

GREATER BAY HOLDINGS BERHAD
Registration No. 202201009799 (1455496-U)
(Incorporated in Malaysia)

MINUTES OF THE FOURTH ANNUAL GENERAL MEETING OF GREATER BAY HOLDINGS BERHAD (“GBAY” OR “THE COMPANY”) HELD AT BANGI RESORT HOTEL, OFF PERSIARAN BANDAR, 43650 BANDAR BARU BANGI, SELANGOR DARUL EHSAN ON WEDNESDAY, 20 MAY 2026 AT 2.30 P.M.

Present : Dato’ Haji Ghazali B. Mat Ariff (Chairman)
 Others (*As per the attendance sheet*)

1.0 CHAIRMAN

1.1 Dato’ Haji Ghazali B. Mat Ariff (“Dato’ Chairman”) presided as Chairman of the meeting.

2.0 QUORUM

2.1 The Secretary confirmed that a quorum was present in accordance with Clause 73 of the Company’s Constitution and the Chairman called the meeting to order.

3.0 NOTICE

3.1 The notice having been circulated to the members on 21 April 2026 was taken as read.

4.0 PROCEDURE FOR MEETING/INSTRUCTION TO POLL VOTING

4.1 Before proceeding with the first agenda of the Fourth Annual General Meeting (the “Meeting” or “4th AGM”), Dato’ Chairman informed shareholders that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of the Meeting must be voted by way of poll. The conduct of poll for all the resolutions will be dealt with at the end of the Meeting. There was a question-and-answer session after going through the entire Agenda as per the notice of the 4th AGM.

ORDINARY BUSINESS

5.0 ADOPTION OF STATUTORY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025 TOGETHER WITH THE DIRECTORS’ AND AUDITORS’ REPORTS THEREON

5.1 Dato’ Chairman highlighted to the shareholders that the Statutory Financial Statements for the year ended 31 December 2025 together with the Directors’ and Auditors’ reports thereon were meant for discussion only and would not be put to a vote for approval.

5.2 Dato’ Chairman declared that the Statutory Financial Statements for the year ended 31 December 2025 together with the Directors’ and Auditors’ reports thereon were duly received.

6.0 PAYMENT OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

6.1 Dato’ Chairman informed that the Board has proposed RM324,000/- to be paid as Directors’ fees in respect of the financial year ended 31 December 2025.

6.2 The motion for Ordinary Resolution 1 was put to vote by way of poll.

7.0 PAYMENT OF DIRECTORS' BENEFIT (EXCLUDING DIRECTORS' FEES) UP TO AN AMOUNT OF RM174,000/- FROM THE CONCLUSION OF 4TH AGM UNTIL THE NEXT AGM OF THE COMPANY

7.1 Dato' Chairman put forth the motion on the proposed amount of up to RM174,000/- to be paid as Directors' Benefit (excluding Directors' fees) from the conclusion of 4th AGM until the next AGM of the Company.

7.2 The motion for Ordinary Resolution 2 was put to vote by way of poll.

8.0 RE-ELECTION OF MR ANDREW LING YEW CHUNG AS A DIRECTOR

8.1 In accordance with Clause 96 of the Company's Constitution, Mr Andrew Ling Yew Chung retired but being eligible, offered himself for re-election.

8.2 The motion for Ordinary Resolution 3 was put to vote by way of poll.

9.0 RE-ELECTION OF MR JONATHAN ROSS CHOO JIUNJYE AS A DIRECTOR

9.1 In accordance with Clause 96 of the Company's Constitution, Mr Jonathan Ross Choo Jiunjye retired but being eligible, offered himself for re-election.

9.2 The motion for Ordinary Resolution 4 was put to vote by way of poll.

10.0 RE-ELECTION OF MR LAW MONG YONG AS A DIRECTOR

10.1 In accordance with Clause 96 of the Company's Constitution, Mr Law Mong Yong retired but being eligible, offered himself for re-election.

10.2 The motion for Ordinary Resolution 5 was put to vote by way of poll.

11.0 RE-APPOINTMENT OF AUDITORS

11.1 Dato' Chairman informed that the retiring Auditors, Messrs PKF PLT has expressed their willingness to continue in office for the financial year ending 31 December 2026.

11.2 The motion for Ordinary Resolution 6 was put to vote by way of poll.

SPECIAL BUSINESS - ORDINARY RESOLUTIONS

12.0 AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016 AND CLAUSE 57 OF THE COMPANY’S CONSTITUTION

- 12.1 Dato’ Chairman advised that the proposed Ordinary Resolution 7 is to empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company.
- 12.2 The waiver of pre-emptive rights pursuant to Section 85 of the Act read together with Clause 57 of the Constitution of the Company would allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.
- 12.3 The motion for Ordinary Resolution 7 was put to vote by way of poll.

13.0 PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

- 13.1 Dato’ Chairman advised that the proposed Ordinary Resolution 8 is to authorise the Directors of the Company to purchase / hold or cancel on a maximum of 10% of the total number of issued share capital of the Company at any point of time but shall not exceed the total retained profits of the Company.
- 13.2 The motion for Ordinary Resolution 8 was put to vote by way of poll.

14.0 QUESTION AND ANSWER

- 14.1 The questions received from the shareholders and proxies during the AGM and the Board’s responses were summarised as below:-

Question 1 Mr Lai Kim Loong (“Mr Lai”) raised concern on the potential impact of the current global oil price situation and queried as to how high oil prices, including its severity and duration, might affect the Group.	Answer 1 Mr Peter Ling, the Managing Director (the “MD”), responded that the Group remains stable at the present moment, however, should oil prices persist at high levels and increase significantly towards the range of US\$140 to US\$150 per barrel, it would present considerable challenges, not only for the Group and its industry, but also other companies and economies. The MD added that the Group’s performance for the first half of the financial year remains steady, however, the outlook for the second half remains uncertain due to the ongoing geopolitical situation and oil price volatility. The Group will continue to
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	monitor the market conditions and exercise prudence in its operations.
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Question 2 Mr Lai raised concerns that higher oil prices could contribute to broader inflationary pressures, potentially dampening consumer demand and affecting overall consumption and queried whether such conditions might lead to industry-wide challenges, including intensified competition and a possible economic slowdown.	Answer 2 The MD responded the order inflows remain steady at present, however, the MD cautioned that such challenges may arise towards the second half of the year should the oil prices remain high or increase, and the geopolitical situation remains volatile.
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15.0 CONDUCT OF POLL

- 15.1 Before proceeding with the polling, the Chairman instructed the registration of Members/Proxies for this meeting be closed at 2.45 p.m. The Chairman then informed that the Share Registrar, Boardroom Share Registrars Sdn Bhd (“BSR”) was appointed as the poll administrator and SKY Corporate Services Sdn Bhd (“SCSSB”) was appointed as the Independent Scrutineer to verify the result of poll at the 4th AGM. Dato’ Chairman invited the representative of BSR to brief on the polling procedures. Dato’ Chairman then announced on the commencement of polling and adjourned the meeting at 2.46 p.m.

The meeting was resumed at 3.20 p.m. The votes were counted by BSR and verified by SCSSB. The Scrutineer issued a report of the poll results to Dato’ Chairman and thereafter, Dato’ Chairman announced the results to the shareholders as follows:-

Resolutions	FOR		AGAINST	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 1	18,113,644	99.7835	39,300	0.2165
Ordinary Resolution 2	18,113,604	99.7835	39,300	0.2165
Ordinary Resolution 3	33,588,140	99.8831	39,300	0.1169
Ordinary Resolution 4	34,288,140	99.8855	39,300	0.1145
Ordinary Resolution 5	34,287,304	99.8855	39,300	0.1145
Ordinary Resolution 6	34,288,140	99.8855	39,300	0.1145
Ordinary Resolution 7	34,288,140	99.8855	39,300	0.1145
Ordinary Resolution 8	34,288,140	99.8855	39,300	0.1145

“THAT the following Ordinary Resolutions were duly **RESOLVED**: -

1. Ordinary Resolution 1 – Approval of Directors’ Fee

“THAT the Directors’ fees of RM324,000/- for the financial year ended 31 December 2025 be and is hereby approved for payment to the Directors of the Company.”

2. Ordinary Resolution 2 – Approval of Directors’ Benefit

“THAT the Directors’ benefit (excluding Directors’ fees) up to an amount of RM174,000/- from the conclusion of 4th AGM until the next AGM of the Company be and is hereby approved for payment to the Directors of the Company.”

3. Ordinary Resolution 3 – Re-election of Director

“THAT Mr Andrew Ling Yew Chung be and is hereby re-elected as Director.”

4. Ordinary Resolution 4 – Re-election of Director

“THAT Mr Jonathan Ross Choo Jiunjye be and is hereby re-elected as Director.”

5. Ordinary Resolution 5 – Re-election of Director

“THAT Mr Law Mong Yong be and is hereby re-elected as Director.”

6. Ordinary Resolution 6 – Re-appointment of Auditors

“THAT Messrs PKF PLT be and are hereby appointed the Auditors of the Company for the financial year ending 31 December 2026 at a fee to be fixed by the Directors.”

7. Ordinary Resolution 7 – Authority to Allot Shares and Waiver of Pre-emptive Rights

“THAT subject always to the Companies Act 2016 (“the Act”), the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act to allot shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being, and that the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

THAT in connection with the above, pursuant to Section 85 of the Act read together with Clause 57 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

8. Ordinary Resolution 8 – Renewal of Authority for Share Buy-back

“**THAT** subject to the Companies Act 2016 (“the Act”), the Company’s Constitution, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to renew the approval granted by the shareholders of the Company at the Third Annual General Meeting of the Company held on 29 May 2025, authorising the directors of the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company (“Proposed Share Buy-Back”) 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 of the Company may deem fit and expedient in the interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy Back. The audited retained profits of the Company as at 31 December 2025 amounted to RM8,381,000/-.

AND THAT upon completion of the purchase by the Company of its own shares, the Directors be and are hereby authorised to cancel such shares or retain such shares as treasury shares or a combination of both. The Directors are further authorised to resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends to the shareholders of the Company or subsequently cancel the treasury shares or any combination of the three (3) and in any other manner as prescribed by the Act, rules and regulations and orders made pursuant to the Act and requirements of Bursa Securities and any other relevant authority for the time being in force.

AND FURTHER THAT the Directors be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:-

- (a) the conclusion of the next AGM of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

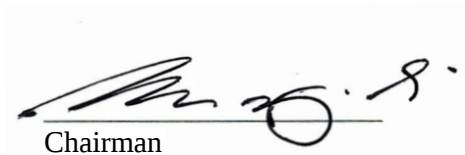
whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors may deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities.”

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Minutes of the Fourth Annual General Meeting

16.0 CONCLUSION

- 16.1 There being no other matters to be transacted, the meeting was called to a close by the Chairman at 3.21 p.m. with a vote of thanks accorded to the Chair.

Signed as a correct record of the proceedings thereat.



Chairman

Dated this 3 July 2026