

CORAZA INTEGRATED TECHNOLOGY BERHAD

Registration No.: 202001039065 (1395386-M)
(Incorporated in Malaysia)

MINUTES OF ANNUAL GENERAL MEETING

MINUTES OF THE THIRD ANNUAL GENERAL MEETING OF THE COMPANY HELD AT ROOM ANGSANA, LEVEL 3, EASTIN HOTEL, 1, SOLOK BAYAN INDAH, QUEENSBAY, 11900 BAYAN LEPAS, PULAU PINANG, MALAYSIA ON THURSDAY, 16 MAY 2024 AT 11.00 A.M.

ATTENDANCE: As per attendance list

1. COMMENCEMENT

The Chairman of the Company, Mr. Lim Yook Yuen (“**the Chairman**”) welcomed all shareholders, proxy holders, and corporate representatives of the Company and the invited guests to the Company’s Third Annual General Meeting (“**3rd AGM**”).

2. NOTICE OF MEETING

The Chairman introduced the Directors, Chief Financial Officer, the Company Secretary, the External Auditors and the Sponsor of the Company to the meeting: -

- Mr. Lim Teik Hoe, Managing Director;
- Mr. Paul Heng Weng Seng, Non-Independent Non-Executive Director;
- Dato’ Seri Haji Abdul Rafique Bin Abdul Karim, Independent Non-Executive Director;
- Puan Rusmin Alwani Binti Shukery, Independent Non-Executive Director;
- Ms. Phoon Yee Min, Independent Non-Executive Director;
- Ms. Ooi Hooi Yin, the Chief Financial Officer;
- Ms. Tan She Chia, the Company Secretary;
- Ms. Yeap Bee Har, the representative from the External Auditors, Grant Thornton Malaysia PLT; and
- Mr. Seah Chanyen, the representative from the Company’s Sponsor, M & A Securities Sdn Bhd.

After the confirmation from the Secretary of the Company that a quorum was present, the Chairman called the meeting to order at 11:00 am.

With the consent of the members present, the notice convening the meeting was taken as read.

The Chairman also informed the members, proxy holders and corporate representatives that pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**LR**”), all resolutions set out in the Notice of General Meeting must be voted by poll and require that at least one scrutineer be appointed to validate the votes cast.

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The Chairman informed the members, proxy holders and corporate representatives that in his capacity as Chair of the meeting, he demanded a poll be taken on all resolutions pursuant to the Company's Constitution.

The Chairman also informed that the Company had appointed Aldpro Corporate Services Sdn. Bhd. ("**Aldpro**") as Poll Administrator and CSC Securities Services Sdn. Bhd. ("**CSC**") as the Scrutineer for the meeting and they would be overseeing the conduct of the poll and scrutinizing the votes cast.

The Chairman further informed that in view of the mandatory voting by poll of all the resolutions, the polling process for the resolutions would be conducted upon completion of the deliberations of all items to be transacted at the 3rd AGM.

3. PRESENTATION

Before proceeding with the business of the 3rd AGM, the Chairman briefed the members on the business overview of the Company as follows:

- a) Principal activities of the Group, which involve providing services such as sheet metal fabrication, precision machining, weldment and frame assemble and sub-modular assembly;
- b) The location of the factories at Nibong Tebal and Kulim;
- c) The milestones of the Group;
- d) The differentiators of the Group;
- e) The focus of the Group in technological advancement, capacity expansion, human capital development, engagement in targeted market segments, new logo and grow existing customers;
- f) Past financial review and highlights of the Group from 2018 to 2023.
- g) The Group's material sustainability matters in Economic, Environmental, Social and Governance

4. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman informed the members that the Audited Financial Statements of the Company for the financial year ended ("**FYE**") 31 December 2023 together with the reports of the directors and auditors thereon ("**AFS 2023**") tabled in the meeting for them to receive the same.

The Chairman added that the AFS 2023 together with the reports of the directors and auditors were for discussion purposes only as the provisions of Section 340(1)(a) of the Companies Act 2016 did not require members' approval for the AFS 2023. Hence, it would not be put forward for voting.

It was opened to the floor for questions on AFS 2023.

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The complete list of questions received for the 3rd AGM and the answers were attached as **Appendix 1**.

As there were no further questions, the Chairman declared that the AFS 2023 was deemed received by the Meeting as the same had been laid before the Meeting in compliance with Section 340(1)(a) of the Companies Act 2016.

5. **ORDINARY RESOLUTION 1
TO APPROVE THE ADDITIONAL PAYMENT OF DIRECTORS' BENEFITS OF RM50,000
FOR THE PERIOD FROM 1 JUNE 2023 TO 31 MAY 2024**

Members were informed by the Chairman that it was proposed to approve the additional payment of Directors' benefits of RM50,000 for the period from 1 June 2023 to 31 May 2024.

The Chairman informed the Members that interested Directors will abstain from voting on this resolution.

It was opened to the floor for questions on Ordinary Resolution 1.

As there were no further questions from the floor, the Meeting proceeded to the Proposed Ordinary Resolution 2 on the Agenda.

6. **ORDINARY RESOLUTION 2
TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND DIRECTORS' BENEFITS OF
RM450,000 FOR THE PERIOD FROM 1 JUNE 2024 TO 31 MAY 2025**

Members were informed by the Chairman that it was proposed to approve the payment of Directors' fees and Directors' benefits of RM450,000.00 for the period from 1 June 2024 to 31 May 2025.

The Chairman informed the Members that interested Directors will abstain from voting on this resolution.

It was opened to the floor for questions on Ordinary Resolution 2.

As there was no question from the floor, the Meeting proceeded to the Proposed Ordinary Resolution 3 on the Agenda.

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7. ORDINARY RESOLUTION 3 TO RE-ELECT MR. LIM YOOK YUEN AS A DIRECTOR WHO RETIRES IN ACCORDANCE WITH ARTICLE 101 OF THE COMPANY'S CONSTITUTION

Members were informed by the Chairman that as the next Agenda of the Meeting involves himself, the Chairman handed over the meeting to the Managing Director, Mr. Lim Teik Hoe to conduct this Agenda.

Mr. Lim Teik Hoe informed the Members that Mr. Lim Yook Yuen, a Director of the Company was retiring in accordance with Article 101 of the Company's Constitution and being eligible, had offered himself for re-election. His profile was listed on page 7 of the Annual Report.

It was opened to the floor for questions on Ordinary Resolution 3.

As there was no question from the floor, Mr. Lim Teik Hoe handed the meeting back to the Chairman. The Meeting proceeded to the Proposed Ordinary Resolution 4 on the Agenda.

8. ORDINARY RESOLUTION 4 TO RE-ELECT MR. PAUL HENG WENG SENG AS A DIRECTOR WHO RETIRES IN ACCORDANCE WITH ARTICLE 94 OF THE COMPANY'S CONSTITUTION

Members were informed by the Chairman that Mr. Paul Heng Weng Seng, a Director of the Company was retiring in accordance with Article 94 of the Company's Constitution and being eligible, had offered himself for re-election. His profile was listed on page 9 of the Annual Report.

It was opened to the floor for questions on Ordinary Resolution 4.

As there was no question from the floor, the Meeting proceeded to the Proposed Ordinary Resolution 5 on the Agenda.

9. ORDINARY RESOLUTION 5 TO RE-ELECT DATO' SERI HAJI ABDUL RAFIQUE BIN ABDUL KARIM AS A DIRECTOR WHO RETIRES IN ACCORDANCE WITH ARTICLE 94 OF THE COMPANY'S CONSTITUTION

Members were informed by the Chairman that Dato' Seri Haji Abdul Rafique Bin Abdul Karim, a Director of the Company was retiring in accordance with Article 94 of the Company's Constitution and being eligible, had offered himself for re-election. His profile was listed on page 12 of the Annual Report.

It was opened to the floor for questions on Ordinary Resolution 5.

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As there was no question from the floor, the Meeting proceeded to the Proposed Ordinary Resolution 6 on the Agenda.

10. **ORDINARY RESOLUTION 6
RE-APPOINTMENT OF MESSRS GRANT THORNTON MALAYSIA PLT AS AUDITORS OF
THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING
AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

Members were informed by the Chairman that Messrs Grant Thornton Malaysia PLT was retiring as Auditors of the Company and had indicated their willingness to be re-appointed.

It was opened to the floor for questions on Ordinary Resolution 6.

As there was no question from the floor, the Meeting proceeded to the Proposed Ordinary Resolution 7 on the Agenda.

11. **ORDINARY RESOLUTION 7
AUTHORITY TO ISSUE SHARES**

Members were informed by the Chairman of the Company on Ordinary Resolution 7 on the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.

The Chairman informed the members that this resolution is to give Directors the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being, at any time at their absolute discretion without convening a general meeting.

The Chairman informed the Members that this resolution is also to get members' waiver on their pre-emptive rights and to allow the Directors to issue new shares to any person under the mandate without having to offer the new shares in the Company to be issued equally to all existing members of the Company prior to issuance.

It was opened to the floor for questions on Ordinary Resolution 7.

As there was no question from the floor, the Meeting proceeded to the Proposed Ordinary Resolution 8 on the Agenda.

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12. ORDINARY RESOLUTION 8 PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")

Members were informed by the Chairman to consider the Ordinary Resolution 8 on the proposed renewal of existing shareholders' mandate for the recurrent related party transactions of a revenue or trading nature, if passed, will enable the Company and/or its subsidiary to enter into recurrent related party transactions of a revenue or trading nature with related parties which are necessary for the Group's day-to-day operations and are in the ordinary course of business which carried out on an arm's length basis based on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. The details of the proposal are set out in the Circular to Shareholders dated 17 April 2024.

As disclosed in the Circular to Shareholders dated 17 April 2024, Mr. Lim Teik Hoe, Ms. Liew Sow Ying and Mr. Paul Heng Weng Seng (collectively "**Interested Parties**") are deemed interested in the proposed Ordinary Resolution 8.

On this, they shall, as well as the persons connected to them shall abstain from voting in respect of their direct and/or indirect shareholdings, if any, in the Company on this Ordinary Resolution 8.

It was opened to the floor for questions on Ordinary Resolution 8.

There was no question from the floor, the Meeting proceeded with poll voting.

13. POLLING PROCESS

The meeting proceeded with poll voting for all the resolutions. The Chairman explained the procedures for poll voting.

The Chairman informed that Aldpro, the poll administrator was engaged to count the votes and CSC was appointed to scrutinize the balloting process as well as verify the results of the poll. It was anticipated that the counting and verification of the votes would take about 20 minutes to complete.

At 11.28 a.m., the process of the counting of the votes commenced.

14. ANNOUNCEMENT OF POLL RESULTS

14.1 At 11.55 a.m., the Chairman informed that he had received the poll results for Ordinary Resolutions 1 to 8 which were verified by the Scrutineers, CSC.

14.2 The poll results were reflected on the screen for members' notation.

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14.3 Ordinary Resolution 1 – Approval of the additional payment of Directors’ benefits of RM50,000 for the period from 1 June 2023 to 31 May 2024

The Chairman announced that the poll results in respect of Ordinary Resolution 1 as follows: -

Resolution	Vote For			Vote Against		
	No. of Members	No. of Units	%	No. of Members	No. of Units	%
Ordinary Resolution 1	61	6,329,900	76.9144	1	1,899,900	23.0856

The Chairman declared that Ordinary Resolution 1 was carried. It was resolved that the additional payment of Directors’ benefits of RM50,000 for the period from 1 June 2023 to 31 May 2024 be and is hereby approved.

14.4 Ordinary Resolution 2 – Approval of payment of Directors' fees and Directors' benefits of RM450,000 for the period from 1 June 2024 to 31 May 2025

The Chairman announced that the poll results in respect of Ordinary Resolution 2 as follows: -

Resolution	Vote For			Vote Against		
	No. of Members	No. of Units	%	No. of Members	No. of Units	%
Ordinary Resolution 2	61	6,329,900	76.9144	1	1,899,900	23.0856

The Chairman declared that Ordinary Resolution 2 was carried. It was resolved that the payment of Directors' fees and Directors' benefits of RM450,000 for the period from 1 June 2024 to 31 May 2025 be and is hereby approved.

14.5 Ordinary Resolution 3 – Re-election of Mr. Lim Yook Yuen as Director who retires in accordance with Article 101 of the Company’s Constitution

The Chairman announced that the poll results in respect of Ordinary Resolution 3 as follows: -

Resolution	Vote For			Vote Against		
	No. of Members	No. of Units	%	No. of Members	No. of Units	%
Ordinary Resolution 3	68	297,032,701	99.3644	1	1,899,900	0.6356

The Chairman declared that Ordinary Resolution 3 was carried. It was resolved that Mr. Lim Yook Yuen be and is hereby re-appointed as Director of the Company.

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14.6 Ordinary Resolution 4 – Re-election of Mr. Paul Heng Weng Seng as Director who retires in accordance with Article 94 of the Company’s Constitution

The Chairman announced that the poll results in respect of Ordinary Resolution 4 as follows: -

Resolution	Vote For			Vote Against		
	No. of Members	No. of Units	%	No. of Members	No. of Units	%
Ordinary Resolution 4	68	297,032,701	99.3644	1	1,899,900	0.6356

The Chairman declared that Ordinary Resolution 4 was carried. It was resolved that Mr. Paul Heng Weng Seng be and is hereby re-appointed as Director of the Company.

14.7 Ordinary Resolution 5 – Re-election of Dato' Seri Haji Abdul Rafique Bin Abdul Karim as Director who retires in accordance with Article 94 of the Company’s Constitution

The Chairman announced that the poll results in respect of Ordinary Resolution 5 as follows: -

Resolution	Vote For			Vote Against		
	No. of Members	No. of Units	%	No. of Members	No. of Units	%
Ordinary Resolution 5	68	297,032,701	99.3644	1	1,899,900	0.6356

The Chairman declared that Ordinary Resolution 5 was carried. It was resolved that Dato' Seri Haji Abdul Rafique Bin Abdul Karim be and is hereby re-appointed as Director of the Company.

14.8 Ordinary Resolution 6 – Re-appointment of Messrs Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration

The Chairman announced that the poll results in respect of Ordinary Resolution 6 as follows: -

Resolution	Vote For			Vote Against		
	No. of Members	No. of Units	%	No. of Members	No. of Units	%
Ordinary Resolution 6	68	297,032,701	99.3644	1	1,899,900	0.6356

The Chairman declared that Ordinary Resolution 6 was carried. Therefore, it was resolved that Messrs Grant Thornton Malaysia PLT be and is hereby re-appointed as

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Auditors of the Company until the conclusion of the next AGM, and that the Directors of the Company be and are hereby authorised to fix their remuneration.

14.9 Ordinary Resolution 7 – Authority to issue shares

The Chairman announced that the poll results in respect of Ordinary Resolution 7 as follows: -

Resolution	Vote For			Vote Against		
	No. of Members	No. of Units	%	No. of Members	No. of Units	%
Ordinary Resolution 7	62	295,472,201	98.8467	6	3,447,400	1.1533

The Chairman declared that Ordinary Resolution 7 was carried without modification as follows: -

ORDINARY RESOLUTION AUTHORITY TO ISSUE SHARES

RESOLVED:

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (the “Act”), ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”)(“**Listing Requirements**”) and/or the approvals of the relevant regulatory authorities, where required, the Directors be and are hereby empowered to issue and allot shares in the Company, at such time and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution 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 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.

AND THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the Act read together with Article 57 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the Act.

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14.10 Ordinary Resolution 8 – Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Renewal of Existing Shareholders' Mandate”)

The poll results in respect of Ordinary Resolution 8 as follows: -

Resolution	Vote For			Vote Against		
	No. of Members	No. of Units	%	No. of Members	No. of Units	%
Ordinary Resolution 8	59	5,779,900	62.6391	6	3,447,400	37.3609

The Chairman declared that Ordinary Resolution 8 was carried without modification as follows: -

ORDINARY RESOLUTION

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE”)

RESOLVED:

THAT subject always to the Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiary (“**Coraza Group**”) to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature of Coraza Group with specified classes of Related Parties (as defined in the Listing Requirements of Bursa Securities) as specified in Section 2.4, the Circular to Shareholders dated 17 April 2024, which are necessary for the day-to-day operations of Coraza Group provided that the transactions are in the ordinary course of business and are carried out at arms' length basis on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public as well as are not detrimental to the minority shareholders of the Company and such approval, shall continue to be in force until: -

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company, at which time the mandate will lapse, unless the mandate is renewed by a resolution passed at that meeting;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting;

whichever is earlier.

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AND THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

15. TERMINATION

There being no other business, the meeting was terminated at 12.20 p.m. with a vote of thanks to the Chairman.

CONFIRMED CORRECT,

LIM YOON YUEN

Chairman

Date: 16 May 2024