WINSTAR CAPITAL BERHAD
[Registration No. 202301049890 (1543804-K)]
(Incorporated in Malaysia)

MINUTES OF THE SECOND ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE MEETING ROOM, LOT 901 & 902, BATU 29, JALAN KEPONG, IJOK, 45600 BATANG BERJUNTAI, SELANGOR ON FRIDAY, 22 MAY 2026 AT 10:00 A.M.

Present	:	Y.M. Tengku Loreta Binti Tengku Dato' Setia Ramli Alhaj	*(Independent Non-Executive Chairperson)*
		Mr. Chua Nyok Chong	*(Non-Independent Executive Vice Chairman)*
		Mr. Chua Boon Hong	*(Non-Independent Executive Director and CEO)*
		Mr. Lee Yong Zhi	*(Non-Independent Executive Director and COO)*
		Mr. Chow Kian Hung	*(Non-Independent Non-Executive Director)*
		YBhg. Datuk Mastura Binti Tan Sri Dato' Mohd Yazid	*(Independent Non-Executive Director)*
		Ms. Low Suet Ann	*(Independent Non-Executive Director)*
		Ms. Beh Oi Siew	*(Independent Non-Executive Director)*
Shareholders/ Corporate Representatives/ Proxies	:	As per Attendance List	
By Invitation	:	Mr. Sheng Toy Sei	*(Chief Financial Officer)*
		Mr. Tyler Tan Gim-Heng Mr. Tan Wei Kian	*(Representatives of Messrs. UHY Malaysia PLT, the External Auditors)*
		Mr. David Chan Tze Kwang Encik Akid Uzair Bin Ahmad Jaelan	*(Representatives of TA Securities Holdings Berhad, the Sponsor)*
In Attendance	:	Ms. Ng Shu Fern	*(Company Secretary)*
		Ms. Wong Sin Yee	*(Company Secretary)*
		Ms. Then Sze Yee	*(Representative of Prominence Corporate Services Sdn. Bhd.)*

1.0 <u>CHAIRPERSON</u>

The Chairperson, Y.M. Tengku Loreta Binti Tengku Dato' Setia Ramli Alhaj ("**Chairperson**") was in the Chair. The Chairperson welcomed and thanked all participants for their presence at the Second Annual General Meeting ("**2nd AGM**" or the "**Meeting**") of the Company and called the Meeting to order at 10:00 a.m.

The Chairperson then introduced to the shareholders her fellow Directors, the Chief Financial Officer, the Company Secretary as well as the representatives of Messrs. UHY Malaysia PLT, the Company's external auditors, and TA Securities Holdings Berhad, the Company's Sponsor, who were present at the Meeting.

2.0 <u>QUORUM</u>

Upon confirmation by the Company Secretary of the presence of the requisite quorum pursuant to Clause 78 of the Company's Constitution, the Chairperson declared the Meeting duly convened.

The Company Secretary informed the Meeting that 12 valid proxy forms had been received from 12 shareholders for a total of 92,148,657 ordinary shares, representing 29.52% of the Company's total issued share capital, within the prescribed period of 48 hours before the time fixed for convening the Meeting.

The Chairperson further informed the Meeting that only shareholders whose names appeared in the Record of Depositors on 15 May 2026 were eligible to attend the Meeting.

3.0 NOTICE OF MEETING

The Notice convening the Meeting dated 24 April 2026, having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

4.0 PROCEEDINGS AND VOTING PROCEDURES

The Chairperson informed the Meeting that in compliance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and pursuant to Clause 82 of the Company's Constitution, all resolutions set out in the Notice of the 2nd AGM would be put to vote by way of poll.

The Meeting was further informed that the Company had appointed Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") as the Poll Administrator to conduct the polling process, and Sky Corporate Services Sdn. Bhd. as the Independent Scrutineer to verify the results of the poll.

The Chairperson briefed those present on the proceedings of the Meeting and informed that there was a total of eight (8) ordinary resolutions to be considered for approval. She then invited shareholders and proxies to raise any questions in relation to the proposed resolutions. She added that the polling for the resolutions would take place following the deliberation of the agenda items set out in the Notice of the 2nd AGM, with each resolution to be considered separately by the shareholders.

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

The Chairperson informed the Meeting that the first item on the agenda was to receive the AFS 2025 of the Company. The Meeting noted that the AFS 2025 were tabled for discussion only, as Section 340(1)(a) of the Companies Act 2016 ("**Act**") does not require the audited financial statements to be formally approved by the shareholders of the Company. Accordingly, this agenda item was not put to vote.

There being no questions from the shareholders and proxies, the Chairperson declared that the AFS 2025 of the Company were duly received.

6.0 APPROVAL OF THE PAYMENT OF DIRECTORS' FEES OF UP TO RM282,000.00 PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM 1 JUNE 2026 UNTIL THE NEXT ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY TO BE HELD IN 2027

The Chairperson tabled Ordinary Resolution 1 on the agenda pertaining to the approval of the payment of Directors' fees of up to RM282,000.00 payable to the Non-Executive Directors of the Company for the period from 1 June 2026 until the next AGM of the Company to be held in 2027.

The Meeting noted that the total estimated Directors' fees proposed for the abovementioned period were based on the current Board composition, and that the interested Directors had abstained from voting on the resolution.

The following motion was then put to the Meeting for consideration:

*"**THAT** the payment of Directors' fees of up to RM282,000.00 payable to the Non-Executive Directors of the Company for the period from 1 June 2026 until the next AGM of the Company to be held in 2027 be and is approved."*

There being no questions from the shareholders and proxies, the Chairperson proceeded with the next item on the agenda.

7.0 APPROVAL OF THE PAYMENT OF DIRECTORS' BENEFITS UP TO AN AMOUNT OF RM15,000.00 PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM 1 JUNE 2026 UNTIL THE NEXT AGM OF THE COMPANY TO BE HELD IN 2027

The Chairperson tabled Ordinary Resolution 2 on the agenda pertaining to the approval of the payment of Directors' benefits up to an amount of RM15,000.00 payable to the Non-Executive Directors of the Company for the period from 1 June 2026 until the next AGM of the Company to be held in 2027.

The Meeting noted that the total estimated Directors' benefits comprised meeting allowances for the Non-Executive Directors of the Company, based on the current Board composition and the estimated number of meetings scheduled for the Board and Board Committees for the abovementioned period. It was further noted that the interested Directors had abstained from voting on the resolution.

The following motion was then put to the Meeting for consideration:

*"**THAT** the payment of Directors' benefits up to an amount of RM15,000.00 payable to the Non-Executive Directors of the Company for the period from 1 June 2026 until the next AGM of the Company to be held in 2027 be and is approved."*

There being no questions from the shareholders and proxies, the Chairperson proceeded with the next item on the agenda.

8.0 RE-ELECTION OF Y.M. TENGKU LORETA BINTI TENGKU DATO' SETIA RAMLI ALHAJ AS A DIRECTOR IN ACCORDANCE WITH CLAUSE 102 OF THE COMPANY'S CONSTITUTION

The Chairperson tabled Ordinary Resolution 3 on the agenda pertaining to her re-election, as she was retiring in accordance with Clause 102 of the Company's Constitution. As she was deemed interested in the proposed resolution, the Chairperson invited Mr. Chua Boon Hong ("**Mr. Vincent**"), the Non-Independent Executive Director and Chief Executive Officer of the Company, to preside over the agenda item.

The following motion was then put to the Meeting for consideration:

*"**THAT** Y.M. Tengku Loreta Binti Tengku Dato' Setia Ramli Alhaj, who retires in accordance with Clause 102 of the Company's Constitution and being eligible, has offered herself for re-election, be and is hereby re-elected as a Director of the Company."*

There being no questions from the shareholders and proxies, Mr. Vincent handed the proceedings back to the Chairperson. The Chairperson thanked Mr. Vincent and proceeded with the next item on the agenda.

9.0 RE-ELECTION OF MR. CHUA NYOK CHONG AS A DIRECTOR IN ACCORDANCE WITH CLAUSE 102 OF THE COMPANY'S CONSTITUTION

The Chairperson tabled Ordinary Resolution 4 on the agenda pertaining to the re-election of Mr. Chua Nyok Chong, who was retiring in accordance with Clause 102 of the Company's Constitution.

The following motion was then put to the Meeting for consideration:

*"**THAT** Mr. Chua Nyok Chong, who retires in accordance with Clause 102 of the Company's Constitution and being eligible, has offered himself for re-election, be and is hereby re-elected as a Director of the Company."*

There being no questions from the shareholders and proxies, the Chairperson proceeded with the next item on the agenda.

10.0 RE-ELECTION OF MR. CHUA BOON HONG AS A DIRECTOR IN ACCORDANCE WITH CLAUSE 102 OF THE COMPANY'S CONSTITUTION

The Chairperson tabled Ordinary Resolution 5 on the agenda pertaining to the re-election of Mr. Chua Boon Hong, who was retiring in accordance with Clause 102 of the Company's Constitution.

The following motion was then put to the Meeting for consideration:

*"**THAT** Mr. Chua Boon Hong, who retires in accordance with Clause 102 of the Company's Constitution and being eligible, has offered himself for re-election, be and is hereby re-elected as a Director of the Company."*

There being no questions from the shareholders and proxies, the Chairperson proceeded with the next item on the agenda.

11.0 RE-APPOINTMENT OF MESSRS. UHY MALAYSIA PLT AS EXTERNAL AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION

The Chairperson tabled Ordinary Resolution 6 on the agenda pertaining to the re-appointment of Messrs. UHY Malaysia PLT as external auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration.

The Meeting noted that Messrs. UHY Malaysia PLT had indicated their willingness to continue in office as external auditors of the Company.

The following motion was then put to the Meeting for consideration:

*"**THAT** Messrs. UHY Malaysia PLT be and is hereby re-appointed as external auditors of the Company to hold office until the conclusion of the next AGM of the Company at a remuneration to be agreed between the Directors and the external auditors."*

There being no questions from the shareholders and proxies, the Chairperson proceeded with the next item on the agenda.

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

The Chairperson tabled Ordinary Resolution 7 on the agenda pertaining to the authority to be granted to the Directors to issue and allot new shares not exceeding 10% of the total number of issued shares of the Company pursuant to the Act, together with the waiver of the statutory pre-emptive rights of shareholders.

The Meeting noted that the proposed resolutions was intended to empower the Directors to issue additional shares of not more than 10% of the issued share capital of the Company at any time and for such purposes as the Directors deem fit and in the best interest of the Company, without the necessity of convening a general meeting. This authority, unless revoked or varied by the Company in a general meeting, would lapse at the conclusion of the next AGM.

The following motion was then put to the Meeting for consideration:

*"**THAT** subject always to the Companies Act 2016, the Constitution of the Company and the approvals of the relevant governmental and/or regulatory authorities being obtained (if required), the Directors of the Company be and are hereby empowered pursuant to the*

Companies Act 2016, to issue and allot shares in the capital of the Company to such persons, at any time, 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;

***THAT** pursuant to Section 85 of the Companies Act 2016, to be read together with Clause 9 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 Sections 75 and 76 of the Companies Act 2016;*

***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 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."*

There being no questions from the shareholders and proxies, the Chairperson proceeded with the next item on the agenda.

13.0 PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPTs") ("PROPOSED SHAREHOLDERS' MANDATE")

The Chairperson tabled Ordinary Resolution 8 on the agenda pertaining to the Proposed Shareholders' Mandate, the details of which were set out in the Circular to Shareholders dated 24 April 2026.

The Meeting noted that the Company had obtained a shareholders' mandate for RRPTs at the 1st AGM held on 29 May 2025, which would lapse at the 2nd AGM. The Company was seeking shareholders' approval for the renewal of the shareholders' mandate.

The Meeting further noted that Mr. Chow Kian Hung and Vafe System Sdn. Bhd., being the interested Director and the interested major shareholder in the RRPTs, respectively, had abstained from voting on the resolution, and had undertaken to ensure that persons connected to them would also abstain from voting in respect of their direct and/or indirect shareholdings.

The following motion was then put to the Meeting for consideration:

*"**THAT** subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries (collectively, the "**Winstar Group**") to enter into recurrent related party transactions of a revenue or trading nature with the related parties, particulars of which are set out in Section 2.4 of the Circular to Shareholders dated 24 April 2026, which are necessary for the day-to-day operations of the Winstar Group, provided that such transactions are carried out in the ordinary course of business, undertaken on an 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 Proposed Shareholders' Mandate is subject to annual review and the approval shall commence upon the passing of this resolution and 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 the next Annual General 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 shall 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 resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

***AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may deem fit, necessary, expedient and/or appropriate in order to implement the Proposed Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Shareholders' Mandate in the best interest of the Company."*

There being no questions from the shareholders and proxies, the Chairperson proceeded with the next item on the agenda.

14.0 ANY OTHER BUSINESS

The Chairperson informed the Meeting that the Company had not received any notice of other business to be transacted, for which due notice was required to be given pursuant to the Act and the Company's Constitution.

15.0 POLLING PROCESS

The Chairperson declared registration of attendance closed at 10:25 a.m. to facilitate the polling process.

The Chairperson then invited the representative of Boardroom to brief the Meeting on the polling procedures. The Meeting was subsequently adjourned for the poll, and the poll results were later submitted to the Independent Scrutineer, Sky Corporate Services Sdn. Bhd. for verification.

16.0 ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 10:40 a.m. and the Chairperson called the Meeting to order. The poll results were displayed on the screen as follows:

Resolutions	Vote For		Vote Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution 1	119,343,230	100.0000	0	0.0000
Ordinary Resolution 2	119,343,230	100.0000	0	0.0000
Ordinary Resolution 3	190,328,229	100.0000	0	0.0000
Ordinary Resolution 4	190,328,229	100.0000	0	0.0000
Ordinary Resolution 5	190,328,229	100.0000	0	0.0000
Ordinary Resolution 6	190,328,229	100.0000	0	0.0000
Ordinary Resolution 7	190,328,229	100.0000	0	0.0000
Ordinary Resolution 8	120,293,230	100.0000	0	0.0000

Based on the poll results duly verified by the Independent Scrutineer, the Chairperson declared that Ordinary Resolution 1 to Ordinary Resolution 8 were duly carried.

17.0 TERMINATION

There being no further business to be transacted, the Meeting concluded at 10:42 a.m. with a vote of thanks to the Chairperson.

SIGNED AS A CORRECT RECORD

- SIGNED -

CHAIRPERSON
TENGKU LORETA BINTI TENGKU DATO' SETIA RAMLI ALHAJ

Dated : 16 June 2026