was informed that the next item on the agenda was to approve the benefit payable to the Non-Executive Directors (excluding Directors' fees) up to an amount of RM20,000.00 for the period commencing from 20 May 2026 until the next AGM of the Company.

The Meeting unanimously agreed to move the motion of payment of benefits payable to the Non-Executive Directors (excluding Directors' fees) up to an amount of RM20,000 for voting.

**4. RE-ELECTION OF MS. LEE SEOW LING WHO IS RETIRING IN ACCORDANCE WITH PARAGRAPH 102(2) OF THE CONSTITUTION OF THE COMPANY**

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The Meeting was informed that Ms. Lee Seow Ling ("**Ms. Lee**") is subject to retirement pursuant to Paragraph 102(2) of the Constitution of the Company and being eligible, has offered herself for re-election.

The Meeting unanimously agreed to put the motion for the re-election of Ms. Lee to vote.

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**5. RE-ELECTION OF MR. WONG PAK YII AND MS. NG PEI JIN WHO ARE RETIRING IN ACCORDANCE WITH PARAGRAPH 107(2) OF THE CONSTITUTION OF THE COMPANY**

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The next agenda of the Meeting was to re-elect Mr. Wong and Ms. Ng Pei Jin (“**Ms. Ng**”) who are subject to retirement pursuant to Paragraph 107(2) of the Constitution of the Company and, being eligible, have offered themselves for re-election.

The Meeting unanimously agreed to put the motions for the re-election of Mr. Wong and Ms. Ng to vote.

**6. RE-APPOINTMENT OF MESSRS. TGS TW PLT AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

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The sixth item on the agenda was to re-appoint Messrs. TGS TW PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

The Meeting was informed that the retiring Auditors, Messrs. TGS TW PLT had indicated their willingness to continue in office as the Company’s Auditors.

The Meeting unanimously agreed to move the motion of the re-appointment of Messrs. TGS TW PLT as Auditors of the Company until the conclusion of the next AGM and the authority for the Directors to fix their remuneration for voting.

**SPECIAL BUSINESS**

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

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The seventh item on the agenda is to seek the renewal of the general mandate for the Board to issue and allot shares pursuant to the Companies Act 2016 (“**the Act**”) and waiver of pre-emptive rights.

The Meeting noted that the proposed adoption of this ordinary resolution was primarily to give flexibility to the Board to issue and allot shares up to 10% of the total number of issued shares of the Company at any time in their absolute discretion without convening a general meeting. This authority shall, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company. This proposal is also subject to the approval being obtained from the relevant authorities for listing and quotation of additional shares on Bursa Securities, if issued by the Company.

The waiver of pre-emptive rights would allow the Directors to issue new shares in the Company ranking equally with the existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate granted by the shareholders of the Company.

The Meeting unanimously agreed to move the motion of the authority to issue shares and waiver of pre-emptive right pursuant to the Act for voting.

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**8. ANY OTHER BUSINESS OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN IN ACCORDANCE WITH THE ACT AND THE COMPANY'S CONSTITUTION**

The Meeting noted that no notice was received by the Company to transact any other ordinary business.

**POLL VOTING**

Upon all the items on the agenda of the Meeting having been dealt with, the Meeting proceeded with the poll voting. The Poll Administrator briefed the Meeting on the poll voting procedures.

The Meeting was then adjourned at 11:15 a.m. for the conduct of poll voting and verification of the poll voting results by the Scrutineer.

**DECLARATION OF POLL VOTING RESULTS**

Upon verification of the poll voting results by the Scrutineer, the Meeting resumed at 11:40 a.m. whereupon the results of the poll voting were displayed on the screen as follows: -

Ordinary Resolution	Vote for		Vote Against		Total vote	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
1	143,136,602	100.0000	0	0.0000	143,136,602	100.00
2	143,135,902	99.9995	700	0.0005	143,136,602	100.00
3	143,136,602	100.0000	0	0.0000	143,136,602	100.00
4	143,136,602	100.0000	0	0.0000	143,136,602	100.00
5	143,136,602	100.0000	0	0.0000	143,136,602	100.00
6	143,132,602	100.0000	0	0.0000	143,132,602	100.00
7	143,131,902	99.9995	700	0.0005	143,132,602	100.00

Based on the verified poll results, the Chairman declared that Ordinary Resolutions 1 to 7 tabled at the 3<sup>rd</sup> AGM were all carried.

It is hereby **RESOLVED**: -

**Ordinary Resolution 1**

**THAT** the payment of Directors' fees to Non-Executive Directors of up to RM180,000.00 for the period from 1 June 2026 until the next AGM of the Company be hereby approved.

**Ordinary Resolution 2**

**THAT** the payment of benefits (excluding Directors' fees) payable to the Non-Executive Directors up to an amount of RM20,000.00 for the period from 20 May 2026 until the next AGM of the Company be hereby approved.

**Ordinary Resolution 3**

**THAT** Ms. Lee, who retired as a Director in accordance with Paragraph 102(2) of the Company's Constitution, be hereby re-elected as a Director of the Company.

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**Ordinary Resolution 4**

**THAT** Mr. Wong, who retired as a Director in accordance with Paragraph 107(2) of the Company's Constitution, be hereby re-elected as a Director of the Company.

**Ordinary Resolution 5**

**THAT** Ms. Ng, who retired as a Director in accordance with Paragraph 107(2) of the Company's Constitution, be hereby re-elected as a Director of the Company.

**Ordinary Resolution 6**

**THAT** the re-appointment of Messrs. TGS TW PLT as the Company's Auditors to hold office until the next AGM of the Company and to authorise the Directors to fix their remuneration be hereby approved.

**Ordinary Resolution 7**

**THAT** subject always to the Act, the Constitution of the Company, AMLR and any relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, 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 to be issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

**THAT** in connection with the above, pursuant to Section 85 of the Act to be read together with Paragraph 62(1) of the Constitution of the Company, that 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 Act;

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

**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 AGM of the Company.

**CONCLUSION OF MEETING**

There being no further business to transact, the Meeting concluded at 11:45 a.m. with a vote of thanks to the Chairman.

Confirmed as a correct record,

- SIGNED -

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CHAIRMAN  
WONG PAK YII