

NYLEX (MALAYSIA) BERHAD
197001000148 (9378-T)
(Incorporated in Malaysia)

MINUTES OF THE 54TH ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY CONDUCTED ENTIRELY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT NO. 2A JALAN 13/2, SEKSYEN 13, 46200 PETALING JAYA, SELANGOR DARUL EHSAN, ON TUESDAY, 29 OCTOBER 2024 AT 9.30 A.M.

Present at	:	Datuk Anuar Bin Ahmad – Chairman
Broadcast Venue	:	Dato’ Siew Ka Wei – Group Managing Director (“GMD”)
	:	Encik Khamis Bin Awal – Non-Independent Non-Executive Director
	:	Mr Robin Ling Seng Chiong – Deputy Chief Executive Officer (“DCEO”)
	:	Ms Michelle Chen – Chief Financial Officer (“CFO”)
	:	Mr Choo Se Eng – Company Secretary
Present via video conferencing	:	Datin Joanne Marie Lopez – Independent Non-Executive Director
	:	Mr Edmond Cheah Swee Leng – Non-Independent Non-Executive Director
	:	Mr Brendan Francis Lim Jern Zhen – BDO PLT, External Auditors
Absent with Apology	:	Tan Sri Dato’ Dr Lin See Yan – Non-Independent Non-Executive Director

The shareholders/corporate representatives/proxies who attended the 54th AGM remotely via the remote participation and voting (“RPV”) facility are as stated in the Attendance List.

1. CHAIRMAN

The Chairman, Datuk Anuar Bin Ahmad, extended a warm welcome to the shareholders and proxies who attended the 54th AGM.

He then introduced the Board members, DCEO, CFO, Company Secretary and the representative from BDO PLT to the attendees.

2. QUORUM

There being a quorum in accordance with Clause 9 of the Company’s Constitution, the Chairman called the Meeting to order.

3. NOTICE

The Notice convening the 54th AGM dated 30 September 2024 (“Notice”), having been circulated to all shareholders of the Company within the prescribed period, was taken as read.

4. POLLING PROCEDURES AND ADMINISTRATIVE MATTERS

The Chairman informed that pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice shall be decided by poll.

The Chairman further informed that the Company had appointed Tricor Investor and Issuing House Services Sdn Bhd, the Company’s Share Registrar, as Poll Administrator to facilitate the poll voting process. The Company had also appointed Quantegic Services Sdn Bhd as Independent Scrutineers to verify the poll results.

The Chairman informed the shareholders that they may submit their votes at any time from the commencement of the 54th AGM at 9.30 a.m. until the announcement of closure of the voting session.

5. AUDITED FINANCIAL STATEMENTS AND REPORTS FOR THE FINANCIAL YEAR ENDED 31 MAY 2024

The Audited Financial Statements for the financial year ended 31 May 2024 together with the Reports of the Directors and Auditors thereon, having been circulated to all the shareholders of the Company within the prescribed period, were tabled to the Meeting for discussion.

The Chairman informed that this Agenda item was meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the Audited Financial Statements to be subject to approval by the shareholders. Hence, it was not put forward for voting.

The Chairman further informed the shareholders to submit their questions in the query box provided in the online platform and the Company would respond to them during the Questions and Answers session later.

Thereafter, the Chairman declared that the Audited Financial Statements and Reports of the Company for the financial year ended 31 May 2024 have in accordance with the Companies Act 2016 been properly tabled and received.

6. OTHER AGENDA ITEMS IN THE NOTICE

The Chairman then went through each of the motions that were included in the Notice.

The Chairman informed that the Company had not received any notice from shareholders for other business to be transacted at this Meeting in accordance with the Constitution of the Company and the Companies Act 2016.

7. QUESTIONS AND ANSWERS SESSION

The CFO and the GMD proceeded to address the questions posed by the shareholders or proxies, as follows: -

(Q1) What is the cost of conducting this virtual AGM?

Company's response:

The cost for the virtual AGM is approximately RM55,000.

(Q2) What is the Company's future outlook?

Company's response:

The Company's future outlook will largely hinge on the awarding and successful completion of the Proposed Johor LRT Project. The Company is awaiting the decision of the Federal Government.

(Q3) Will the Company give door gifts, e-vouchers for attending the AGM?

Company's response:

The Company values the health and safety of the attendees. As a token of appreciation, the Company will be giving out products from related companies, such as health supplements and organic mosquito repellent, to shareholders

holding no less than 1,000 shares and attended the 54th AGM or had appointed proxy(ies) to attend on their behalf, and stayed throughout the proceedings.

8. POLL VOTING SESSION

Having taken the Meeting through all the items on the Agenda and the Questions and Answers session, the Chairman invited the shareholders and proxies to cast their votes.

The Meeting was adjourned for 20 minutes to enable the tabulation of the poll results.

9. ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 10:10 a.m. after obtaining the validated poll results from the Independent Scrutineer. The results of the poll were presented to the meeting and the Chairman declared all resolutions set out in the Notice carried, as follows: -

Ordinary Resolution 1

Re-election of Director - Mr Edmond Cheah Swee Leng

By a poll of 73,356,592 votes for the Resolution and 102,993 votes against the Resolution, it was **RESOLVED**: -

THAT Mr Edmond Cheah Swee Leng who retired pursuant to Clause 125 of the Company's Constitution be and is hereby re-elected as Director of the Company.

Ordinary Resolution 2

Re-election of Director – En Khamis Bin Awal

By a poll of 73,362,900 votes for the Resolution and 94,685 votes against the Resolution, it was **RESOLVED**: -

THAT En Khamis Bin Awal who retired pursuant to Clause 125 of the Company's Constitution be and is hereby re-elected as Director of the Company.

Ordinary Resolution 3

Payment of Non-Executive Directors' Fees for financial year ending 31 May 2025 to be made quarterly in arrears

By a poll of 73,248,913 votes for the Resolution and 197,543 votes against the Resolution, it was **RESOLVED**: -

THAT the payment of Non-Executive Directors' fees for the financial year ending 31 May 2025 to be paid quarterly in arrears be and is hereby approved.

Ordinary Resolution 4

Payment of Directors' Benefits to the Non-Executive Directors

By a poll of 73,244,859 votes for the Resolution and 201,597 votes against the Resolution, it was **RESOLVED**: -

THAT the payment of Directors' benefits (excluding Non-Executive Directors' fees) for the Non-Executive Directors from 29 October 2024 until the date of the next Annual General Meeting of the Company be and is hereby approved.

Ordinary Resolution 5

Re-Appointment of Auditors

By a poll of 73,334,549 votes for the Resolution and 125,036 votes against the Resolution, it was **RESOLVED**: -

THAT Messrs BDO PLT be and are hereby re-appointed as Auditors of the Company for the financial year ending 31 May 2025 at a remuneration to be fixed by the Directors.

Ordinary Resolution 6

Proposed New Shareholders' Mandate for Recurrent Related Party Transactions ("RRPTS") of a Revenue or Trading Nature

By a poll of 363,463 votes for the Resolution and 2,600 votes against the Resolution, it was **RESOLVED**: -

THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), approval be and is hereby given to the Company to enter into the RRPTs of a revenue or trading nature with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 30 September 2024, provided that such transactions are necessary for the Company's day-to-day operations and carried out in the ordinary course of business at arm's length basis 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.

THAT the authority conferred by such mandate shall continue to be in force until:

- (i) the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by a resolution passed by the shareholders in a 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 all such documents) as the Directors may consider expedient or necessary or in the best interest of the Company to give effect to this resolution.

Ordinary Resolution 7

Renewal of Authority for Share Buy-Back Mandate

By a poll of 73,336,295 votes for the Resolution and 3,259 votes against the Resolution, it was **RESOLVED**: -

THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company ("Share Buy-Back Mandate") provided that:

- (a) the aggregate number of ordinary shares in the Company purchased and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- (c) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will be effective upon passing of this resolution and will continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, 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 after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the Company's shareholders in a general meeting;

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and give full effect to the Share Buy-Back Mandate with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company.

Ordinary Resolution 8

Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

By a poll of 73,335,621 votes for the Resolution and 123,962 votes against the Resolution, it was **RESOLVED**: -

THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised, pursuant to Section 75 and 76 of the Act, to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, to such persons 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 (excluding treasury shares) of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company, AND THAT the Directors be authorised to do all such things as they deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities.

10. CLOSURE OF MEETING

There being no further business, the meeting concluded at 10.30 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A CORRECT RECORD

CHAIRMAN

Dated: 28 November 2024