PESONA METRO HOLDINGS BERHAD
(201101029741) (957876-T)
(Incorporated in Malaysia)

MINUTES OF THE 15TH ANNUAL GENERAL MEETING ("AGM") OF PESONA METRO HOLDINGS BERHAD ("PESONA METRO" OR "THE COMPANY") HELD AT THE VERTICAL, CONNEXION CONFERENCE & EVENT CENTRE, THE ZENITH (LEVEL M1), BANGSAR SOUTH CITY, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR, MALAYSIA, ON THURSDAY, 25 JUNE 2026 AT 10.30 A.M.

Present	:	Directors Mr Wie Hock Kiong (Non-Independent Non-Executive Chairman) Mr Wie Hock Beng (Managing Director) – also a shareholder Puan Salwa Binti Shamshuddin (Independent Non-Executive Director) Mr Yeong Yok Hoong (Independent Non-Executive Director) Dr. Yong Mun Ching (Independent Non-Executive Director)
In Attendance	:	Ms Te Hock Wee Mr Tan Han Hong } Company Secretaries
By Invitation	:	Mr Chong Kien Eng – Chief Financial Officer ("**CFO**") Mr Wie Jay Sern – Chief Operating Officer ("**COO**") Ms Teoh Wei Yein – Representing UHY Malaysia PLT, the External Auditors of the Company ("**EA**")

The shareholders/corporate representatives/proxies who attended the 15th AGM were as per the Summary of Attendance List.

1. CHAIRMAN

Mr Wie Hock Kiong, the Board Chairman, welcomed all shareholders, proxies and invitees who attended the 15th AGM of the Company.

He then introduced the members of the Board, the CFO, the COO, the Company Secretary and the EA to the attendees.

2. QUORUM

With the requisite quorum being present, the Chairman called the meeting to order at 10.30 a.m.

3. NOTICE OF MEETING

The notice of the 15th AGM dated 30 April 2026 ("**the Notice**"), having been circulated to all the shareholders of the Company within the prescribed period, was taken as read.

4. POLLING PROCEDURE AND ADMINISTRATIVE MATTERS

The Chairman informed the meeting that all resolutions set out in the Notice must be voted by poll pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Chairman further informed that the Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. as the Poll Administrator to facilitate the poll voting process and Scrutineer Solutions Sdn. Bhd. as Independent Scrutineer to verify the poll results.

5. <u>AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON</u>

5.1 The Audited Financial Statements of the Company for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon ("**AFS 2025**"), were tabled to the meeting for discussion.

The Chairman informed that the AFS 2025 were laid before the shareholders for discussion only, as the Companies Act 2016 did not require formal approval of the financial statements by the shareholders. Hence, the AFS 2025 were not put forward for voting.

At the invitation of the Chairman, the COO of the Company presented a brief video showcasing Pesona Metro's three core businesses, namely construction, concession, and property development, including an overview of its ongoing and completed projects, as well as its achievements and awards.

5.2 The Chairman then invited questions from the shareholders in respect of the AFS 2025. No questions were raised by the shareholders; however, a request was made for Touch' n Go e-wallet as a token of appreciation. Management took note of the feedback and would consider the same for future AGMs.

5.3 The Chairman further informed the shareholders that the Company had consistently declared a reasonable level of dividends as a form of return to shareholders.

5.4 Accordingly, the Chairman declared that the AFS 2025 had been duly laid before and received by the shareholders.

6. <u>ORDINARY RESOLUTIONS 1 TO 8</u>

6.1 The Chairman proceeded to go through each of the motions as set out in the Notice. For Ordinary Resolution 7 relating to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature, the Chair was handed over to Puan Salwa Binti Shamshuddin as the Chairman was an interested party. There being no questions raised, the Chair was returned to the Chairman thereafter.

6.2 A proxy then raised a question in respect of Ordinary Resolution 8 relating to the Proposed Authority for the Company to Purchase its own Shares, which was duly addressed by the CFO, as follows:

Question:
Does the Company have any internal metrics or benchmarks to guide the strategy, timing, and allocation for the share buy-back?

<u>Company's response:</u>
The proposed resolution, if passed, will empower the Company to purchase up to ten per centum (10%) of the total number of issued shares of the Company, subject to the availability of the retained earnings of the Company. The proposed mandate is intended to provide the Company with flexibility to undertake share buy-backs when deems appropriate.

The timing and quantum of the share buy-back will depend on prevailing market conditions and it is subject to the pricing mechanisms and other compliance requirements under the Listing Requirements. Nevertheless, the Company will consider, among others, its price-to-earnings ratio relative to industry benchmarks and the overall valuation of the Company prior to undertaking any share buy-back exercise.

The intention of the share buy-back is not to manipulate the Company's share price, but rather to support the Company's share value and better reflect its underlying fundamentals, including its earnings performance and financial position.

6.3 There being no further questions, the Chairman informed the meeting that the Company had not received any notice from shareholders to transact any other business at the meeting in accordance with the Constitution of the Company and the Companies Act 2016.

7. POLL VOTING SESSION

After going through all the motions set out in the Notice, a guide on the voting procedure was presented to the shareholders. Thereafter, the shareholders and proxies were invited to cast their votes.

At the end of the voting session, the meeting adjourned for the tabulation of the poll results.

8. ANNOUNCEMENT OF POLL RESULTS

The poll results validated by the Independent Scrutineer were presented to the meeting. Based on the poll results, the Chairman declared that all resolutions set out in the Notice were carried, as follows:-

Ordinary Resolution 1
Payment of Directors' Fees of RM384,000.00 for the financial year ending 31 December 2026 to be paid quarterly in arrears

By a vote of 457,900,656 shares (representing 99.99019%) voted for and 44,940 shares (representing 0.00981%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of Directors' fees of RM384,000.00 for the financial year ending 31 December 2026, to be paid quarterly in arrears, be and is hereby approved.

Ordinary Resolution 2
Payment of Directors' Benefits up to an aggregate amount of RM35,000.00 for the period from 26 June 2026 until the next Annual General Meeting of the Company

By a vote of 457,904,856 shares (representing 99.99110%) voted for and 40,740 shares (representing 0.00890%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of Directors' benefits up to an aggregate amount of RM35,000.00 for the period from 26 June 2026 until the next Annual General Meeting of the Company be and is hereby approved.

Ordinary Resolution 3
Re-election of Mr Wie Hock Beng as Director of the Company

By a vote of 457,945,556 shares (representing 99.99999%) voted for and 40 shares (representing 0.00001%) voted against the resolution, it was **RESOLVED:-**

THAT Mr Wie Hock Beng, who retires in accordance with Clause 76(3) of the Constitution of the Company and being eligible for re-election, be and is hereby re-elected as a Director of the Company.

Ordinary Resolution 4
Re-election of Puan Salwa Binti Shamshuddin as Director of the Company

By a vote of 457,945,556 shares (representing 99.99999%) voted for and 40 shares (representing 0.00001%) voted against the resolution, it was **RESOLVED:-**

THAT Puan Salwa Binti Shamshuddin, who retires in accordance with Clause 76(3) of the Constitution of the Company and being eligible for re-election, be and is hereby re-elected as a Director of the Company.

Ordinary Resolution 5
Re-appointment of UHY Malaysia PLT as Auditors of the Company

By a vote of 457,945,456 shares (representing 99.99999%) voted for and 40 shares (representing 0.00001%) voted against the resolution, it was **RESOLVED:-**

THAT UHY Malaysia PLT be and are hereby re-appointed as Auditors of the Company AND THAT the Board of Directors be and are hereby authorised to fix their remuneration.

Ordinary Resolution 6
Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

By a vote of 457,945,356 shares (representing 99.99997%) voted for and 140 shares (representing 0.00003%) voted against the resolution, it was **RESOLVED:-**

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant regulatory authorities, where such approvals are required, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, to such persons and for such purposes as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as they may deem fit or expedient in the best interest of the Company to give effect to the issuance of new shares pursuant to this resolution, including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company held after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

Ordinary Resolution 7
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

By a vote of 23,068,838 shares (representing 99.99939%) voted for and 140 shares (representing 0.00061%) voted against the resolution, it was **RESOLVED:-**

THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4 of Part A of the Circular to

Shareholders dated 30 April 2026, provided that such transactions are necessary for the Group's day-to-day operations and are carried out in the ordinary course of business, at arm's length 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 interests of the minority shareholders of the Company.

THAT the authority conferred by such mandate shall continue to be in force until:-

(i) the conclusion of the next annual general meeting of the Company following this annual general meeting, at which time it shall lapse, unless by a resolution passed at that general meeting the authority is renewed; or
(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 a resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider necessary or expedient in order to give full effect to this resolution.

Ordinary Resolution 8
Proposed Authority for the Company to Purchase its own Shares ("Proposed Share Buy-Back Authority")

By a vote of 457,945,556 shares (representing 99.99999%) voted for and 40 shares (representing 0.00001%) voted against the resolution, it was **RESOLVED:-**

THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of the relevant regulatory authorities, where such approvals are required, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company 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 may deem fit, necessary and expedient in the best interest of the Company provided that:

(i) the aggregate number of ordinary shares in the Company which may be purchased and/or held as treasury shares by the Company pursuant to this ordinary resolution does not exceed 10% of the total number of issued shares of the Company at any point in time;
(ii) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase; and
(iii) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

(a) the conclusion of the next annual general meeting of the Company following this annual general meeting, at which time the said authority shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
(b) the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or
(c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Main Market Listing Requirements of Bursa Securities and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Proposed Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company.

9. CLOSURE

The meeting concluded at 11.30 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

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CHAIRMAN

Dated: 9 July 2026