

**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

MINUTES OF THE FORTY-SECOND ANNUAL GENERAL MEETING ("42<sup>nd</sup> AGM") OF EXSIM HOSPITALITY BERHAD ("EHB" OR "COMPANY") HELD AT GROUND FLOOR, LOBBY 1, CRYSTAL PLAZA, NO. 4, JALAN 51A/223, 46100 PETALING JAYA, SELANGOR ON THURSDAY, 27 NOVEMBER 2025 AT 10:06 A.M..

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**DIRECTORS' PRESENT** : Datuk Leong Kam Weng (*Independent Non-Executive Chairman*)  
Mr. Tan Hai Liang (*Managing Director*)  
Mr. Paramjit Singh Gill A/L Gurdev Singh (*Executive Director*)  
Ms. Yong Hui Nee (*Independent Non-Executive Director*)  
Ms. Freda Liu Phit Jang (*Independent Non-Executive Director*)

**MEMBERS/ PROXIES/ CORPORATE REPRESENTATIVES** : *As per the shareholders' attendance list*

**IN ATTENDANCE** : Puan Nazirah binti Nazri

**POLL ADMINISTRATOR** : Symphony Corporate Services Sdn. Bhd.  
(*Representatives as per the attendance list*)

**SCRUTINEER** : Propoll Solutions Sdn. Bhd.  
(*Representatives as per the attendance list*)

**EXTERNAL AUDITORS** : Messrs. Crowe Malaysia PLT  
(*Representatives as per the attendance list*)

**BY INVITATION** :

Mr. Tan Yi Lang	- Group Accountant
Ms. Siew Wai Mun	- Director of Mana Mana Holdings Sdn. Bhd.
Ms. Soo Pei Ling	- Head of Operations
Ms. Lim Pei Shan, Connie	- Human Resource Manager
Ms. Joanne Lee	- Corporate Finance Manager
Mr. Ethan Wong	- Senior Corporate Finance Executive
Mr. Visky Tong	- Company representative
Ms. Nurul Wafaa Nabila Binti Mohd Basir	- Company representative
Ms. Wong Lai Ching	- Company representative
Ms. NurNissaa' Azzahra Binti Azahar	- Representative of Amerits Corporate Sdn. Bhd. (" <b>Amerits</b> ")
Ms. Lim Jan Ling	- Representative of Amerits
Mr. Muhammad Danial Bin Che Ahmad	- Representative of Amerits
Mr. Nik Johar Ariff Bin Nik Shamsul Bahrim	- Representative of Amerits

**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

-2-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

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**COMMENCEMENT OF MEETING**

With the permission of the shareholders, the 42<sup>nd</sup> AGM commenced at 10:06 a.m..

**CHAIRMAN'S OPENING REMARKS**

Datuk Leong Kam Weng ("**Chairman**") chaired the 42<sup>nd</sup> AGM ("**Meeting**"). The Chairman extended a warm welcome to all members and proxies present at the Meeting.

He then introduced his fellow Directors, the Company Secretary, as well as the representatives of the External Auditors.

**QUORUM**

The Company Secretary confirmed that the requisite quorum being present pursuant to Clause 75 of the Company's Constitution at the commencement of the Meeting.

The Company Secretary also informed that Eleven (11) proxy forms have been received from Eleven (11) shareholders for a total of 699,594,119 (Six Hundred Ninety-Nine Million Five Hundred Ninety-Four and One Hundred Nineteen) shares, representing 75.32% of the total issued share capital of the Company within the stipulated prescribed period of forty-eight (48) hours before the time for convening the Meeting.

The Company Secretary further informed that nine (9) members have registered and attending the Meeting in person or proxy. Accordingly, the Company Secretary was pleased to confirm the presence of the requisite quorum at the commencement of the Meeting and the Chairman then called the Meeting to order.

**POLLING AND PROCEDURES**

The Chairman informed the Meeting that, in accordance with the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and pursuant to Clause 81 of the Company's Constitution, all resolutions set out in the Notice of Meeting would be voted on by way of poll.

It was noted that certain shareholders have appointed the Chairman as their proxy to vote for and on their behalf. The Chairman would cast their votes in accordance with the instructions provided.

The Chairman further informed that the Company had appointed Symphony Corporate Sdn. Bhd. ("**Symphony**"), as the Poll Administrator to conduct the poll by way of electronic voting ("**E-Voting**") and Propoll Solutions Sdn. Bhd. ("**Propoll**") as the Independent Scrutineer to verify and confirm the poll results of the Meeting.

The shareholders were informed of the following administrative matters:-

- (a) Shareholders, proxies or corporate representatives may raise their questions after each of the item on the Agenda have been tabled, and put to this Meeting for consideration; and
- (b) The polling process for each resolution would commence immediately after it was tabled at the Meeting, upon the Chairman's announcement of the opening of the polling session for that resolution.

**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

-3-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

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The Chairman further reminded that the attendance of the Meeting was strictly limited to the Company's shareholders, proxies, and authorised representatives of corporate shareholders who had registered to participate in the Meeting. He added that the discussions at the Meeting was deemed confidential and only for the knowledge of the relevant parties. As such, any visual or audio recording was strictly prohibited whilst the Meeting was being conducted, unless the Company's written consent had been obtained prior to the Meeting.

The Chairman then invited Symphony to brief the shareholders and proxies on the conduct of the e-voting process. Mr. Eric Tan, representative from Symphony provided the instructions on the voting procedures, followed by presentation of a short video clip and a live demonstration using the remote voting device. The Chairman thereafter thanked Symphony for the briefing and demonstration.

#### **NOTICE OF MEETING**

It was noted that the Notice convening the Meeting dated 24 October 2025 as set out on Pages 165 to 172 of the Annual Report 2025 of the Company, which was available at the Company's website, having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

The Chairman informed the Meeting that Ms. Tan Shirley, represented by her proxy Ms. Kam Yih Wen, and Mr. Teoh Wei Siang, represented by his proxy Ms. Ong Zi Pei, being shareholders of the Company, had consented, via their letters of consent received by the Company, to act as Proposer and Seconder, respectively, for all resolutions set out in the Notice of Meeting.

It was recorded that the motions under Ordinary Resolutions 1 to 7 as set out in the Notice to be tabled at the Meeting, were proposed by Ms. Kam Yih Wen, and seconded by Ms. Ong Zi Pei.

The Chairman then continued with the Agenda of the Meeting.

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

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The Audited Financial Statements of the Company for the financial year ended 30 June 2025 together with the Reports of the Directors and Auditors thereon were tabled for discussion.

The Chairman stated that the Audited Financial Statements of the Company had been made available to all shareholders via the Company's website and that the Group's performance for the financial year ended 30 June 2025 was set out in the Management Discussion and Analysis section of the Annual Report 2025.

The floor was then opened for questions from shareholders and proxies.

The questions and responses raised during this session were recorded and attached to this Minutes as **Annexure A**.

The Chairman informed that this Agenda item was meant for discussion only as the provision of Section 340 of the Companies Act 2016 ("**the Act**") did not require formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item would not put forward for voting.

The Chairman then declared that the Audited Financial Statements for the financial year ended 30 June 2025, together with the Reports of the Directors and Auditors thereon, were deemed received.

**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

-4-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

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The Meeting then proceeded to the next item on the Agenda.

**2.0 ORDINARY RESOLUTION 1**  
**TO APPROVE THE EXECUTIVE DIRECTORS' BENEFITS FOR AN AMOUNT OF UP TO RM42,000.00 PAYABLE TO EXECUTIVE DIRECTORS FOR THE PERIOD FROM 28 NOVEMBER 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

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The Chairman informed the Meeting that Ordinary Resolution 1 was to seek the shareholders' approval for the payment of Executive Directors' benefits for an amount of up to RM42,000.00 (Ringgit Malaysia: Forty-Two Thousand) for the period from 28 November 2025 until the next Annual General Meeting ("**AGM**") of the Company.

It was noted that the Executive Directors' benefits included, among others the meeting allowances, and that the estimated amount was based on the current Board size and the estimated number of Board and Board Committee meetings to be held during the period. The proposed resolution was to facilitate the payment of Executive Directors' benefits for the financial year 2025 to 2026.

The Chairman further informed that the Interested Executive Directors had abstained from deliberation and voting on this Agenda item.

The Chairman then invited questions from the floor in relation to this Agenda item.

As there were no questions, the Chairman then declared that polling for this Agenda item would commence. Shareholders and proxies were requested to cast their votes using the remote voting device by pressing "1" to vote **FOR** and "2" to vote **AGAINST**.

Upon the conclusion of the polling process, the poll was declared closed. The results of the poll, as verified and tabulated by the Poll Administrator, were displayed on the screen for the information of the Meeting.

**ORDINARY RESOLUTION 1:**  
**TO APPROVE THE EXECUTIVE DIRECTORS' BENEFITS FOR AN AMOUNT OF UP TO RM42,000.00 PAYABLE TO EXECUTIVE DIRECTORS FOR THE PERIOD FROM 28 NOVEMBER 2025 UNTIL THE NEXT AGM OF THE COMPANY**

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Ordinary Resolution 2	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
To approve the Executive Directors' benefits for an amount of up to RM42,000.00 payable to Executive Directors for the period from 28 November 2025 until the next AGM of the Company	699,590,519	99.9999	600	0.0001	Carried

**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

-5-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

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The Meeting **RESOLVED:-**

**THAT** payment of Executive Directors' benefits for an amount of up to RM42,000.00 payable to Executive Directors for the period from 28 November 2025 until the next AGM of the Company, be and is hereby approved.

The Meeting then proceeded to the next item on the Agenda.

**3.0**

**ORDINARY RESOLUTION 2**

**TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS' FEES FOR AN AMOUNT OF UP TO RM210,000.00 PAYABLE TO NON-EXECUTIVE DIRECTORS ON A MONTHLY BASIS FOR THE PERIOD FROM 28 NOVEMBER 2025 UNTIL THE NEXT AGM OF THE COMPANY, IN SUCH PROPORTION AND MANNER AS THE DIRECTORS MAY DETERMINE AND THAT TO APPROVE THE NON-EXECUTIVE DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) FOR AN AMOUNT OF UP TO RM80,000.00 PAYABLE TO NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 28 NOVEMBER 2025 UNTIL THE NEXT AGM OF THE COMPANY, IN SUCH PROPORTION AND MANNER AS THE DIRECTORS MAY DETERMINE**

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At this juncture, the Chairman informed that Ordinary Resolution 2 was pertained to the payment of Non-Executive Directors' fees and benefits. As he was deemed interested in this matter, the Chairman passed the Chair to Mr. Tan Hai Liang ("**Mr. Justin Tan**"), the Executive Director of the Company, to continue with the proceedings on this Agenda item.

Mr. Justin Tan informed the Meeting that the Ordinary Resolution 2 was to approve the payment of Non-Executive Directors' fees inclusive of Board Committees' fees for an amount up to RM210,000.00 payable to the Non-Executive Directors on a monthly basis for the period from 28 November 2025 until the next AGM of the Company, in such proportion and manner as the Directors may determine and Non-Executive Directors' benefits excluding Directors' fees for an amount up to RM80,000.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 28 November 2025 until the next AGM of the Company, in such proportion and manner as the Directors may determine.

He further informed that, in determining the total estimated amount of the Directors' fees, the Board had considered the number of scheduled and special meetings for the Board and Board Committees, as well as the number of Non-Executive Directors involved in those meetings. The benefits payable to the Directors comprises meeting allowances based on actual attendance at meetings, along with other claimable benefits, including reimbursable expenses incurred in the course of carrying out their duties as Directors. The payment of benefits to the Directors will be made by the Company on a monthly basis and/or as and when incurred.

It was noted that the Interested Independent Non-Executive Directors had abstained from all deliberations and voting on this Agenda item.

Mr. Justin Tan then invited questions from the floor in relation to this Agenda item.

As there were no questions, Mr. Justin Tan then declared that polling for this Agenda item would commence. Shareholders and proxies were requested to cast their votes using the remote voting device by pressing "1" to vote **FOR** and "2" to vote **AGAINST**.

Upon the conclusion of the polling process, the poll was declared closed. The results of the poll, as verified and tabulated by the Poll Administrator, were displayed on the screen for the information of the Meeting.

**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

-6-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

**ORDINARY RESOLUTION 2:**

**TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS' FEES FOR AN AMOUNT OF UP TO RM210,000.00 PAYABLE TO NON-EXECUTIVE DIRECTORS ON A MONTHLY BASIS FOR THE PERIOD FROM 28 NOVEMBER 2025 UNTIL THE NEXT AGM OF THE COMPANY, IN SUCH PROPORTION AND MANNER AS THE DIRECTORS MAY DETERMINE AND THAT TO APPROVE THE NON-EXECUTIVE DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) FOR AN AMOUNT OF UP TO RM80,000.00 PAYABLE TO NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 28 NOVEMBER 2025 UNTIL THE NEXT AGM OF THE COMPANY, IN SUCH PROPORTION AND MANNER AS THE DIRECTORS MAY DETERMINE**

Ordinary Resolution 2	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
To approve the payment of Non-Executive Directors' fees for an amount of up to RM210,000.00 payable to Non-Executive Directors on a monthly basis for the period from 28 November 2025 until the next AGM of the Company, in such proportion and manner as the Directors may determine and that to approve the Non-Executive Directors' benefits (excluding Directors' fees) for an amount of up to RM80,000.00 payable to Non-Executive Directors for the period from 28 November 2025 until the next AGM of the Company, in such proportion and manner as the Directors may determine	699,590,519	99.9999	600	0.0001	Carried

The Meeting **RESOLVED:-**

**THAT** payment of Non-Executive Directors' fees for an amount of up to RM210,000.00 payable to Non-Executive Directors on a monthly basis for the period from 28 November 2025 until the next AGM of the Company, in such proportions and manner as the Directors may determine as follows be and is hereby approved:-

No.	Type of Director	Non-Executive Directors' fees of the Company (RM)
1.	Chairman of the Board	60,000.00
2.	Independent Non-Executive Directors	150,000.00
<b>Total</b>		<b>210,000.00</b>

**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

-7-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

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**AND THAT** the payment of the Non-Executive Directors' benefits (excluding Director fees) for an amount of up to RM80,000.00 payable to Non-Executive Directors for the period from 28 November 2025 until the next AGM of the Company, in such manner as the Directors may determine be and is hereby approved:-

No.	Type of Director	Non-Executive Directors' benefits (excluding Directors' fees) of the Company (RM)
1.	Chairman of the Board	20,000.00
2.	Independent Non-Executive Directors	60,000.00
<b>Total</b>		<b>80,000.00</b>

The Meeting then proceeded to the next item on the Agenda.

**4.0 ORDINARY RESOLUTION 3**  
**TO RE-ELECT MR. TAN HAI LIANG, THE RETIRING DIRECTOR, WHO RETIRES BY**  
**ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION IN**  
**ACCORDANCE WITH CLAUSE 118 OF THE COMPANY'S CONSTITUTION**

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Mr. Justin Tan thereafter handed the Chair of the Meeting back to the Chairman.

The Chairman thanked Mr. Justin Tan and proceeded to the next item on the Agenda.

The Chairman informed the Meeting that Ordinary Resolution 3 was pertained to the re-election of Mr. Tan Hai Liang as a Director of the Company pursuant to Clause 118 of the Company's Constitution. Mr. Tan Hai Liang, being eligible, had offered himself for re-election.

The Chairman then informed the Meeting that the profile of Mr. Tan Hai Liang was included on Page 6 of the Company's Annual Report 2025. It was further noted that the Board had unanimously recommended the re-election of Mr. Tan Hai Liang under Ordinary Resolution 3.

The Chairman then invited questions from the floor in relation to this Agenda item.

As there were no questions, the Chairman then declared that polling for this Agenda item would commence. Shareholders and proxies were requested to cast their votes using the remote voting device by pressing "1" to vote **FOR** and "2" to vote **AGAINST**.

Upon the conclusion of the polling process, the poll was declared closed. The results of the poll, as verified and tabulated by the Poll Administrator, were displayed on the screen for the information of the Meeting.

**ORDINARY RESOLUTION 3:**  
**TO RE-ELECT MR. TAN HAI LIANG, THE RETIRING DIRECTOR, WHO RETIRES BY**  
**ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION IN**  
**ACCORDANCE WITH CLAUSE 118 OF THE COMPANY'S CONSTITUTION**

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**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

-8-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

Ordinary Resolution 3	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
To re-elect Mr. Tan Hai Liang, the retiring Director, who retires by rotation and being eligible, has offered himself for re-election in accordance with Clause 118 of the Company's Constitution	699,590,519	99.9999	600	0.0001	Carried

The Meeting **RESOLVED:-**

**THAT** Mr. Tan Hai Liang, the retiring Director who retires pursuant to Clause 118 of the Company's Constitution and being eligible, had offered himself for re-election, be and is hereby re-elected to serve on the Board of Directors of the Company.

The Meeting then proceeded to the next item on the Agenda.

**4.0 ORDINARY RESOLUTION 4:  
TO RE-ELECT MR. PARAMJIT SINGH GILL S/O GURDEV SINGH, THE RETIRING DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION IN ACCORDANCE WITH CLAUSE 118 OF THE COMPANY'S CONSTITUTION**

The Chairman informed the Meeting that the Ordinary Resolution 4 was in respect of the re-election of Mr. Paramjit Singh Gill S/O Gurdev Singh ("**Mr. Paramjit**") as a Director of the Company pursuant to Clause 118 of the Company's Constitution. Mr. Paramjit, being eligible, had offered himself for re-election.

The Chairman then informed the Meeting that the profile of Mr. Paramjit was included on Page 7 of the Company's Annual Report 2025. It was further noted that the Board had unanimously recommended the re-election of Mr. Paramjit under Ordinary Resolution 4.

The Chairman then invited questions from the floor in relation to this Agenda item.

As there were no questions, the Chairman then declared that polling for this Agenda item would commence. Shareholders and proxies were requested to cast their votes using the remote voting device by pressing "1" to vote **FOR** and "2" to vote **AGAINST**.

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**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

-9-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

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**ORDINARY RESOLUTION 4:  
TO RE-ELECT MR. PARAMJIT SINGH GILL S/O GURDEV SINGH, THE RETIRING  
DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERED  
HIMSELF FOR RE-ELECTION IN ACCORDANCE WITH CLAUSE 118 OF THE  
COMPANY'S CONSTITUTION**

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Ordinary Resolution 4	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
To re-elect Mr. Tan Hai Liang, the retiring Director, who retires by rotation and being eligible, has offered himself for re-election in accordance with Clause 118 of the Company's Constitution	699,591,119	100.0000	0	0.0000	Carried

The Meeting **RESOLVED:-**

**THAT** Mr. Paramjit Singh Gill S/O Gurdev Singh, the retiring Director who retires pursuant to Clause 118 of the Company's Constitution and being eligible, had offered himself for re-election, be and is hereby re-elected to serve on the Board of Directors of the Company.

The Meeting then proceeded to the next item on the Agenda.

**5.0 ORDINARY RESOLUTION 5  
TO RE-APPOINT MESSRS. CROWE MALAYSIA PLT AS THE AUDITORS OF THE  
COMPANY FOR ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR  
REMUNERATION**

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The Chairman presented the next item on Agenda in respect of the re-appointment of Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to grant authority to the Directors to fix their remuneration. The Chairman further informed the Meeting that Messrs. Crowe Malaysia PLT had expressed their willingness to continue in office under Ordinary Resolution 5.

The Chairman then invited questions from the floor in relation to this Agenda item.

As there were no questions, the Chairman then declared that polling for this Agenda item would commence. Shareholders and proxies were requested to cast their votes using the remote voting device by pressing "1" to vote **FOR** and "2" to vote **AGAINST**.

Upon the conclusion of the polling process, the poll was declared closed. The results of the poll, as verified and tabulated by the Poll Administrator, were displayed on the screen for the information of the Meeting.

**ORDINARY RESOLUTION 5:  
TO RE-APPOINT MESSRS. CROWE MALAYSIA PLT AS THE AUDITORS OF THE  
COMPANY FOR ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR  
REMUNERATION**

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**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

-10-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

Ordinary Resolution 5	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
To re-appoint Messrs. Crowe Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration	699,590,719	99.9999	600	0.0001	Carried

The Meeting **RESOLVED:-**

**THAT** the retiring Auditors, Messrs. Crowe Malaysia PLT, having indicated their willingness to continue in office, be and are hereby re-appointed as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting and that the Directors of the Company be authorised to determine their remuneration.

**6.0**

**ORDINARY RESOLUTION 6  
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

The Chairman informed the Meeting that the item under Ordinary Resolution 6 was to seek a renewal of general mandate, which if passed, would empower the Directors of the Company, pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, to issue and allot new shares in the Company provided that the aggregate number of shares to be issued not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("**Proposed General Mandate**"). It was explained that, under Paragraph 7.08 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the new shares must be offered to the existing shareholders of the Company unless a contrary direction is given at the general meeting.

The Chairman highlighted that should the existing shareholders of the Company approve this Ordinary Resolution 6, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016, which then would allow the Directors to issue new shares to any person without having to offer the said new shares equally to all existing shareholders of the Company prior to the issuance.

The Chairman proceeded to inform that the full text of the proposed resolution was set out in the Notice of the Meeting, and declared that the proposed resolution was taken as read.

The Chairman then invited questions from the floor in relation to this Agenda item.

As there were no questions, the Chairman then declared that polling for this Agenda item would commence. Shareholders and proxies were requested to cast their votes using the remote voting device by pressing "1" to vote **FOR** and "2" to vote **AGAINST**.

Upon the conclusion of the polling process, the poll was declared closed. The results of the poll, as verified and tabulated by the Poll Administrator, were displayed on the screen for the information of the Meeting.

**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

-11-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

**ORDINARY RESOLUTION 6:**  
**AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

Ordinary Resolution 6	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
Authority to Issue Shares pursuant to the Companies Act 2016	699,590,719	99.9999	600	0.0001	Carried

The Meeting **RESOLVED:-**

**THAT** subject always to the Companies Act 2016 (the "**Act**"), the Constitution of the Company and the MMLR of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approvals of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("**New Shares**") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("**Proposed General Mandate**").

**THAT** the existing shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85(1) of the Act read together with Paragraph 7.08 of the MMLR of Bursa Securities and the Company's Constitution to be offered the New Shares to be allotted and issued under the Proposed General Mandate, which rank equally with the existing issued shares in the Company;

**THAT** such approval on the Proposed General Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company held after the approval was given;
- (b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

**THAT** the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation for such new Shares on Bursa Securities;

**AND THAT** authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications,

**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

-12-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

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variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

**AND FURTHER THAT** the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.

The Meeting then proceeded to the next item on the Agenda.

**7.0 ORDINARY RESOLUTION 7  
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SET  
OUT IN SECTION 2.6 OF THE CIRCULAR TO SHAREHOLDERS DATED 24 OCTOBER  
2025**

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The Chairman informed the Meeting that the Ordinary Resolution 7 was to seek shareholders' approval on a renewal general mandate to allow the Group to enter into Recurrent Related Party Transaction of a Revenue or Trading Nature in the ordinary course of business dated 24 October 2025.

The purpose of the renewal existing mandate, if passed, will enable the group to enter in Recurrent Related Party Transactions of a Revenue or Trading Nature in the ordinary course of business ("**RRPT**") which are necessary for the Group's day-to-day operations and on normal commercial terms not favourable more 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 procurement of this mandate would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek shareholders' approval as and when potential RRPT arise. The authority given for Ordinary Resolution 7 mentioned above unless revoke or varied at a general meeting, will expire at the conclusion at the next AGM.

It was noted that the Interested Directors and Interested Major Shareholders together with their Persons Connected, as disclosed in the Circular to Shareholders dated 24 October 2025, had undertaken to abstain from voting on Ordinary Resolution 7.

The Chairman proceeded to inform that the full text of the Ordinary Resolution 7 was set out in the Notice of the Meeting, and declared that this proposed resolution was taken as read.

**ORDINARY RESOLUTION 7:  
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SET  
OUT IN SECTION 2.6 OF THE CIRCULAR TO SHAREHOLDERS DATED 24 OCTOBER  
2025**

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**EXSIM HOSPITALITY BERHAD**  
[Registration No.: 198301000236 (95469-W)]  
(Incorporated in Malaysia)  
("the Company")

-13-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

Ordinary Resolution 7	Vote in Favour		Vote Against		Results
	No. of shares	%	No. of shares	%	
Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature as set out in Section 2.6 of the Circular to Shareholders dated 24 October 2025	44,583,300	99.9987	600	0.0013	Carried

The Meeting **RESOLVED:-**

**THAT** subject to the Act, the Constitution of the Company and the MMLR of Bursa Securities, approval be and is hereby given to the proposed renewal of existing shareholders' mandate for the recurrent related party transactions of a revenue or trading nature ("**Proposed Renewal of Existing RRPT Mandate**") for the Company and its subsidiaries ("**Group**") to enter into and give effect to such recurrent related party transactions of a revenue or trading nature from time to time with the related parties involving the interest of Directors, major shareholders or persons connected with Director and/or major shareholders of the EHB Group ("**Related Parties**"), as specified in Section 2.6 of the Circular to Shareholders dated 24 October 2025, provided that such arrangements and/or transactions are:-

- (a) recurrent transactions of a revenue or trading nature;
- (b) necessary for the day-to-day operations of the Group;
- (c) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (d) not to the detriment of the minority shareholders

**THAT** the authority conferred by such mandate shall commence upon passing of this resolution and shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the passing of this resolution, at which time this authority shall lapse, unless renewed by an ordinary resolution passed at a general meeting of the Company; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting;

whichever is earlier.

**THAT** the Directors of the Company be authorised to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary in the interest of the Company to give effect to the transactions contemplated and/or authorised by this mandate.

**EXSIM HOSPITALITY BERHAD**  
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(Incorporated in Malaysia)  
("the Company")

-14-

(Minutes of the Forty-Second Annual General Meeting of the Company held on 27 November 2025 –  
*Cont'd*)

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**TERMINATION**

The Chairman concluded the Meeting and declared the Meeting closed at 11:06 a.m.

The Chairman thanked all shareholders, proxies and invitees for their attendance and announced the end of the Meeting.

SIGNED AS A CORRECT RECORD

-SIGNED-

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**DATUK LEONG KAM WENG**  
CHAIRMAN

Dated: 27 November 2025

**EXSIM HOSPITALITY BERHAD**  
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**Annexure A**

**QUESTIONS AND ANSWERS SESSION DURING THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT GROUND FLOOR, LOBBY 1, CRYSTAL PLAZA, NO. 4, JALAN 51A/223, 46100 PETALING JAYA, SELANGOR ON THURSDAY, 27 NOVEMBER 2025 AT 10:00 A.M..**

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**Question 1**

Why there is no presentation on the Company's performance shared with the shareholders earlier?

**Answer:**

*The Company is currently undergoing significant changes, and the Rights Issue exercise is still ongoing. In view of the transitional stage of the Group, the Board considered it premature to present a detailed performance presentation at this time. The Board will consider to present the Company's performance at future Annual General Meetings.*

**Question 2**

Looking at the Company's last quarter cash flow statement, it was this negative RM88 million for working capital. Can I take it that the reversal may be reflected in the coming quarters?

**Answer:**

*As a listed company, the Board is not in a position to comment in detail on future financial results beyond what has been publicly disclosed. Shareholders may refer to the Company's first quarter results to be released later today for the latest financial information.*

*Management is focused on turning the Company around and believes that the Group is on the right track, with the support of its major shareholder, EXSIM Hospitality Holdings Sdn. Bhd. The Group will continue to strengthen its operations through its fit-out business and short-term hotel business. The hotel operations are expected to contribute more meaningfully once they are fully operational.*

**Question 3**

The Company seems to enjoy stellar performance for the last three (3) quarters with almost 50% increase in profit and the on-going rights issue. Can the shareholders also expect another 50% increase of profit or the trend will stop there or it will be even going down?

**Answer:**

*As replied under Question 2.*

**Question 4**

Is it quarter announcement will be announced after end of trading today or after lunch?

**Answer:**

*The Board informed that the announcement would be released by the end of the day, subject to the Board's approval.*

**Question 5**

Could not find admin notes from the Company's website. Would like to ask whether the refreshments are being prepared for the meeting. Will the Company offer any refreshments for yearly engagements with shareholders?

**Answer:**

*For clarification, the Administrative Guide is available on the Company's website and announced via Bursa Securities Malaysia Berhad's website together with the Notice of 42<sup>nd</sup> AGM.*

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- 2 -

**QUESTIONS AND ANSWERS SESSION DURING THE EXTRAORDINARY GENERAL MEETING OF  
THE COMPANY HELD AT GROUND FLOOR, LOBBY 1, CRYSTAL PLAZA, NO. 4, JALAN 51A/223,  
46100 PETALING JAYA, SELANGOR ON THURSDAY, 27 NOVEMBER 2025 AT 10:00 A.M..**

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*Refreshments will be provided after the conclusion of the AGM. This is to ensure that shareholders remain focused during the meeting and may enjoy the refreshments afterward in a more relaxed time, rather than having rushed refreshments before the AGM.*

**Question 6**

The fit-out business is registering 23% - 25% GBT margin. How do the Company manage to allow the Company to earn that kind of margin? Is it outsourcing all the works or do it internally?

**Answer:**

*A significant portion of the work is currently outsourced due to challenges in internal hiring, as the team has only been in place for approximately 15 months. As more personnel and resources are onboarded, the Company intends to gradually bring most tasks in-house. Much of the work involves procurement-related activities, which the Company aims to manage internally as far as possible. Where outsourcing is required, the costs involved are minimal and largely administrative in nature, as procurement requirements have already been identified through discussions with customers.*

*The Management shall continue to focus on cost control and retaining work in-house wherever feasible. The margins achieved are primarily driven by operational efficiency, quick turnaround times and the effective use of contract labour, which are key to the nature of the business.*

*However, such margin levels may not be consistent throughout the business cycle, as increasing competition and the entry of more players into the market may exert pressure on margins over time. This is a common characteristic of contract-based businesses, and recent listings on Bursa also indicate growing competition in this segment.*

**Question 7**

What is the order book and how long it will last? As shareholders, are we supposed to expect a lumpy earnings profile for the Company due to the nature of its business?

**Answer:**

*The Company has sufficient visibility to sustain its order book for the next eighteen (18) to twenty-four (24) months. The Company expects earnings to stabilise over the next one (1) year. Incoming contracts and progress claims are on track, bank loans are being received and customers are making payments as scheduled. Some minor adjustments in output may occur, but overall performance is expected to remain stable.*

**Question 8**

Can you share some insights on this coming Rights Issue? Do you have any underwriter or any guarantee of a minimum subscription?

**Answer:**

*The Rights Issue exercise has been approved and is currently in the process of implementation. Details of the exercise, including information on underwriting arrangements, are as disclosed in the Company's announcements and circulars.*

*It was advised that any further queries in relation to the Rights Issue may be addressed separately outside the AGM, as the matter is not opened discussion at this Meeting.*



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- 3 -

**QUESTIONS AND ANSWERS SESSION DURING THE EXTRAORDINARY GENERAL MEETING OF  
THE COMPANY HELD AT GROUND FLOOR, LOBBY 1, CRYSTAL PLAZA, NO. 4, JALAN 51A/223,  
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**Question 9**

Are there any plans to get more people to know about your Company?

**Answer:**

*The Management will consider appropriate initiatives to enhance the Company's visibility.*

**Question 10**

Could registration for future EGMs or AGMs start two hours earlier, considering factors such as traffic and convenience for attendees?

**Answer:**

*The Share Registrar informed that the registration was opened at 8:00 a.m. (30 minutes earlier than the targeted time), which is two (2) hours earlier before the Meeting started.*

**Question 11**

Given the Company's positive cash flow progress, would it be possible to provide a small token to assist cover transportation for shareholders attending the meeting?

**Answer:**

*It is not the Company's practice to provide door gifts at the moment. As mentioned at the last AGM, the Company is still relatively new and focus more on getting increased profitability for the shareholders and therefore, creating value for the shares.*

**Question 12**

Would you be able to share a little bit more details like how are the occupancy about the 1,000 key operator business? What is the hiccup and what is the management expectation?

**Answer:**

*Some of our properties, even those new ones in Empire City are showing about 60% to 70% occupancy based on keys available. The lower occupancy at Empire City is primarily due to the mall not yet being operational. In contrast, properties operated by Mana Mana in the Klang Valley, particularly around the KLCC area, have achieved occupancies of 80% to 90% on average, with average room rates of RM170 to RM180 per day after OTA charges. This places the Company's operations at the upper end of the three-star hotel segment relative to market comparables.*

*Over the next 12 months, the Company expects the number of operational keys to increase, with a higher level of operational intensity across these keys. The Management is focused on consolidating operations to improve overall performance. The Group intends for the hotel operations to be a core business contributing to cash generation.*

*With regard to dividends, the Company has not stipulated any dividend payout ratio at this stage. However, the Board will consider dividend plans in the future, subject to the Group's financial performance and cash flow position.*

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- 4 -

**QUESTIONS AND ANSWERS SESSION DURING THE EXTRAORDINARY GENERAL MEETING OF  
THE COMPANY HELD AT GROUND FLOOR, LOBBY 1, CRYSTAL PLAZA, NO. 4, JALAN 51A/223,  
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**Question 13**

*Regarding the Corus Hotel renovation and Empire City Hotel acquisition, what is the timeline? What is the expected ROI to return to positive earnings?*

**Answer:**

*The two hotels are expected to take approximately two (2) to three (3) years to reach breakeven or achieve profitability. The renovation of Corus Hotel is expected to take between nine (9) to fifteen (15) months once the proceeds are received. For Tower E at Empire City, which has recently been acquired, completion is expected to take place next year. The vendor has provided an undertaking to deliver a completed and operable asset.*