

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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT THE MEETING ROOM, LOT 901 & 902, BATU 29, JALAN KEPONG, IJOK, 45600 BATANG BERJUNTAI, SELANGOR ON WEDNESDAY, 8 OCTOBER 2025 AT 11:00 A.M.

Present	: Y.M. Tengku Loreta Binti Tengku Dato' Setia Ramli Alhaj Mr. Chua Nyok Chong Mr. Chua Boon Hong Mr. Lee Yong Zhi Mr. Chow Kian Hung Datuk Mastura Binti Tan Sri Dato' Mohd Yazid Ms. Low Suet Ann Ms. Beh Oi Siew	<i>(Independent Non-Executive Chairperson)</i> <i>(Non-Independent Executive Vice Chairman)</i> <i>(Non-Independent Executive Director and CEO)</i> <i>(Non-Independent Executive Director and COO)</i> <i>(Non-Independent Non-Executive Director)</i> <i>(Independent Non-Executive Director)</i> <i>(Independent Non-Executive Director)</i> <i>(Independent Non-Executive Director)</i>
Shareholders/ Corporate Representatives/ Proxies	: As per Attendance List	
By Invitation	: Mr. Sheng Toy Sei Mr. David Chan Tze Kwang Mr. Wong Kah Jun	<i>(Chief Financial Officer)</i> <i>(Representative of TA Securities Holdings Berhad, the Sponsor)</i>
In Attendance	: Ms. Ng Shu Fern Ms. Wong Sin Yee	<i>(Company Secretary)</i> <i>(Company Secretary)</i>

1.0 CHAIRPERSON

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 Extraordinary General Meeting ("**EGM**" or the "**Meeting**") of the Company and called the Meeting to order at 11:00 a.m.

The Chairperson then introduced to the shareholders her fellow Directors, the Company Secretary as well as the representatives of TA Securities Holdings Berhad, the Company's Sponsor, who were present at the Meeting.

2.0 QUORUM

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 ten (10) valid proxy forms had been received from ten (10) shareholders for a total of 90,706,099 ordinary shares, representing 31.28% 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 1 October 2025 were eligible to attend the Meeting.

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3.0 NOTICE OF MEETING

The Notice convening the Meeting dated 23 September 2025, 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 ("**Bursa Securities**") and pursuant to Clause 82 of the Company's Constitution, the resolution set out in the Notice of EGM would be put to vote by way of poll.

The Chairperson briefed those present on the proceedings of the Meeting and invited shareholders and proxies to raise any questions on the proposed resolution. She also informed that polling for the ordinary resolution would take place after the deliberation of the agenda outlined in the Notice of EGM.

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 result of the poll.

5.0 PROPOSED SPECIAL ISSUE OF UP TO 41,450,000 NEW ORDINARY SHARES IN WINSTAR CAPITAL BERHAD ("WINSTAR") TO BUMIPUTERA INVESTORS TO BE APPROVED OR RECOGNISED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY ("MITI") ("PROPOSED SPECIAL ISSUE")

The Chairperson tabled the Ordinary Resolution pertaining to the Proposed Special Issue, the details of which were set out in the Circular to Shareholders dated 23 September 2025.

The Chairperson briefed the Meeting that the Company was listed on the ACE Market of Bursa Securities on 19 December 2024, with a condition imposed by the Securities Commission Malaysia requiring the allocation of 12.50% of the Company's enlarged issued share capital to Bumiputera investors approved or recognised by MITI within one (1) year after achieving the profit requirement for companies seeking listing on the Main Market or within five (5) years after being listed on the ACE Market, whichever occurred earlier.

The Meeting noted that the Company had achieved a cumulative adjusted profit after tax of RM21.69 million for the financial years ended 31 December 2022 to 31 December 2024, and an adjusted profit after tax of RM10.09 million for the financial year ended 31 December 2024 ("**FYE 2024**"). Accordingly, the Company had met the profit requirement based on the audited consolidated financial statements for the FYE 2024.

The Chairperson further explained that the Proposed Special Issue was undertaken to comply with the Bumiputera equity requirement and to raise funds to support the financial and operational needs of Winstar and its subsidiaries.

As there were no questions raised by the shareholders and proxies, the Meeting proceeded with the voting on the Ordinary Resolution.

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6.0 POLLING PROCESS

The Chairperson declared registration of attendance closed at 11:15 a.m. to facilitate the polling process.

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

7.0 ANNOUNCEMENT OF POLL RESULT

The Meeting resumed at 11:35 a.m. and the Chairperson called the Meeting to order. The poll result was displayed on the screen as follows:

Resolution	Vote For		Vote Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution	222,128,100	99.9730	60,000	0.0270

Based on the poll result duly verified by the Independent Scrutineer, the Chairperson declared that the Ordinary Resolution was **CARRIED** as follows:

ORDINARY RESOLUTION

- **PROPOSED SPECIAL ISSUE OF UP TO 41,450,000 NEW ORDINARY SHARES IN WINSTAR TO BUMIPUTERA INVESTORS TO BE APPROVED OR RECOGNISED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY ("MITI") ("PROPOSED SPECIAL ISSUE")**

"THAT subject to the approvals of all the relevant authorities and parties (where applicable) being obtained, approval be and is hereby given to the Board of Directors of Winstar ("Board") to issue and allot up to 41,450,000 new ordinary shares in the Company ("Winstar Shares") ("Proposed Special Issue Shares"), representing approximately 12.51% of the Company's enlarged issued shares, at an issue price to be determined later in the manner set out in the circular to the shareholders of the Company dated 23 September 2025 ("Circular"), to Bumiputera investors to be approved or recognised by the MITI, where such investors shall be person(s) qualified under Schedules 6 and 7 of the Capital Markets and Services Act 2007.

THAT approval be and is hereby given to the Board to determine the issue price for each tranche of the Proposed Special Issue Shares at a later date subject to a discount of not more than 10% to the five-day volume weighted average market price of Winstar Shares immediately prior to the price fixing date for each tranche of the Proposed Special Issue Shares.

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***THAT** the Board be and is hereby authorised to utilise the proceeds to be raised from the Proposed Special Issue for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds in the manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company.*

***THAT** the Proposed Special Issue Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Winstar Shares, save and except that the Proposed Special Issue Shares will not be entitled to any rights, allotments, dividends and/or any other distributions that may be declared, made or paid where the entitlement date precedes the date of allotment and issuance of the Proposed Special Issue Shares.*

***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 Winstar Shares ranking equally with the existing issued Winstar Shares pursuant to the Proposed Special Issue.*

***AND THAT** the Board be and is hereby empowered and authorised to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary, and to do all acts, deeds and things as may be required to give effect to and to complete the Proposed Special Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be imposed or required by the relevant authorities or as the Directors may deem necessary in the best interest of the Company, and to take such steps and actions as the Board may deem necessary or expedient to implement, finalise, give full effect to and complete the Proposed Special Issue.”*

8.0 TERMINATION

There being no further business to be transacted, the Meeting concluded at 11:35 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 : 31 October 2025