

**SUNGEI BAGAN RUBBER COMPANY (MALAYA) BERHAD**

Registration No. 195801000191 (3327-U)

(Incorporated in Malaysia)

MINUTES OF THE SIXTY-SEVENTH (67TH) ANNUAL GENERAL MEETING OF THE COMPANY CONDUCTED PHYSICALLY AT JUNIOR BALLROOM 1, DOUBLETREE BY HILTON JOHOR BAHRU, NO. 12, JALAN NGENG HENG, 80888 IBRAHIM INTERNATIONAL BUSINESS DISTRICT (IIBD), JOHOR DARUL TAKZIM, FRIDAY, 28 NOVEMBER 2025 AT 11:30 AM

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- PRESENT** : As per attendance list
- IN ATTENDANCE** : Mr Chew Khat Khiam Albert (*Non-Independent Non-Executive Chairman of the Board*)  
Mr Wun Mow Sang (*Independent Non-Executive Director*)  
Ms Yap Mei Wan (*Independent Non-Executive Director*)  
Mr Colflesh Khoo Liat Robert (*Managing Director*)  
Mr Mugana Kerisnan Karpiah (*Executive Director*)  
Mr Cheong Mun Hong (*Executive Director*)  
Ms Lee Ming Li (*Auditor from Ernst & Young*)  
Ms Santhi Saminathan (*Company Secretary*)  
Ms Nur Riana Mohd Tahir (*Scrutineer from Sky Corporate Services Sdn Bhd*)
- CHAIRMAN** : The Chairman of the Board, Mr Chew Khat Khiam Albert, welcomed all those present physically at the Sixty-Seventh Annual General Meeting (“67<sup>th</sup> AGM”) of the Company.
- The Chairman read out that the notice of the 67<sup>th</sup> AGM and Annual Report 2025 were announced to Bursa Malaysia Securities Berhad on 29 October 2025 and 30 October 2025 respectively and published on the Company’s corporate website. The shareholders were notified accordingly of the same either electronically or via postal mail.
- QUORUM** : The Chairman informed that the Company Secretary confirmed the requisite quorum were present. Having noted the presence of a quorum, the Chairman then called the meeting to order.
- The Chairman introduced our Directors, Auditors and Company Secretary who are present at the AGM.
- NOTICE OF MEETING** : The Chairman informed that the notice of AGM has been issued and published within the stipulated time and advertised in The New Straits Times. Hence, the notice is taken as read and proceeded to the meeting.

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**PROXIES** : The Chairman reported that the Company received 13 proxies totaling 44,782,755 shares representing 48.19% of the Company's issued ordinary shares within the stipulated time. Out of those, 4 proxy forms from shareholders for a total of 121 shares representing 0.0001% of the issued ordinary shares appointed the Chairman of the Meeting as their proxy to vote on their behalf, and the Chairman will vote according to such shareholders' instruction.

**POLL VOTE** : The Chairman informed the shareholders that there are nine (9) ordinary resolutions to be tabled for shareholders consideration and in accordance with the Main Market Listing Requirements of Bursa Malaysia. Seven (7) of which are ordinary businesses and the other two (2) are special businesses. The Chairman highlighted that all resolutions to be considered at the Meeting will be voted by way of poll. The Company appointed Boardroom Share Registrars Sdn. Bhd., the Company's Share Registrar as Poll Administrator to conduct the electronic polling process and SKY Corporate Services Sdn. Bhd. was appointed as the Independent Scrutineer to verify the poll results. The Chairman invited the Poll Administrator to brief the shareholders on the voting procedure. The Poll Administrator played the video tutorial explaining the electronic poll voting procedures.

After concluding the briefing of the meeting and voting procedures, the Chairman started briefing the agenda of the meeting.

**ORDINARY RESOLUTIONS:**

**1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025**

The Chairman read out that the Audited Financial Statements for the financial year ended 30 June 2025 together with the Directors' and Auditors' Reports thereon which have been approved by the Board and included in the Annual Report to shareholders were tabled before the meeting for discussion purposes. The Chairman also highlighted that in accordance with the provision of Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements for the financial year ended 30 June 2024 does not require a formal approval of the shareholders and hence is not put forward for voting.

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However, the Board is pleased to respond to any questions from the shareholders pertaining to the audited financial statements. The Chairman invited questions from the shareholders. The questions raised by shareholders and corresponding responses are annexed herewith as Appendix A.

As there were no further questions raised by the shareholders, the Chairman declared the Audited Financial Statements for the financial year ended 30 June 2025 and the Reports of the Directors and Auditors duly laid and received at this meeting.

**2. ORDINARY RESOLUTION 1 – TO DECLARE AND APPROVE THE PAYMENT OF SINGLE TIER FIRST AND FINAL DIVIDEND OF 2 SEN PER ORDINARY SHARE**

The Chairman read out Ordinary Resolution 1 on the Single Tier First and Final Dividend of 2 sen per ordinary share for the financial year ended 30 June 2025 and invited questions from the shareholders. As there were no questions raised by shareholders, the Chairman put the Ordinary Resolution 1 for vote by poll and requested the shareholders to cast their vote. After the voting time ended, the Chairman proceeded to the next resolution.

**3. ORDINARY RESOLUTION 2 – TO DECLARE AND APPROVE THE PAYMENT OF SINGLE TIER BONUS DIVIDEND OF 11 SEN PER ORDINARY SHARE**

The Chairman read out Ordinary Resolution 2 on the Single Tier Bonus Dividend of 11 sen per ordinary share for the financial year ended 30 June 2025 and invited questions from the shareholders. As there was no question raised by shareholders, the Chairman put Ordinary Resolution 2 for vote by poll and requested the shareholders to cast their vote. After the voting time ended, the Chairman proceeded to the next resolution.

**4. ORDINARY RESOLUTION 3 – TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND OTHER BENEFITS NOT EXCEEDING RM600,000 FROM 1 JULY 2025 UNTIL THE CONCLUSION OF THE NEXT AGM TO BE HELD IN 2026**

The Chairman read out Ordinary Resolution 3 on the approval for payment of Directors' fees and other benefits not exceeding RM600,000 from 1 July 2025 until the conclusion of next AGM to be held in 2026 and invited questions from shareholders. As there were no questions raised by shareholders, the Chairman put Ordinary Resolution 3 for vote by poll and requested the shareholders to cast their vote. After the voting time ended, the Chairman proceeded to the next resolution.

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**5. ORDINARY RESOLUTION 4 – TO RE-ELECT MR CHEW KHAT KHIAM ALBERT WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 113 OF THE COMPANY’S CONSTITUTION**

The Chairman highlighted that Ordinary Resolution 4, 5 and 6 are on the re-election of three (3) Directors, namely himself, Mr Chew Khat Khiam Albert, Mr Cheong Mun Hong, and Mr Colflesh Khoon Liat Robert, who are retiring in accordance with clause 113 and 120 of the Company’s Constitution.

The Chairman proceeded to read out Ordinary Resolution 4 on the re-election of Mr Chew Khat Khiam Albert as Director who retires in rotation in accordance with the Company’s Constitution and had offered himself for re-election. The justification for his re-election is stated in the Annual Report under explanatory note 4. The Chairman invited questions from the shareholders and as there were no questions raised by shareholders, the Chairman put Ordinary Resolution 4 for vote by poll and requested the shareholders to cast their vote. After the voting time ended, the Chairman proceeded to the next resolution.

**6. ORDINARY RESOLUTION 5 – TO RE-ELECT MR CHEONG MUN HONG WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 113 OF THE COMPANY’S CONSTITUTION**

The Chairman read out Ordinary Resolution 5 on the re-election of Mr Cheong Mun Hong as Director who retires in rotation in accordance with the Company’s Constitution and had offered himself for re-election. The justification for his re-election is stated in the Annual Report under explanatory note 4. The Chairman invited questions from the shareholders and as there were no questions raised by shareholders, the Chairman put Ordinary Resolution 5 for vote by poll and requested the shareholders to cast their vote. After the voting time ended, the Chairman proceeded to the next resolution.

**7. ORDINARY RESOLUTION 6 – TO RE-ELECT MR COLFLESH KHOON LIAT ROBERT WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 120 OF THE COMPANY’S CONSTITUTION**

The Chairman read out Ordinary Resolution 5 on the re-election of Mr Colflesh Khoon Liat Robert as Director who retires in rotation in accordance with the Company’s Constitution and had offered himself for re-election. The justification for his re-election is stated in the Annual Report under explanatory note 4. The Chairman invited questions from the shareholders and as there were no questions raised by shareholders, the Chairman put the Ordinary Resolution 6 for vote by poll and requested the shareholders to cast their vote. After the voting time ended, the Chairman proceeded to the next resolution.

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**8. ORDINARY RESOLUTION 7 – TO RE-APPOINT MESSRS ERNST & YOUNG AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 30 JUNE 2025 AND AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

The Chairman read out Ordinary Resolution 7 on the re-appointment of Messrs Ernst & Young PLT as Auditors of the Company for the financial year ending 30 June 2026 and to authorise the Directors to fix their remuneration. The Chairman invited questions from the shareholders and as there were no questions raised by shareholders, the Chairman put Ordinary Resolution 7 for vote by poll and requested the shareholders to cast their vote. After the voting time ended, the Chairman proceeded to the next resolution.

**8. ORDINARY RESOLUTION 8 – AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016**

The Chairman read out Ordinary Resolution 8 on the authority to allot and issue shares by Directors pursuant to Sections 75 and 76 of the Companies Act 2016 as follows: -

*“THAT pursuant to Section 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue ordinary shares in the Company at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares (excluding treasury shares) at the time of issue and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad (“Bursa Securities”) and THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.*

*THAT pursuant to Section 85 of the Act, read together with Clause 59 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 ranking equally to the existing issued Company shares arising from issuance of new shares pursuant to this Mandate.”*

The Chairman invited questions from shareholders and as there were no questions raised by shareholders, the Chairman put the Ordinary Resolution 8 for vote by poll and requested the shareholders to cast their vote. After the voting time ended, the Chairman proceeded to the next resolution.

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**10. ORDINARY RESOLUTION 9 – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR SHARE BUY-BACK AUTHORITY**

The Chairman read out that Resolution 9 to seek shareholders’ approval for renewal of shareholders’ mandate for share buy-back authority. The Chairman invited questions from shareholders and as there were no questions raised by shareholders, the Chairman put the Ordinary Resolution 9 for vote by poll and requested the shareholders to cast their vote.

After the voting time ended, the Chairman informed that the validation of poll results by the Independent Scrutineers will take approximately 15 minutes and proceeded to the next agenda.

**11. ANY OTHER BUSINESS**

The Chairman informed that the Company Secretary confirmed that no notice of any other business for transacting at the meeting was received. The Chairman informed the shareholders that the meeting will resume upon receiving the poll results verified by the Scrutineers. The meeting was adjourned.

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## 12. DECLARATION OF POLL RESULTS

After 15 minutes, the Chairman welcomed the shareholders and resumed the meeting. The Chairman informed that he received the results of the poll validated by the Independent Scrutineers and proceeded to declare the results as follows: -

Resolution(s)	Vote For			Vote Against			Total Votes		
	Records	No. of Units	%	Records	No. of Units	%	Records	No. of Units	%
Ordinary Resolution 1	24	40,015,244	100.0000	0	0	0.0000	24	45,015,244	100.0000
Ordinary Resolution 2	24	45,015,244	100.0000	0	0	0.0000	24	45,015,244	100.0000
Ordinary Resolution 3	23	44,715,344	100.0000	0	0	0.0000	23	44,715,344	100.0000
Ordinary Resolution 4	24	44,715,444	100.0000	0	0	0.0000	24	44,715,444	100.0000
Ordinary Resolution 5	24	44,715,444	100.0000	0	0	0.0000	24	44,715,444	100.0000
Ordinary Resolution 6	24	44,715,444	100.0000	0	0	0.0000	24	44,715,444	100.0000
Ordinary Resolution 7	24	44,715,444	100.0000	0	0	0.0000	24	44,715,444	100.0000
Ordinary Resolution 8	23	44,715,356	99.3334	2	300,088	0.6666	25	45,015,444	100.0000
Ordinary Resolution 9	25	45,015,444	100.0000	0	0	0.0000	25	45,015,444	100.0000

Based on the poll results, Chairman declared that all resolutions were carried.

The Chairman thanked the shareholders for their attendance and declared the meeting concluded at 12.25 p.m.

CONFIRMED AND SIGNED AS A CORRECT RECORD

**CHEW KHAT KHIAM ALBERT**  
**NON-INDEPENDENT NON-EXECUTIVE CHAIRMAN**

## Appendix A

Questions from Shareholders	Responses
<p>1. What is the Board’s view on the offer for the Great Eastern Holdings Limited shares, and going forward, what are the plans for this investment?</p>	<p>The Managing Director (“MD”) responded that at the Great Eastern Holdings Limited (“GEH”) Extraordinary General Meeting held in 2025, the resolution relating to the proposed delisting was required to be approved for the offer to proceed. As the resolution was not passed, the offer lapsed and trading in GEH shares resumed in August 2025.</p> <p>The MD added that the Board remains of the view that GEH is an established company with sound fundamentals and a clear dividend policy and continues to be positive on its long-term prospects.</p>
<p>2. Considering the recent market movements, what would be GEH’s fair price?</p>	<p>The MD explained that the recent share price movements were likely attributable to GEH’s resumption of trading following the bonus share issue. He noted that with the resumption of trading, market price would be one of the factors to determine GEH’s fair value.</p>
<p>3. Assuming the Company finds the valuation attractive, will the Company consider increasing its allocation in GEH?</p>	<p>The MD stated that any investment decision would be made after considering all relevant factors, including valuation and prevailing market prices.</p>
<p>4. Does the Company have a strategy for growth?</p>	<p>The MD shared that he was pleased to have taken on the role and to be joining a strong team within a Company that has a longstanding presence in Malaysia.</p> <p>He added that his focus would be on preserving and enhancing shareholder value, leveraging the expertise of the Company’s employees and the experience of the Board to support the Company’s continued growth.</p>