

RCE CAPITAL BERHAD
Registration No. 195301000151 (2444-M)
(Incorporated in Malaysia)

Minutes of the Seventy-Second Annual General Meeting (“72nd AGM”) of the Company held at Ballroom 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor, Malaysia on Thursday, 3 September 2026 at 10.30 a.m.

PRESENT

- Directors : Encik Shahman Azman (Chairman)
YAD Tan Sri Dato’ Setia Mazlan Mansor
Mr. Thein Kim Mon
Puan Azura binti Azman
Madam Tracy Chen Wee Keng
Puan Shalina Azman
Mr. Lum Sing Fai
- Shareholders and Proxyholders : As per Attendance List
- In Attendance/Invitees : Mr. Loh Kam Chuin - Chief Executive Officer
Ms. Oon Hooi Khee - Deputy Chief Executive Officer
Mr. Johnson Yap Choon Seng - Company Secretary
Ms. Seow Fei San - Company Secretary
Ms. Low Peck Yoke - Chief Financial Officer
Ms. Charlotte Lim - representative of AmInvestment Bank Berhad
Mr. Lee Chuk Hoe - representative of AmInvestment Bank Berhad
Mr. Alvin Leow - representative of AmInvestment Bank Berhad
Encik Amir Ishraf bin Mohd Johari - representative of AmInvestment Bank Berhad
Mr. Adrian Koh - representative of Mah-Kamariyah & Philip Koh
Ms. Chia Peck Yun - representative of Mah-Kamariyah & Philip Koh
Ms. Shayne Low - representative of Mah-Kamariyah & Philip Koh
- Auditors : Puan Siti Hajar binti Osman - representative of Deloitte Malaysia PLT
Encik Ahmad Syuwari Mohamed - representative of Deloitte Malaysia PLT

1. NOTICE

The Chairman welcomed the shareholders, proxyholders (collectively, the “Shareholders”) and all other attendees to the 72nd AGM.

The Chairman introduced the members of the Board of Directors (“Board”), Senior Management, Company Secretary, External Auditors and the adviser in relation to the proposed establishment of a new employees’ share scheme (“Proposed ESS”) who were present at the Meeting.

The notice convening the Meeting, having been circulated to all members of the Company within the prescribed statutory period, was taken as read.

2. QUORUM AND PRESENTATION TO SHAREHOLDERS

The Company Secretary confirmed that the requisite quorum was present pursuant to Clause 76 of the Company’s Constitution. Thereupon, the Chairman called the Meeting to order at 10.30 a.m.

The Chairman informed the Meeting that, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the proposed resolutions set out in the Notice of the 72nd AGM would be voted by way of electronic poll.

The Meeting was further informed that Tricor Investor & Issuing House Services Sdn. Bhd., the Company’s share registrar, had been appointed as the Poll Administrator to conduct the polling process, while Commercial Quest Sdn. Bhd. had been appointed as the Independent Scrutineer to verify the poll results.

A short video was then played to guide the Shareholders present on the electronic polling process.

The Chairman thereafter invited Mr. Loh Kam Chuin, the Chief Executive Officer (“CEO”), to present an overview of the Company’s results and outlook and to address the questions submitted by Shareholders in advance of the Meeting. Questions relating to the Proposed ESS would be addressed separately by AmInvestment Bank Berhad (“AmInvestment Bank”), the adviser to the Proposed ESS, on behalf of the Company.

The Meeting noted the CEO’s presentation and the Company’s responses to the questions submitted by Shareholders in advance of the Meeting.

Following the CEO’s presentation, the Chairman invited Ms. Charlotte Lim, representative of AmInvestment Bank, the Principal Adviser to the Company for the Proposed ESS, to present the Proposed ESS and to address the questions submitted by Shareholders in advance of the Meeting in relation to the Proposed ESS.

The Meeting noted the presentation by Ms. Charlotte Lim and the Company’s responses to the questions submitted by Shareholders in advance of the Meeting in relation to the Proposed ESS.

All the questions submitted by Shareholders in advance of the Meeting, together with the Company’s responses thereto, were annexed to the Minutes as Appendix A.

The Chairman further informed the Meeting that a Question-and-Answer (“Q&A”) session would be held after all items on the Agenda had been dealt with and requested Shareholders to reserve their questions until then to facilitate the orderly conduct of the Meeting.

The Chairman then proceeded with the first item on the Agenda.

3. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

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 March 2026 together with the Reports of the Directors and Auditors thereon (“Audited Financial Statements”).

The Chairman explained that, pursuant to Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements were tabled for discussion only and were not required to be formally approved by the Shareholders. Accordingly, no resolution was put to vote in respect of this item.

The Audited Financial Statements, which had been circulated to all members of the Company within the prescribed statutory period, were tabled before the Meeting.

The Chairman then declared that the Audited Financial Statements were duly received and noted by the Meeting.

4. PAYMENT OF DIRECTORS’ FEES OF RM693,000 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

The Chairman informed the Meeting that the next item on the Agenda was to seek Shareholders’ approval for the payment of Directors’ fees amounting to RM693,000 for the financial year ended 31 March 2026.

The Chairman further informed the Meeting that each Non-Executive Director was entitled to a Director’s fee of RM84,000 per annum, representing an increase of RM9,000 per Director from the previous financial year.

For Directors who did not serve for the full financial year, the Director’s fee was pro-rated based on their respective periods of service during the financial year.

The Meeting was informed that Madam Tracy Chen Wee Keng, who was appointed to the Board on 6 June 2025, was entitled to a pro-rated Director’s fee of RM70,000.

The Meeting was also informed that Datuk Mohamed Azmi bin Mahmood and Mr. Soo Kim Wai, who ceased to hold office during the financial year on 14 March 2026 and 10 September 2025 respectively, were entitled to pro-rated Director’s fees of RM80,500 and RM38,500 respectively.

The Meeting noted that the interested Directors would abstain from voting on Ordinary Resolution 1.

5. DIRECTORS' BENEFITS TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY UP TO AN AGGREGATE AMOUNT OF RM910,000 FOR THE PERIOD FROM 4 SEPTEMBER 2026 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Chairman informed the Meeting that pursuant to Section 230(1) of the Companies Act 2016, the fees and benefits payable to the directors of a public listed company are subject to approval at a general meeting.

The Chairman further informed that Agenda no. 3 was to seek Shareholders' approval for the payment of Directors' benefits to the Non-Executive Directors of the Company up to an aggregate amount of RM910,000 for the period from 4 September 2026 until the conclusion of the next Annual General Meeting of the Company.

The Directors' benefits payable for the said period comprised allowances and other emoluments payable to the Non-Executive Directors of the Company. In determining the estimated total Directors' benefits, consideration was given to, amongst others, the size of the Board and Board Committees as well as the estimated number of meetings to be held during the relevant period.

The Meeting noted that the interested Directors would abstain from voting on Ordinary Resolution 2.

6. RE-ELECTION OF DIRECTORS PURSUANT TO CLAUSE 118 OF THE COMPANY'S CONSTITUTION

The Chairman informed the Meeting that Mr. Thein Kim Mon and Mr. Lum Sing Fai, being Directors who retired by rotation pursuant to Clause 118 of the Company's Constitution and being eligible, had offered themselves for re-election.

The Meeting noted that the Board, through the Nomination & Remuneration Committee, had conducted the annual assessment of Mr. Thein Kim Mon and Mr. Lum Sing Fai based on the relevant performance criteria.

The profiles of Mr. Thein Kim Mon and Mr. Lum Sing Fai were set out on pages 15 and 17 respectively of the Annual Report 2026.

7. RE-APPOINTMENT OF AUDITORS AND AUTHORISATION FOR THE DIRECTORS TO FIX THEIR REMUNERATION

The Chairman informed that the next item on the Agenda was to seek Shareholders' approval for the re-appointment of the Auditors and to authorise the Directors to fix their remuneration.

The Meeting noted that the resolution was proposed by the Board based on the recommendation of the Audit Committee, following the Board's consideration of the results of the annual assessment of the Auditors, Deloitte Malaysia PLT. The Meeting further noted that Deloitte Malaysia PLT had expressed its willingness to continue in office.

8. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016

The Chairman informed the Meeting that the next item on the Agenda was to seek Shareholders' approval for the renewal of the authority for the Directors to issue shares pursuant to Section 75 of the Companies Act 2016 ("General Mandate").

The Chairman explained that Ordinary Resolution 6, if passed, would authorise the Directors to issue and allot ordinary shares of not more than ten per centum (10%) of the total number of issued shares of the Company from time to time, for such purposes as the Directors considered to be in the interest of the Company.

The Meeting noted that, unless revoked or varied in general meeting, the General Mandate would expire at the conclusion of the next Annual General Meeting.

9. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPTs")

The Chairman informed that the next item on the Agenda was to seek Shareholders' approval for the Proposed Shareholders' Mandate for RRPTs.

The Chairman explained that the purpose of Ordinary Resolution 7 was to allow the Company and its subsidiaries to enter into RRPTs with the related parties specified in Section 2.2 of the Circular to Shareholders dated 29 July 2026.

The Meeting noted that the interested Directors and major shareholders were set out in Section 2 of the Circular to Shareholders. The interested parties and persons connected to them would abstain from voting on the resolution.

10. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The next item on the Agenda was to seek Shareholders' approval for the renewal of the authority for the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued ordinary shares of the Company.

The Meeting noted that further information on the Proposed Renewal of Share Buy-Back Authority was set out in the Share Buy-Back Statement dated 29 July 2026.

11. PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE SCHEME OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME ("PROPOSED ESS")

The Chairman informed the Meeting that the next item on the Agenda was to consider and, if thought fit, approve the Proposed ESS of up to 15% of the total number of issued ordinary shares of the Company, excluding treasury shares, at any point in time.

The Chairman explained that the Proposed ESS was intended to replace the existing employees' share scheme upon its termination or expiry.

The Meeting noted that the details of the Proposed ESS had been presented by Ms. Charlotte Lim, representative of AmInvestment Bank, the Principal Adviser to the Company for the Proposed ESS.

12. PROPOSED ALLOCATION TO LOH KAM CHUIN, CHIEF EXECUTIVE OFFICER OF THE COMPANY, UNDER THE PROPOSED ESS

The Chairman informed the Meeting that the final item on the Agenda was to consider and, if thought fit, approve the proposed allocation of awards under the Proposed ESS to Mr. Loh Kam Chuin, the CEO of the Company.

The Meeting noted that Ordinary Resolution 10 sought Shareholders' approval for the Directors to allocate employees' share option scheme awards and restricted share grant awards to Mr. Loh under the Proposed ESS.

13. ANY OTHER BUSINESS

The Chairman informed the Meeting that no notice had been received for the transaction of any other business.

The Meeting therefore proceeded with the Q&A session.

14. QUESTIONS AND ANSWERS SESSION

As all resolutions had been tabled, the Chairman proceeded with the Q&A session and invited questions from the floor.

There being no questions from the floor, the Chairman declared the Q&A session closed.

15. VOTING PROCESS

The Chairman announced the closure of registration.

The Chairman informed the Meeting that he had been appointed as proxy for a number of Shareholders and that he would vote in accordance with the instructions given by the respective Shareholder.

The Chairman then announced the commencement of the voting session and informed the Meeting that Shareholders who had yet to cast their votes would be given 10 minutes to do so.

The Chairman further informed that the voting session would be followed by the verification of the poll results by the Independent Scrutineer, Commercial Quest Sdn. Bhd., which was expected to take approximately 20 minutes.

The Meeting would resume upon completion of the verification for the declaration of the poll results.

16. ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 12.06 p.m., whereupon the Chairman called the Meeting to order for the declaration of the poll results.

The Chairman announced that the poll results, as verified by the Independent Scrutineer, Commercial Quest Sdn. Bhd., were as follows:

Resolutions	Voted For		Voted Against		Result
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 1 To approve the payment of Directors' fees of RM693,000 for the financial year ended 31 March 2026.	916,705,393	99.9865	124,002	0.0135	Carried
Ordinary Resolution 2 To approve the Directors' benefits to the Non-Executive Directors of the Company up to an aggregate amount of RM910,000 for the period from 4 September 2026 until the next Annual General Meeting of the Company.	916,690,392	99.9848	139,003	0.0152	Carried
Ordinary Resolution 3 To re-elect Mr. Thein Kim Mon, who retires pursuant to Clause 118 of the Company's Constitution, as Director.	919,709,385	99.9933	62,002	0.0067	Carried
Ordinary Resolution 4 To re-elect Mr. Lum Sing Fai, who retires pursuant to Clause 118 of the Company's Constitution, as Director.	919,709,385	99.9933	62,002	0.0067	Carried
Ordinary Resolution 5 To re-appoint Deloitte Malaysia PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	919,381,585	99.9511	449,802	0.0489	Carried
Ordinary Resolution 6 Authority to issue shares pursuant to Section 75 of the Companies Act 2016.	868,287,585	94.4025	51,483,802	5.5975	Carried
Ordinary Resolution 7 Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.	99,497,261	99.9377	62,002	0.0623	Carried
Ordinary Resolution 8 Proposed Renewal of Share Buy-Back Authority.	913,028,385	99.2604	6,803,002	0.7396	Carried
Ordinary Resolution 9 Proposed Establishment of a new Employees' Share Scheme of up to 15% of the total number of issued ordinary shares of the Company (excluding treasury shares) at any point in time ("Proposed ESS").	853,689,362	92.8176	66,060,025	7.1824	Carried

Resolutions	Voted For		Voted Against		Result
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 10 Proposed Allocation to Loh Kam Chuin, Chief Executive Officer of the Company, under the Proposed ESS.	842,310,362	92.7298	66,039,025	7.2702	Carried

Based on the results of the poll voting, the Chairman declared that the following Ordinary Resolutions 1 to 10 were duly carried:

ORDINARY RESOLUTION 1

THAT the payment of Directors' fees of RM693,000 for the financial year ended 31 March 2026 be and is hereby approved.

ORDINARY RESOLUTION 2

THAT the payment of Directors' benefits to the Non-Executive Directors of the Company up to an aggregate amount of RM910,000 for the period from 4 September 2026 until the next Annual General Meeting of the Company be and is hereby approved.

ORDINARY RESOLUTION 3

THAT Mr. Thein Kim Mon retiring pursuant to Clause 118 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 4

THAT Mr. Lum Sing Fai retiring pursuant to Clause 118 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 5

THAT Deloitte Malaysia PLT (formerly known as Deloitte PLT) be and is hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be and are hereby authorised to fix their remuneration.

ORDINARY RESOLUTION 6

AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016

THAT subject always to the Companies Act 2016 ("Act"), provisions of the Company's Constitution and the approval from the relevant authorities, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Section 75 of the Act to issue and allot shares in the Company at any time 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 for the time being 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 Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

ORDINARY RESOLUTION 7

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

THAT subject to Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature ("RRPT") with the related parties as specified in Section 2.2 of the Circular to Shareholders dated 29 July 2026 in relation to the RRPT, provided that the transactions are in the ordinary course of business which are necessary for day-to-day operations and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company and that the aggregate value of such transactions conducted pursuant to the shareholders' mandate during the financial year be disclosed in the annual report of the Company;

AND THAT such authority conferred shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution.

ORDINARY RESOLUTION 8

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

THAT subject to the Companies Act 2016 ("Act"), provisions of the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and any other relevant authorities, approval be and is hereby given for the Company to purchase ordinary shares in the Company as may be determined by the Directors from time to time through Bursa Securities 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:

- (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 ("AGM") 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; or
 - (b) the expiration of the period within which the next AGM 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 Securities and/or cancelled and/or dealt with by the Directors in the manner allowed by the Act;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as they may consider expedient or necessary to implement and give effect to the Share Buy-Back Mandate.

ORDINARY RESOLUTION 9

PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE SCHEME OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES OF THE COMPANY ("RCE SHARES" OR "SHARES") (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME ("PROPOSED ESS")

THAT subject to the approvals of all relevant regulatory authorities being obtained, the Company be and is hereby authorised:

- (a) to establish, implement and administer the Proposed ESS for the benefit of the executive directors and employees of the Company and its subsidiaries which are not dormant, who meets the criteria of eligibility for participation in the Proposed ESS ("Eligible Persons") in accordance with the draft By-Laws ("By-Laws") which is set out in Appendix I of the Circular to Shareholders dated 29 July 2026 in relation to the Proposed ESS ("ESS Circular");

- (b) to appoint and authorise a committee (“ESS Committee”) by which the Proposed ESS will be administered by the said ESS Committee, who will be responsible for, among others, implementing and administering the Proposed ESS;
- (c) to appoint a trustee to facilitate the implementation and administration of the Proposed ESS, where deemed appropriate;
- (d) to make the necessary applications to Bursa Malaysia Securities Berhad (“Bursa Securities”) and to do all things necessary at the appropriate time or times for permission to deal with and for the listing and quotation of such new Shares that may hereafter or from time to time be allotted and issued pursuant to the Proposed ESS;
- (e) to add, modify, vary and/or amend the terms and conditions as set out in the By-Laws from time to time as may be required, including where permitted by the relevant authorities or as may be deemed necessary by the relevant authorities or the Directors of the Company or upon the recommendation of the ESS Committee, provided that such additions, modifications, variations and/or amendments are effected and permitted in accordance with the provisions of the By-Laws;
- (f) to allot and issue, transfer and/or procure for delivery from time to time to the Eligible Persons such number of new or existing Shares which may be made available under the Proposed ESS provided that the maximum number of Shares to be allotted and issued and/or transferred pursuant to the Proposed ESS and any other employees’ share schemes implemented by the Company shall not, at any point in time, in aggregate exceed 15% of the total number of issued Shares (excluding treasury shares); and
- (g) to do all such acts, execute all such documents and to enter into all such transactions, arrangements, agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate any part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws;

THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to consent to, accept and/or effect such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant regulatory authorities;

THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all the new RCE Shares to be issued pursuant to or in connection with the Proposed ESS have been duly allotted and issued in accordance with the terms of the Proposed ESS;

THAT the Directors of the Company be and are hereby given the discretion to extend the duration of the Proposed ESS for a further period or periods, provided that the initial duration of the Proposed ESS and such extension(s) made pursuant to the By-Laws, shall not, in aggregate, exceed a duration of 10 years from the effective date of the Proposed ESS without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting;

AND THAT the proposed By-Laws of the Proposed ESS, as set out in Appendix I of the ESS Circular, be and is hereby approved.

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION TO LOH KAM CHUIN, CHIEF EXECUTIVE OFFICER OF THE COMPANY, UNDER THE PROPOSED ESS (“PROPOSED ALLOCATION”)

THAT subject to the passing of the Ordinary Resolution 9, the Directors of the Company be and are hereby authorised at any time and from time to time under the Proposed ESS, to grant to Loh Kam Chuin, the Chief Executive Officer of the Company, such number of new or existing Shares which will be vested in him at a specified future date as well as options which, upon exercise, will entitle him to obtain Shares at a specified future date and at a predetermined price and to allot and issue and/or deliver such number of options, Shares and/or the equivalent cash value or any combinations thereof to him pursuant to the Proposed ESS, provided always, that:

- (i) he does not participate in the deliberation or discussion of his own allocation and the allocation to any persons connected with him; and
- (ii) not more than 10% (or such other percentage as may be permitted by the relevant authorities from time to time) of the total number of Shares made available under the new scheme shall be allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued Shares (excluding treasury shares),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed ESS as set out in Appendix I of the ESS Circular and the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time;

THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all the new RCE Shares to be issued pursuant to or in connection with the Proposed Allocation have been duly allotted and issued in accordance with the terms of the Proposed Allocation;

AND THAT subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws, the Directors of the Company be and are hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities.

17. CLOSURE

There being no other business, the Chairman thanked the Shareholders and all other attendees for their attendance at the 72nd AGM.

The Meeting was declared closed at 12.08 p.m.

CONFIRMED BY

(signed)

CHAIRMAN

Dated: 30 September 2026


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NO.	QUESTIONS RECEIVED IN ADVANCE FROM SHAREHOLDERS PRIOR TO THE ANNUAL GENERAL MEETING	RESPONSE
1.	<u>Portfolio Quality</u> Consumer financing is heavily affected by the economic climate. What are the current trends in our Non-Performing Loan (“NPL”) rates? How is the Company managing its specific provisions to ensure asset quality and protect shareholders in the face of potential economic headwinds?	The Expected Credit Loss (“ECL”) rate moderated in the financial year ended (“FYE”) 2026, mainly due to a moderation in bankruptcies, resignations and early retirements among civil servants. RCE remains focus on quality asset growth and active recovery efforts for defaulted accounts, while maintaining prudent financing loss coverage and manageable ECL levels. RCE will continue to refine its credit risk management and underwriting policies to safeguard the quality of its receivables.
2.	<u>Recurrent Related Party Transactions</u> For the proposed mandate on recurrent transactions, could you break down the largest amounts involved and assure minority shareholders that these are conducted at arm’s length and will bring tangible benefits to them?	The largest mandate sought for recurrent related party transactions was with Clear Goal Sdn. Bhd. and its non-listed subsidiaries (“CGSB Group”), with an aggregate value of RM20.0 million, as disclosed in the Circular to Shareholders dated 29 July 2026 in relation to the Recurrent Related Party Transactions of a Revenue or Trading Nature (“RRPT”) (“RRPT Circular”). The largest RRPT was transacted with the CGSB Group, totalling RM1.94 million. To ensure that RRPT are conducted on an arm’s length basis, RCE Group has established procedures as disclosed in the RRPT Circular, including: • RRPTs are reported by the respective business units and reviewed by the Audit Committee on a quarterly basis;



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NO.	QUESTIONS RECEIVED IN ADVANCE FROM SHAREHOLDERS PRIOR TO THE ANNUAL GENERAL MEETING	RESPONSE
2.	Cont'd	- Interested Directors are required to declare their interests and abstain from decision-making; and - the Internal Audit Function conducts an annual review of the transactions and compliance with the established procedures. Such transactions are expected to contribute positively to RCE Group by leveraging the related parties' expertise and resources to achieve cost and operational efficiencies. The transactions also complement RCE Group's business operations, thereby supporting the overall performance and sustainable value creation for shareholders.
3.	Several approved RRPT limits are substantially higher than the actual transaction values incurred. Could the Board explain the rationale for maintaining these higher limits and under what circumstances they are expected to be utilised?	A higher approved limit than the actual transaction does not represent a commitment to utilise the limit in full. The mandate would only be utilised where the transactions are in the ordinary course of business, on normal commercial terms, and in the best interests of the Company and its shareholders. Maintaining the approved RRPT limits balances prudent risk governance with operational efficiency and flexibility by: facilitating compliance with Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements"), which require prior shareholders' approval for anticipated RRPTs exceeding specified thresholds;



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NO.	QUESTIONS RECEIVED IN ADVANCE FROM SHAREHOLDERS PRIOR TO THE ANNUAL GENERAL MEETING	RESPONSE
3.	Cont'd	• providing operational flexibility and efficiency in carrying out potential transactions when they arise, without the administrative burden and costs of convening separate general meetings for each approval; and • upholding transparency and strong corporate governance in the management of RRPTs. Strong internal controls remain in place through periodic monitoring by the Internal Audit Function and quarterly reviews by the Audit Committee.
4.	Could the Board also share whether these approved limits have been reviewed over the past 3 years based on actual utilisation? If certain categories have consistently remained well below the approved limits, has the Board considered reducing those limits to better reflect expected business activity?	The RRPT limits were reviewed with reference to historical utilisation and RCE Group's expected business requirements. Where actual utilisation was lower, the Group considered whether the existing limits remained relevant. The higher or existing limits were maintained to facilitate potential changes in transaction volume and business requirements without frequent revisions to the mandate. RCE will ensure RRPTs are conducted on an arm's length basis and are not more favourable than those generally available to external parties.
5.	Does the Board anticipate any significant increase in RRPT values over the next financial year? If so, which categories are expected to increase and what are the key business reasons?	RCE does not anticipate any significant increase in RRPT values over the next financial year. In the event of an increase, an immediate announcement would be made to Bursa Securities if the actual value of the RRPTs incurred exceeded the estimated value approved by shareholders by 10% or more, together with such information as prescribed by Bursa Securities.



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NO.	QUESTIONS RECEIVED IN ADVANCE FROM SHAREHOLDERS PRIOR TO THE ANNUAL GENERAL MEETING	RESPONSE
6.	<u>Capital Management</u> Given the Company's current total borrowings of approximately RM2 billion and a high debt-to-equity ratio, why is the Board allocating funds for share buy-backs rather than using those resources to pay down debt and reduce interest expenses? What is the projected impact of the buy-back on Earnings Per Share ("EPS") compared to the potential savings from debt reduction?	Share buy-backs would only be conducted if the market price of RCE shares traded below its net asset value, after taking into consideration the Company's cash flow position. The authority was maintained as a precautionary measure should share buy-backs be required. No specific funds have been allocated for share buy-backs. Share buy-backs are not intended to divert funds required for business and growth purposes. Rather, they serve as a capital management tool which provides RCE with the flexibility to utilise surplus capital when appropriate. The gearing ratio was considered low compared to other players in the market, providing room for further leverage if necessary. Paying down debt to reduce interest expenses may not always be beneficial to RCE's business as RCE requires debt to support business growth and for tax considerations. RCE continues to seek an appropriate balance between debt and equity. Accordingly, any share buy-back would be subject to RCE's liquidity, funding requirements, business prospects and prevailing market conditions. The projected impact would be considered before any decision is made.



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7.	<u>Long-Term Business Strategy</u> Given the increasingly competitive consumer financing market and evolving regulatory landscape, what are the Board's top three strategic priorities over the next three years to sustain earnings growth and enhance long-term shareholder value?	Competition in the market remains present and is expected to continue. RCE's strategy prioritises quality over volume expansion. RCE continues to build on its digital platform, ePanta\$, to offer seamless and faster financing approvals with the objective of improving customer acquisition. The gazettement of the Consumer Credit Act 2025 on 31 December 2025 was timely, as it aims to enhance the level of protection for credit consumers in Malaysia. RCE will continue to focus on quality financing and strengthen its marketing channels.
8.	While the Company has consistently delivered attractive dividends, how does the Board intend to balance future dividend sustainability with investment in business growth, digital transformation and capital management?	Providing a consistent dividend to shareholders is one of RCE's core value propositions. RCE has been operating within an established dividend guidance of 60% to 80% of profit after tax, demonstrating its commitment to shareholder returns while preserving capital for business growth. Dividend decisions will take into account RCE's earnings, cash flow, capital requirements and future growth opportunities. As mentioned by the CEO at the last AGM, RCE has found the "sweet spot" with the payout ratio at that point, balancing future dividend sustainability, business growth, digital transformation and capital management.



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9.	<u>Proposed Renewal of Share Buy-Back Authority</u> If the Company undertakes share buy-backs, how will the Board balance the use of excess cash between share repurchases, dividend distributions, debt reduction and future business expansion?	The CEO referred to the response to Question 6. In summary, share buy-backs would be considered as part of RCE's overall capital management, taking into account the allocation of surplus capital towards dividend distributions, debt reduction and future business growth, as well as RCE's liquidity, funding requirements, business prospects and prevailing market conditions. RCE will continue to strike an appropriate balance between debt and equity and capital required for future business growth.
10.	Does the Board currently have any preference regarding the utilisation of repurchased shares, (e.g.: retaining them as treasury shares, distributing them as share dividends, or etc? What factors influence this decision?	There was no specific preference at this stage. Any decision by the Board would be subject to RCE's liquidity, funding requirements, business prospects and prevailing market conditions, as well as the best interests of the shareholders. In addition, the treasury shares held by the Company were relatively insignificant. As at 30 June 2026, the Company held 16,432,392 treasury shares, representing 1.11% of the total issued share capital of 1,484,467,534 shares. Treasury shares had previously been distributed as share dividends to reward shareholders. For instance, on 17 January 2022, 18,291,722 treasury shares were distributed to shareholders as a share dividend.



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11.	<u>Proposed Employees' Share Scheme ("Proposed ESS")</u> The Proposed ESS allows up to 15% of the Company's issued shares. Does the Board expect the entire allocation to be utilised over the life of the scheme, or is this intended as a maximum capacity? Approximately what level of utilisation does the Board currently anticipate?	The proposed 15% represents the maximum capacity permitted under the Proposed ESS and the Listing Requirements. It is not a target or commitment to fully utilise the allocation. As the Proposed ESS would operate for an initial period of 5 years and may be extended for up to 10 years, the Board believes that it is appropriate to have sufficient capacity to support future retention and incentive objectives over the long term. Actual utilisation of the Proposed ESS would be determined progressively by the ESS Committee based on factors such as employee retention objectives, performance considerations and market conditions.
12.	How will the Board ensure that shareholder dilution arising from the ESS remains reasonable while continuing to reward and retain talented employees?	The Board noted that awards under the Proposed ESS may be satisfied through several methods, including the issuance of new shares, the transfer of treasury shares, cash settlement, or a combination of these methods. Accordingly, dilution is not automatic. In determining how the awards are to be settled, the ESS Committee would take into account the potential impact on shareholders, together with RCE Group's funding requirements and overall financial position.



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12.	Cont'd	In addition, allocations under the Proposed ESS are not automatic and would only be granted based on prescribed eligibility and performance criteria. The Board believes that the Proposed ESS would help align the interests of eligible employees with the long-term interests of the Company and its shareholders.
13.	How does the Board intend to measure the success of the ESS over the next coming years? What outcomes would indicate that the scheme has delivered value to both employees and shareholders?	The Board views the Proposed ESS as a long-term talent retention and performance incentive programme. Its success would be assessed based on its contribution towards attracting and retaining key employees, promoting a culture of performance and ownership, and supporting RCE Group's long-term business and financial performance. The Board would therefore evaluate the Proposed ESS holistically rather than relying on any single measure.
14.	The proposed scheme will offer up to 15% of our issued shares. Could you please explain why the Company is choosing to issue new shares and dilute existing shareholders instead of rewarding them? Additionally, what specific performance targets or Key Performance Indicators ("KPIs") are tied to the CEO and top management's allocation, and how will these objectives align with improving our overall debt-to-equity ratio?	The Board has addressed the Shareholder's questions relating to the 15% scheme limit, potential shareholder dilution and the performance criteria applicable to the CEO and Senior Management in the earlier responses. In relation to the debt-to-equity ratio, this is not a specific performance measure under the Proposed ESS. However, the Group's capital structure and financial position remain important considerations in its overall financial management, and the ESS Committee would also take into account the impact on the Group's capital base and gearing when determining the manner in which awards are to be settled. The overall objective is to balance employee incentives with prudent financial management and sustainable returns to shareholders.



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15.	<u>Proposed Allocation to the CEO</u> Could the Board explain the rationale for the proposed allocation to the Chief Executive Officer and how it compares with market practice among comparable listed companies?	The Board's rationale was that the CEO is the most senior executive responsible for the execution of RCE Group's strategy and operations and, therefore his interests should be aligned with those of the shareholders through the Proposed ESS. The Board also noted that participation by Senior Management, including the CEO, is a common feature of employees' share schemes adopted by listed companies. For clarity, none of the Directors are eligible to participate in the Proposed ESS, as all members of the Board are Non-Executive Directors. Any allocation to the CEO would remain subject to the limits prescribed under the Proposed ESS and the Listing Requirements, with all grants being subject to the applicable disclosure requirements.
16.	Will the CEO's allocation be subject to measurable financial and non-financial performance targets? If so, could the Board provide examples of the performance criteria that will be used?	Yes. Any awards to the CEO would be subject to pre-established performance conditions and would not be granted automatically. In determining any awards, the ESS Committee would take into account factors such as the Group's performance, the CEO's contribution to the Group's long-term value creation and retention considerations. The assessment may include financial and non-financial performance measures, such as the Group's profitability, growth, return on equity, cost efficiency, risk management, sustainability initiatives and strategic transformation objectives.