

ES SUNLOGY BERHAD

Registration No. 202301046467 (1540381-T)

(Incorporated in Malaysia)

MINUTES OF THE SECOND ANNUAL GENERAL MEETING OF THE COMPANY ("2nd AGM") HELD AT BALLROOM 2, VANGOHH EMINENT HOTEL, NO. 3406, JALAN MACHANG BUBOK 2, 14020 BUKIT MERTAJAM, PULAU PINANG, MALAYSIA ON WEDNESDAY, 28 JANUARY 2026 AT 10:00 A.M. ("THE MEETING")

DIRECTORS PRESENT : Mr. Loh Kwang Yean
(*Independent Non-Executive Chairman*)

Mr. Khor Chuan Meng
(*Managing Director*)

Mr. Chu Kerd Yee
(*Executive Director*)

Dato' Magaret Ting Thien Hung
(*Independent Non-Executive Director*)

Datuk Hajah Nor Zamani Binti Abdol Hamid
(*Independent Non-Executive Director*)

Ms. Lim Kwee Yong
(*Independent Non-Executive Director*)

**INDIVIDUAL
SHAREHOLDERS,
REPRESENTATIVES
AND PROXIES** : As per Attendance List

BY INVITATION : As per Attendance List

IN ATTENDANCE : Mr. Cheng Chia Ping, Jason (*Company Secretary*)

CHAIRMAN

Mr. Loh Kwang Yean, the Independent Non-Executive Chairman of the Company ("**Chairman**") was in the chair and welcomed all present to the Meeting and called the Meeting to order at 10:00 a.m.

This also marked the Company's inaugural Annual General Meeting following its listing on the ACE Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**") on 20 February 2025.

The Chairman then introduced the Directors, the Management, the Company Secretary, as well as the representatives of the External Auditors from PKF PLT.

QUORUM

The requisite quorum being present pursuant to Clause 24.6 of the Company's Constitution, the Chairman declared the Meeting duly convened.

The Chairman informed the Meeting that the Company was using 21 January 2026 as the determinant date of the General Meeting Record of Depositors for the 2nd AGM.

(Minutes of the Second Annual General Meeting held on 28 January 2026 – cont'd)

NOTICE

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

PROCEEDINGS

The Chairman informed the Meeting that in compliance with the ACE Market Listing Requirements of Bursa Securities, the voting in respect of all the resolutions tabled during the Meeting shall be conducted by way of poll.

The Meeting was informed that there were shareholders who were unable to participate in the Meeting and had appointed the Chairman to vote on their behalf. Hence, the Chairman would be voting as their proxy in accordance with their voting instructions, where indicated.

The Chairman informed that as there was no legal requirement for a proposed resolution to be seconded, the Chairman would take the Meeting through each item on the Agenda. He further informed that questions could be raised after all the resolutions have been read out and the poll would be conducted upon the completion of the deliberation on all the business of the Meeting.

The Meeting was further informed that the Share Registrar of the Company, Securities Services (Holdings) Sdn. Bhd., would be the Poll Administrator and Commercial Quest Sdn. Bhd. would be the Independent Scrutineer to verify the results of the poll votes.

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JULY 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 July 2025 together with the Reports of the Directors and the Auditors thereon.

The Meeting noted that the Audited Financial Statements for the financial year ended 31 July 2025 had been available in the Company's Annual Report 2025, which had been submitted to Bursa Securities and uploaded onto the Company's website on 28 November 2025.

In view that the Audited Financial Statements for the financial year ended 31 July 2025 together with the Reports of the Directors and the Auditors thereon did not require formal approval of the shareholders, it would not be put forward for voting. The Chairman declared that the Audited Financial Statements for the financial year ended 31 July 2025 together with the Reports of the Directors and the Auditors thereon, be received.

(Minutes of the Second Annual General Meeting held on 28 January 2026 – cont'd)

2.0 ORDINARY RESOLUTION 1

- **APPROVAL OF THE DIRECTORS' FEES PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY AMOUNTING TO RM240,000/- FOR THE FINANCIAL YEAR ENDING 31 JULY 2026**
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The Meeting was advised that the second item on the Agenda was to approve the Directors' fees payable to the Non-Executive Directors of the Company amounting to RM240,000/- for the financial year ending 31 July 2026.

3.0 ORDINARY RESOLUTION 2

- **APPROVAL OF THE PAYMENT OF BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY UP TO AN AMOUNT OF RM45,000/- WITH EFFECT FROM 29 JANUARY 2026, A DAY AFTER THE 2ND AGM UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY IN YEAR 2027 PURSUANT TO SECTION 230(1)(b) OF THE COMPANIES ACT 2016**
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The Chairman informed the Meeting that the third item on the Agenda was to approve the Directors' benefits payable to the Non-Executive Directors of the Company up to an amount of RM45,000/- with effect from 29 January 2026, a day after the 2nd AGM until the next Annual General Meeting of the Company in year 2027 pursuant to Section 230(1)(b) of the Companies Act 2016.

4.0 ORDINARY RESOLUTION 3

- **RE-ELECTION OF MR. KHOR CHUAN MENG, WHO WAS DUE TO RETIRE BY ROTATION PURSUANT TO CLAUSE 21.7 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAD OFFERED HIMSELF FOR RE-ELECTION**
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The Meeting noted that the fourth item on the Agenda was to re-elect Mr. Khor Chuan Meng, who was due to retire by rotation pursuant to Clause 21.7 of the Company's Constitution and being eligible, had offered himself for re-election.

5.0 ORDINARY RESOLUTION 4

- **RE-ELECTION OF DATO' MAGARET TING THIEN HUNG, WHO WAS DUE TO RETIRE BY ROTATION PURSUANT TO CLAUSE 21.7 OF THE COMPANY'S CONSTITUTION BEING ELIGIBLE, HAD OFFERED HERSELF FOR RE-ELECTION**
-

The Meeting noted that the fifth item on the Agenda was to re-elect Dato' Magaret Ting Thien Hung, who was due to retire by rotation pursuant to Clause 21.7 of the Company's Constitution and being eligible, had offered herself for re-election.

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6.0 ORDINARY RESOLUTION 5

- **RE-APPOINTMENT OF PKF PLT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 JULY 2026 AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING IN YEAR 2027 AT A REMUNERATION TO BE DETERMINED BY THE DIRECTORS**
-

The Chairman informed the Meeting that the sixth item on the Agenda was to re-appoint PKF PLT as Auditors of the Company for the financial year ending 31 July 2026 and to hold office until the conclusion of the next Annual General Meeting of the Company in year 2027 at a remuneration to be determined by the Directors.

The retiring Auditor, PKF PLT, had indicated their willingness to continue in office as Auditors of the Company.

The Audit and Risk Management Committee and the Board had reviewed PKF PLT's performance as Auditors of the Company for the last financial year and are satisfied with their effectiveness and performance as Auditors of the Company.

SPECIAL BUSINESS

7.0 ORDINARY RESOLUTION 6

- **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**
-

The Chairman informed the Meeting that the next item on the Agenda was Special Business to approve the ordinary resolution on the authority to issue shares pursuant to Companies Act 2016.

The Meeting was informed that the proposed adoption of this ordinary resolution was primarily to give flexibility to the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting, provided that the aggregate number of shares issued does not exceed 10% of the total number of issued shares of the Company for the time being.

8.0 ORDINARY RESOLUTION 7

- **PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
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The Chairman informed the Meeting that next item on the Agenda, also under Special Business, was to approve the ordinary resolution on the Proposed Shareholders' Ratification and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature.

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The proposed adoption of this resolution would enable the ES Sunlogy Group to enter into the RRPT which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The Meeting noted that the details of the matter could be referred to in the Circular to Shareholders dated 28 November 2025.

The Chairman informed that all the interested parties had undertaken to ensure that they and persons connected to them would abstain from voting on this ordinary resolution.

9.0 ANY OTHER ORDINARY BUSINESS

The Meeting was advised that there was no other business to be transacted at the Meeting of which due notice had been given.

QUESTION AND ANSWER SESSION

After tabling of all resolutions, the Chairman announced that the Meeting was opened for "Question and Answer" session.

The Chairman informed the Meeting that there were no questions raised by the shareholders.

POLLING PROCESS

The Chairman declared the registration for attendance at the Meeting closed at 10:11 a.m. At this juncture, the Company Secretary explained the polling process to the Meeting.

The shareholders and proxies were given another ten (10) minutes to cast and submit their votes.

Upon completion of the poll voting, the Chairman announced the voting session closed, and the Meeting was adjourned at 10:13 a.m. to facilitate the verification of votes for the declaration of the poll results.

ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 10:30 a.m. for declaration of the poll results.

The following poll results were displayed on the screen.

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The results of the poll for Resolution 1 was as follows:-

Resolution 1	Voted For		Voted Against	
	No. of Shares	%	No. of Shares	%
	295,905,300	100.0000	0	0.0000

The results of the poll for Resolution 2 was as follows:-

Resolution 2	Voted For		Voted Against	
	No. of Shares	%	No. of Shares	%
	295,905,300	100.0000	0	0.0000

The results of the poll for Resolution 3 was as follows:-

Resolution 3	Voted For		Voted Against	
	No. of Shares	%	No. of Shares	%
	295,905,300	100.0000	0	0.0000

The results of the poll for Resolution 4 was as follows:-

Resolution 4	Voted For		Voted Against	
	No. of Shares	%	No. of Shares	%
	295,905,300	100.0000	0	0.0000

The results of the poll for Resolution 5 was as follows:-

Resolution 5	Voted For		Voted Against	
	No. of Shares	%	No. of Shares	%
	295,905,300	100.0000	0	0.0000

The results of the poll for Resolution 6 was as follows:-

Resolution 6	Voted For		Voted Against	
	No. of Shares	%	No. of Shares	%
	295,905,300	100.0000	0	0.0000

The results of the poll for Resolution 7 was as follows:-

Resolution 7	Voted For		Voted Against	
	No. of Shares	%	No. of Shares	%
	1,905,300	100.0000	0	0.0000

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Based on the results of the poll voting, the Chairman declared the following resolutions
CARRIED:-

ORDINARY RESOLUTION 1

- **APPROVAL OF THE DIRECTORS' FEES PAYABLE TO THE NON- EXECUTIVE DIRECTORS OF THE COMPANY AMOUNTING TO RM240,000/- FOR THE FINANCIAL YEAR ENDING 31 JULY 2026**
-

THAT the payment of Directors' fees to the Non-Executive Directors of the Company of up to RM240,000/- for the financial year ending 31 July 2026, be and is hereby approved.

ORDINARY RESOLUTION 2

- **APPROVAL OF THE PAYMENT OF BENEFITS PAYABLE TO THE NON- EXECUTIVE DIRECTORS OF THE COMPANY UP TO AN AMOUNT OF RM45,000/- WITH EFFECT FROM 29 JANUARY 2026, A DAY AFTER THE 2ND AGM UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY IN YEAR 2027 PURSUANT TO SECTION 230(1)(b) OF THE COMPANIES ACT 2016**
-

THAT the benefits payable to the Non-Executive Directors of the Company up to an amount of RM45,000/- with effect from 29 January 2026, a day after the Second Annual General Meeting until the next Annual General Meeting of the Company to be held in year 2027 pursuant to Section 230(1)(b) of the Companies Act 2016, be and is hereby approved.

ORDINARY RESOLUTION 3

- **RE-ELECTION OF MR. KHOR CHUAN MENG, WHO WAS DUE TO RETIRE BY ROTATION PURSUANT TO CLAUSE 21.7 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAD OFFERED HIMSELF FOR RE-ELECTION**
-

THAT Mr. Khor Chuan Meng, who was due to retire by rotation pursuant to Clause 21.7 of the Company's Constitution and being eligible, had offered himself for re-election, be and is hereby re-elected as a Director of the Company.

ORDINARY RESOLUTION 4

- **RE-ELECTION OF DATO' MAGARET TING THIEN HUNG, WHO WAS DUE TO RETIRE BY ROTATION PURSUANT TO CLAUSE 21.7 OF THE COMPANY'S CONSTITUTION, BEING ELIGIBLE, HAD OFFERED HERSELF FOR RE-ELECTION**

THAT Dato' Magaret Ting Thien Hung, who was due to retire by rotation pursuant to Clause 21.7 of the Company's Constitution and being eligible, had offered herself for re-election, be and is hereby re-elected as a Director of the Company.

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ORDINARY RESOLUTION 5

- **RE-APPOINTMENT OF PKF PLT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 JULY 2026 AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING IN YEAR 2027 AT A REMUNERATION TO BE DETERMINED BY THE DIRECTORS**
-

THAT the retiring Auditors, PKF PLT as Auditors of the Company for the financial year ending 31 July 2026 and to hold office until the conclusion of the next Annual General Meeting of the Company in year 2027 at a remuneration to be determined by the Directors.

ORDINARY RESOLUTION 6

- **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**
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THAT subject to the Companies Act 2016 ("**the Act**"), ACE Market Listing Requirements ("**ACE LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

THAT in connection with the above, pursuant to Section 85 of the Act to be read together with Clause 16.6 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 the Act.

AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND FURTHER 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.

ORDINARY RESOLUTION 7

- **PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
-

THAT approval be and is hereby given to the Company and its subsidiary(ies) ("**Group**") to enter into and give effect to the recurrent related party transactions of a

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revenue or trading nature particulars with the specified classes of related parties as specified in Section 2.6 of the Circular to shareholders of the Company dated 28 November 2025, provided that:

- (a) such arrangements and/or transactions are necessary for the Group's day-to-day operations;
- (b) such arrangements and/or transactions undertaken are 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 third party;
- (c) such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
- (d) the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year in relation to:
 - (i) the related transacting parties and their respective relationship with the Company; and
 - (ii) the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("**AGM**"), unless the authority is renewed by a resolution passed at the next AGM; or
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever is the earlier.

THAT all Recurrent Related Party Transactions entered into by the Related Parties, from 20 February 2025, being the date of listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad, up to the date of this ordinary resolution, particulars which are set out in Section 2.6 of the Circular to shareholders of the Company dated 28 November 2025 be and are hereby approved, confirmed and ratified;

AND THAT the Directors 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 ordinary resolution.

CONCLUSION

The Chairman concluded the Meeting and thanked all for participating in the Meeting. The Meeting was then declared closed at 10:33 a.m.

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CONFIRMED AS A CORRECT RECORD

-DULY SIGNED-

LOH KWANG YEAN
CHAIRMAN

Dated: 28 January 2026