

SHH RESOURCES HOLDINGS BERHAD

Registration No. 199401018548 (304227-U)

Incorporated in Malaysia
("SHH" or the "Company")

Minutes of the Thirty-First (31st) Annual General Meeting of the Company held at Ground Floor, Lobby 1, Crystal Plaza, No.4, Jalan 51A/223, 46100 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 3 December 2025 at 10.30 a.m.

Present	: Dato' Haji Obet Bin Tawil, Independent Non-Executive Director Mdm. Wong Wen Miin, Independent Non-Executive Director Mr. Stephen Low Chee Weng, Independent Non-Executive Director Mr. Lew Khim Khim, Executive Director Ms. Grace Khoo Ting Ting, Executive Director
Absent with apologies	: Mr. Tan Chin Kiat, Independent Non-Executive Director Ms. Marissa Lee Sher May, Independent Non-Executive Director
In attendance	: <u>Indah Secretarial (KL) Sdn. Bhd.</u> Mr. Tiew Sze Hann, Company Secretary Ms. Sow Xin Yee, Company Secretary
By invitation	: Dr. Nazry Bin Yahya, Group Chief Executive Officer Mr. Patrick Lim Seng Chye, Chief Financial Officer
	The attendance of shareholders/proxies and others was as per summary of attendance list in the Annexure I as attached herewith.

1. CHAIRMAN OF THE MEETING

It was agreed by all present that Dato' Haji Obet Bin Tawil ("Dato' Chairman") to chair the Thirty-First Annual General Meeting ("31st AGM") of the Company.

2. QUORUM OF THE MEETING

The quorum for the 31st AGM of the Company was confirmed as present.

3. NOTICE OF THE MEETING

The Notice convening the 31st AGM of the Company had been sent to all shareholders within the prescribed time.

4. PRELIMINARY OF THE MEETING

Dato' Chairman welcomed all present to the Company's 31st AGM. He introduced each of the members of the Board of Directors, the Group Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company, who were in attendance. The Chairman informed that Mr. Tan Chin Kiat and Ms. Marissa Lee Sher May, the Company's Independent Non-Executive Directors, were unable to attend the Meeting due to health reasons.

Before the Meeting dealt with the business on hand, Dato' Chairman briefed the shareholders that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements, a listed corporation must, among others, ensure that any resolution set out in the notice of any general meeting, should be voted by poll. For that purpose, Boardroom Share Registrars Sdn. Bhd. ("Boardroom") was appointed as the Poll Administrator and Sky Corporate Services Sdn. Bhd. was appointed as the Independent Scrutineer of this 31st AGM.

Dato' Chairman informed that all agenda items to be transacted at this 31st AGM would be deliberated first and followed by the Questions and Answers ("Q&A") session. Upon all resolutions having been duly clarified, the poll would then be conducted.

5. AGENDA 1

TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

Dato' Chairman informed that the Audited Financial Statements for the financial year ended 30 June 2025 together with the reports of the Directors and Auditors ("AFS 2025") were meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 did not require a formal approval of the shareholders. Therefore, this agenda was not put forward for voting.

Thereafter, Dato' Chairman declared that the AFS 2025 was properly laid and received.

6. ORDINARY RESOLUTION 1

TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND ALLOWANCES UP TO RM500,000 FOR THE FINANCIAL PERIOD COMMENCING FROM THE DATE OF THE CURRENT ANNUAL GENERAL MEETING TO THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING, PAYABLE MONTHLY IN ARREARS AFTER EACH MONTH OF COMPLETED SERVICE OF THE DIRECTORS

Dato' Chairman informed that the Ordinary Resolution 1 on the agenda was to approve the payment of Directors' fees and allowances up to RM500,000.00 for the financial period commencing from the date of the current Annual General Meeting ("AGM") to the conclusion

of the next AGM, payable monthly in arrears after each month of completed service of the Directors.

7. ORDINARY RESOLUTION 2

TO RE-ELECT GRACE KHOO TING TING, WHO RETIRES IN ACCORDANCE WITH CLAUSE 90 OF THE COMPANY'S CONSTITUTION

Dato' Chairman informed that the next item on the Agenda was to re-elect Ms. Grace Khoo Ting Ting, who retired pursuant to Clause 90 of the Company's Constitution and being eligible, had offered herself for re-election.

8. ORDINARY RESOLUTION 3

TO RE-ELECT TAN CHIN KIAT, WHO RETIRES IN ACCORDANCE WITH CLAUSE 90 OF THE COMPANY'S CONSTITUTION

Dato' Chairman informed that the next item on the Agenda was to re-elect Mr. Tan Chin Kiat, who retired pursuant to Clause 90 of the Company's Constitution and being eligible, had offered himself for re-election.

9. ORDINARY RESOLUTION 4

TO RE-APPOINT MESSRS. PKF PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Dato' Chairman informed that Ordinary Resolution 4 on the agenda was to re-appoint Messrs. PKF PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

The retiring Auditors, Messrs. PKF PLT has indicated their willingness to continue in office.

10. ORDINARY RESOLUTION 5

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 ("THE ACT") AND WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85(1) OF THE ACT

Dato' Chairman informed that the Ordinary Resolution 5 was to seek a renewal of the general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to issue and allot ordinary shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company at any point of time ("Renewal of General Mandate").

This renewal of general mandate, unless revoked or varied at a general meeting, will expire at the next AGM.

With this renewal of general mandate, the Company will be able to raise funds for the purpose of funding future investments, working capital and/or acquisitions. The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the renewal of general mandate is in the best interest of the Company and its shareholders.

11. ORDINARY RESOLUTION 6
PROPOSED RENEWAL OF SHARE BUY-BACK

Dato' Chairman informed that the Ordinary Resolution 6, if passed, would empower the Directors of the Company to purchase Shares in the Company up to an amount not exceeding ten per centum (10%) of the total issued shares of the Company (excluding treasury shares) as they consider would be in the interest of the Company.

He also informed that further details of the Proposed of Share Buy-Back were provided in the Statement to Shareholders dated 30 October 2025.

12. TO TRANSACT ANY OTHER ORDINARY BUSINESS OF THE COMPANY FOR WHICH DUE NOTICE SHALL HAVE BEEN GIVEN

Dato' Chairman sought confirmation from the Company Secretary that the Company did not receive any notice for transaction of any other business which had been given in accordance with the Act and the Company's Constitution at this 31st AGM.

With no further questions raised by the shareholders, the Chairman declared the Q&A session closed.

13. POLL VOTING SESSION

Dato' Chairman then announced that the Meeting to proceed with voting. The Meeting then proceeded with the casting of votes and verification of votes results by the independent scrutineers, Sky Corporate Services Sdn. Bhd.

Upon completion of the counting of votes by the Poll Administrator and verification of the results by the Independent Scrutineer, the Chairman resumed the meeting for the declaration of the results of the poll.

14. ANNOUNCEMENT OF POLL RESULTS

The results of the poll which had been verified by the Scrutineer was projected on the screen for the shareholders' information.

Based on the results of the poll attached, Chairman declared that the Resolutions 1 to 6 were carried as follows:-

ORDINARY RESOLUTION 1

TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND ALLOWANCES UP TO RM500,000 FOR THE FINANCIAL PERIOD COMMENCING FROM THE DATE OF THE CURRENT ANNUAL GENERAL MEETING TO THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING, PAYABLE MONTHLY IN ARREARS AFTER EACH MONTH OF COMPLETED SERVICE OF THE DIRECTORS

	No. of Shares	Percentage of Shares (%)
For	38,217,974	100.0000
Against	0	0.0000
Total	38,217,974	100.0000

Dato' Chairman declared that the Ordinary Resolution 1 was carried. Accordingly, it was:-

“RESOLVED THAT the payment of Directors' fees and allowances up to RM500,000 for the financial period commencing from the date of the current annual general meeting to the conclusion of the next annual general meeting, payable monthly in arrears after each month of completed service of the Directors be hereby approved.”

ORDINARY RESOLUTION 2

TO RE-ELECT GRACE KHOO TING TING, WHO RETIRES IN ACCORDANCE WITH CLAUSE 90 OF THE COMPANY'S CONSTITUTION

	No. of Shares	Percentage of Shares (%)
For	38,217,974	100.0000
Against	0	0.0000
Total	38,217,974	100.0000

Dato' Chairman declared that the Ordinary Resolution 2 was carried. Accordingly, it was:-

“RESOLVED THAT Grace Khoo Ting Ting, who retire in accordance with Clause 90 of the Company's Constitution, be hereby re-elected as Director of the Company.”

ORDINARY RESOLUTION 3

TO RE-ELECT TAN CHIN KIAT, WHO RETIRES IN ACCORDANCE WITH CLAUSE 90 OF THE COMPANY'S CONSTITUTION

	No. of Shares	Percentage of Shares (%)
For	38,217,974	100.0000
Against	0	0.0000
Total	38,217,974	100.0000

Dato' Chairman declared that the Ordinary Resolution 3 was carried. Accordingly, it was:-

“RESOLVED THAT Tan Chin Kiat, who retire in accordance with Clause 90 of the Company’s Constitution, be hereby re-elected as Director of the Company.”

ORDINARY RESOLUTION 4

**TO RE-APPOINT MESSRS. PKF PLT AS AUDITORS OF THE COMPANY
AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

	No. of Shares	Percentage of Shares (%)
For	38,217,974	100.0000
Against	0	0.0000
Total	38,217,974	100.0000

Dato' Chairman declared that the Ordinary Resolution 4 was carried. Accordingly, it was:-

“RESOLVED THAT Messrs. PKF PLT be hereby re-appointed as Auditors of the Company for the financial year ending 30 June 2026 and the Directors be hereby authorised to fix their remuneration.”

ORDINARY RESOLUTION 5

**AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS
75 AND 76 OF THE COMPANIES ACT, 2016 AND WAIVER OF PRE-
EMPTIVE RIGHTS PURSUANT TO SECTION 85(1) OF THE COMPANIES
ACT, 2016**

	No. of Shares	Percentage of Shares (%)
For	38,217,974	100.0000
Against	0	0.0000
Total	38,217,974	100.0000

Dato' Chairman declared that the Ordinary Resolution 5 was carried. Accordingly, it was:-

“RESOLVED THAT subject to the Companies Act, 2016 (“**the Act**”), the Constitution of the Company, the Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, 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 may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time (“**10% General Mandate**”).

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 9 of the Company's Constitution, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, such new shares when issued, to rank pari passu with the existing shares in the Company.

AND THAT the Directors be hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 10% General Mandate on Bursa Securities.

FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

ORDINARY RESOLUTION 6
PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

	No. of Shares	Percentage of Shares (%)
For	38,217,974	100.0000
Against	0	0.0000
Total	38,217,974	100.0000

Dato' Chairman declared that the Ordinary Resolution 6 was carried. Accordingly, it was:-

"RESOLVED THAT subject always to the Companies Act, 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines, the Directors of the Company be hereby given full authority, to allocate an amount not exceeding the total available retained profits of the Company based on its latest audited financial statements available up to the date of the transaction for the purpose of and to purchase such amount of ordinary shares in the Company ("Shares") as may be determined by the Directors from time to time through Bursa Securities as the Directors may deem fit and in the best interest of the Company provided that the aggregate number of Shares to be purchased and/ or held as treasury shares pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time.

THAT upon the purchase by the Company of its own Shares, the Directors of the Company be hereby authorised to retain such Shares so purchased as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be hereby authorised to distribute the treasury shares as dividends to the shareholders of the Company and/or resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities or subsequently cancel the treasury shares or any combination thereof.

AND THAT such approval and authorisation shall be effective immediately upon the passing of this resolution and continue to be in force until:-

- a. the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- b. the expiration of the period within which the next Annual General Meeting 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 resolution passed by the shareholders 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, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; FURTHER THAT the Directors of the Company be hereby authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give effect to this mandate.”

The poll results of the 31st AGM was annexed as Annexure and as attached herewith.

15. CLOSURE OF MEETING

There being no other matters to be discussed, the Meeting was terminated at 11.10 a.m. with a vote of thanks to the Chair.

Confirmed as a Correct Record

-SIGNED-

DATO' HAJI OBET BIN TAWIL
Chairman