

**SUCCESS TRANSFORMER CORPORATION BERHAD**

[Registration No. 200301034518 (636939-W)]

(Incorporated in Malaysia)

MINUTES OF THE TWENTY-FIRST ANNUAL GENERAL MEETING OF THE COMPANY HELD AT TROPICANA GOLF & COUNTRY RESORT, GREENS III, SPORTS WING, JALAN KELAB TROPICANA, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON THURSDAY, 4 DECEMBER 2025 AT 11:00 A.M.

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**DIRECTORS PRESENT** : DATUK IR. KAMARUDIN BIN MD DEROM  
(*Independent Non-Executive Chairman*)  
MR. TAN AH BAH @ TAN AH PING  
(*Managing Director*)  
MS. TAN CHUNG LING  
(*Deputy Managing Director*)  
MS. TAN CHUNG CHAY  
(*Deputy Managing Director*)  
MS. CHAN FOONG PING  
(*Independent Non-Executive Director*)  
DATO' YEOH KIM WAH  
(*Non-Independent Non-Executive Director*)  
DATO' TAN WEI NENG  
(*Executive Director*)

**MEMBERS** : AS PER THE ATTENDANCE LIST

**PROXY HOLDERS** : AS PER THE ATTENDANCE LIST

**IN ATTENDANCE** : MS. CHIN MUN YEE (*Company Secretary*)  
MS. TAN CHEE LING (*Assisting the Company Secretary*)

**BY INVITATION** : AS PER THE ATTENDANCE LIST

**CHAIRMAN**

Datuk Ir. Kamarudin Bin Md Derom ("**Datuk Chairman**") was in the Chair. Datuk Chairman welcomed all shareholders and attendees to the Twenty-First Annual General Meeting ("**21<sup>st</sup> AGM**" or "**Meeting**") of the Company.

Datuk Chairman then introduced the Board of Directors ("**Board**"), the Group Finance Controller, the Company Secretary, as well as the External Auditors of the Company to all present at the Meeting.

**QUORUM**

The requisite quorum being present pursuant to Clause 71 of the Company's Constitution, Datuk Chairman declared the Meeting duly convened. Datuk Chairman then called the Meeting to order at 11:00 a.m.

Datuk Chairman advised the Meeting that the Company was using 27 November 2025 as the determinant date for the General Meeting Record of Depositors.

**NOTICE**

The Notice convening the Meeting, having been circulated within the prescribed period, was taken as read with the permission of the Meeting.

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**PROCEEDINGS AND VOTING PROCEDURES**

The Meeting noted that in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the proposed resolutions set out in the Notice convening the Meeting would be voted on by way of poll. The Meeting noted that Datuk Chairman had demanded a poll for all resolutions put forth for voting, pursuant to Section 330 of the Companies Act 2016, to demonstrate shareholder democracy with one share, one vote.

Datuk Chairman would take the Meeting through each item on the Agenda as there is no legal requirement for the proposed resolutions to be seconded. Datuk Chairman further informed the Meeting that a question-and-answer session would be held after all Agenda items had been presented.

The Meeting further noted that Tricor Investors & Issuing House Services Sdn. Bhd. was appointed as the Poll Administrator and Scrutineer Solutions Sdn. Bhd. was appointed as the Independent Scrutineer to verify the poll results.

An identification wristband was provided to all shareholders, proxies, and corporate representatives during registration at the start of the Meeting. All shareholders, proxies, and corporate representatives would be allotted ten (10) minutes to vote upon completion of deliberation on all items on the Agenda, and a video of the polling procedure would be played.

**PRESENTATION ON THE GROUP'S FINANCIAL PERFORMANCE AND KEY HIGHLIGHTS FOR THE YEAR 2025**

Datuk Chairman briefed the Meeting on the Group's financial performance and key highlights for the year 2025.

The Meeting then proceeded with the first item on the Agenda.

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

Datuk Chairman informed that the first item on the Agenda was 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.

The Meeting noted that the Audited Financial Statements for the financial year ended 30 June 2025 had been circulated to all members within the prescribed period.

In view that the first item on the Agenda was only meant for discussion and it shall not be put forward for voting, Datuk Chairman declared that the Audited Financial Statements for the financial year ended 30 June 2025 together with the Reports of the Directors and the Auditors thereon, be received.

**2.0 ORDINARY RESOLUTION 1**  
**- APPROVAL OF THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM400,000.00 FOR THE FINANCIAL YEAR ENDING 30 JUNE 2026, PAYABLE MONTHLY IN ARREARS AFTER EACH MONTH OF COMPLETED SERVICE OF THE DIRECTORS DURING THE SUBJECT FINANCIAL YEAR**

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Datuk Chairman proceeded to the next item of the Agenda relating to the approval of the payment of Directors' fees amounting to RM400,000.00 for the financial year ending 30 June 2026, payable monthly in arrears after each month of completed service of the Directors during the subject financial year.

The Meeting noted that the interested Directors would abstain from voting on this resolution.

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

**3.0 ORDINARY RESOLUTION 2**

**- APPROVAL OF AN AMOUNT UP TO RM18,000.00 AS BENEFITS PAYABLE TO NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM 5 DECEMBER 2025 TO THE TWENTY-SECOND ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN YEAR 2026 PURSUANT TO SECTION 230(1)(b) OF THE COMPANIES ACT 2016**

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Datuk Chairman proceeded with the next item of the Agenda relating to the approval of the payment of benefits payable to the Non-Executive Directors up to an amount of RM18,000.00 for the period from 5 December 2025 to the Twenty-Second Annual General Meeting of the Company in the year 2026 pursuant to Section 230(1)(b) of the Companies Act 2016.

Datuk Chairman explained that the proposed benefits were derived from the estimated meeting allowance of RM600.00 per meeting day based on the number of scheduled meetings and unscheduled meetings (when necessary) for the Board and Board Committees, and the number of Non-Executive Directors involved in the meetings.

The Meeting noted that the interested Directors would abstain from voting on this resolution.

The Meeting proceeded with the next item on the Agenda.

**4.0 RE-ELECTION OF THE FOLLOWING DIRECTORS WHO ARE RETIRING IN ACCORDANCE WITH CLAUSE 90 OF THE COMPANY'S CONSTITUTION AND, BEING ELIGIBLE, HAVE OFFERED THEMSELVES FOR RE-ELECTION:  
(I) MS. CHAN FOONG PING (ORDINARY RESOLUTION 3)  
(II) DATO' YEOH KIM WAH (ORDINARY RESOLUTION 4)**

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The Meeting noted that the next item on the Agenda was to re-elect the following Directors, who were retiring pursuant to Clause 90 of the Company's Constitution and the retiring Directors, being eligible, had offered themselves for re-election:

- (i) Ms. Chan Foong Ping
- (ii) Dato' Yeoh Kim Wah

The Meeting further noted that the retiring Directors would be voted on individually, and that the interested Directors would abstain from voting on these resolutions.

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

**5.0 ORDINARY RESOLUTION 5**

**- RE-APPOINTMENT OF CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND AUTHORISATION OF THE DIRECTORS TO FIX THEIR REMUNERATION**

Datuk Chairman proceeded to the next item on the Agenda in respect of the re-appointment of the retiring Auditors, Crowe Malaysia PLT, as the Company's Auditors for the ensuing year and to authorise the Board to fix their remuneration. The retiring Auditors, Crowe Malaysia PLT, had indicated their willingness to continue in office as Auditors of the Company.

The Meeting noted that the Audit Committee and the Board had reviewed Crowe Malaysia PLT's performance as Auditors of the Company for the past financial year and were satisfied with their effectiveness and performance as External Auditors of the Company.

The Meeting proceeded with the next item on the Agenda.

**6.0 SPECIAL BUSINESS**

**6.1 ORDINARY RESOLUTION 6**

**- RETENTION OF MS. CHAN FOONG PING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Datuk Chairman informed that the next item on the Agenda was a special business to approve proposed Ordinary Resolution 6 on retention of Ms. Chan Foong Ping as an Independent Non-Executive Director until the conclusion of the next Annual General Meeting.

The Meeting noted that the Board, through the Nomination Committee, having assessed the independence of Ms. Chan Foong Ping, was satisfied that she remains independent based on the justifications outlined in the Notice of Meeting. Accordingly, the Board recommended that Ms. Chan Foong Ping be retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, subject to shareholders' approval via the two-tier voting process in accordance with the Guidance to Practice 5.3 of the Malaysian Code on Corporate Governance.

**6.2 ORDINARY RESOLUTION 7**

**- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS**

Datuk Chairman informed that the next item on the Agenda was a special business to approve proposed Ordinary Resolution 7 on authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights.

The Meeting was informed that the proposed Ordinary Resolution 7 was primarily to give flexibility to the Board to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting, provided that the aggregate number of shares to be issued does not exceeds 10% of the total number of issued shares of the Company (excluding treasury

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shares) for the time being.

The Meeting noted that the authority, unless revoked or varied by the Company in a general meeting, would expire at the conclusion of the next Annual General Meeting of the Company.

The Meeting further noted that pursuant to Section 85(1) of the Companies Act 2016, read together with Clause 9 of the Company's Constitution, approval was sought to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares pursuant to the mandate.

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

**6.3 ORDINARY RESOLUTION 8**

**- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The next item on the Agenda was a special business to approve Ordinary Resolution 8 on the renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.

The Meeting was informed that the proposed Ordinary Resolution 8 was to renew the shareholders' mandate granted by the shareholders of the Company at the Twentieth Annual General Meeting held on 3 December 2024. The proposed renewal of shareholders' mandate would enable the Company and its subsidiaries ("**STC Group**") to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the STC Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable 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 Meeting noted that all interested Directors/major shareholders and/or persons connected have abstained and would continue to abstain from all deliberations and voting in respect of their direct and/or indirect shareholdings in the Company on the proposed renewal of existing shareholders' mandate.

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

**6.4 ORDINARY RESOLUTION 9**

**- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**

Datuk Chairman informed that the next item on the Agenda was a special business for the approval of Ordinary Resolution 9 on the renewal of authority for the Company to purchase its own shares.

The Meeting was informed that the proposed Ordinary Resolution 9 was primarily to renew the authority granted by the shareholders of the Company at the Twentieth Annual General Meeting held on 3 December 2024. The proposed renewal would allow the Directors to exercise the power of the Company to

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purchase not more than 10% of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

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

**6.5 ORDINARY RESOLUTION 10**

**- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY ("STC SHARES"), FOR THE PURPOSE OF THE DIVIDEND REINVESTMENT SCHEME ("DRS") THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDENDS IN NEW STC SHARES ("PROPOSED RENEWAL OF DRS AUTHORITY")**

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Datuk Chairman informed the Meeting that the next item on the Agenda was a special business for the approval of the Ordinary Resolution 10 on the Proposed Renewal of DRS Authority.

The Meeting was informed that the DRS had been approved by the shareholders at the Extraordinary General Meeting of the Company held on 21 November 2016.

The proposed renewal would authorise Directors to allot and issue such number of new STC Shares from time to time pursuant to the DRS.

The Meeting then proceeded to the last remaining business.

**7.0 ANY OTHER BUSINESS**

The Meeting was advised that there was no other business to be transacted at the Meeting for which due notice had been given.

**8.0 QUESTIONS AND ANSWERS SESSION**

Datuk Chairman then invited shareholders to raise questions. During the session, several shareholders sought clarifications on various matters, to which the Directors duly responded. The questions raised and the corresponding responses were detailed as follows:

No.	Questions	Responses
1.	A shareholder suggested that the Group's performance be presented in slide format at future general meetings for ease of reference and better understanding.	The Board acknowledged the suggestion and would consider presenting the Group's performance using presentation slides at future general meetings.
2.	What are the top three (3) key drivers to grow the revenue and profitability of the Company in 2026, given	Ms. Tan Chung Ling (" <b>Ms. Chanelle Tan</b> "), <i>Deputy Managing Director</i> , responded that the main revenue drivers of the Group are its core businesses,

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	the Group's profit decline in recent years?	namely transformers, lighting, and aluminum diecast products.
3.	Given the current supply shortage of transformers, why does the Group not penetrate the data center market directly?	Ms. Chanelle Tan explained that the Group supplies transformers for data center projects indirectly through contractors, rather than engaging directly with data center operators.
4.	Has the Group explored partnership opportunities or original equipment manufacturer (OEM) contracts with overseas transformer companies to access the global market?	Ms. Chanelle Tan informed that the Group will look into any opportunity to co-operate if it aligns with the Group's strategic plan.
5.	Kindly provide the breakdown of revenue by business segment.	Dato' Tan Wei Neng (" <b>Dato' Tan</b> "), <i>Executive Director</i> , reported that for the financial year ended 30 June 2025, approximately 60% of the Group's total revenue is derived from the lighting segment, while the remaining 40% is contributed by the transformer segment. He also added that the revenue contribution from the aluminum diecast segment is minimal.
6.	Based on the financial statements, why are the operating expenses (" <b>OPEX</b> ") relatively high at RM40.0 million, and are there plans to streamline costs?	<p>Dato' Tan explained that the Group has implemented various cost-control measures, including manpower optimisation, salary controls, and tighter oversight of travelling expenses to minimise OPEX.</p> <p>Mr. Lo Chiow Lieh ("<b>Mr. Lo</b>"), <i>Group Finance Controller</i>, added that while certain expenses are fixed costs, the Group is actively managing variable costs to preserve profit margins.</p>
7.	Why is the Company's return on investment only 2.6%?	Dato' Tan explained that the global economic environment remains challenging after the COVID-19 pandemic, which has significantly impacted the Group's earnings and return on investment over the years. He added that the Group is implementing initiatives to improve efficiency and achieve sustainable growth moving forward.

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8.	Considering that the Group holds RM115.0 million in cash reserves, are there plans for business expansion over the next three (3) years to utilise these funds effectively?	<p>Mr. Lo replied that the Group has strategic investment plans and is actively exploring potential strategic partnerships, although securing suitable partners has been challenging. In parallel, the Group is investing in new products and expanding into new markets.</p> <p>Mr. Lo further explained that the Group has invested in bonds for fixed return and is also considering property investments to generate recurring rental income, while retaining sufficient cash reserves to support daily operations.</p>
9.	The Group recorded research and development (“R&D”) expenses of RM7.6 million. Given that the Group is not technology-based, what is the rationale for this level of expenditure?	Ms. Chanelle Tan explained that R&D expenses mainly comprised salaries of technical staff and mold-making expenses. The increase was primarily due to the industry’s transition from High-Intensity Discharge (HID) to Light-Emitting Diode (LED) technology, which required substantial R&D investment. Moving forward, R&D efforts would focus on intelligent lighting solutions.
10.	Kindly explain the increase in Directors’ remuneration and bonuses, despite the Group’s overall performance not improving for the financial year ended 30 June 2025.	<p>Ms. Chan Foong Ping (“<b>Ms. Chan</b>”), <i>Independent Non-Executive Director and Chairperson of the Nomination Committee</i>, explained that the total remuneration for Directors was lower than the year before the COVID-19 pandemic. Senior management increments are benchmarked against market rates, with no extraordinary increases granted, as remuneration levels have yet to return to pre-COVID-19 pandemic levels. The increase in Directors’ remuneration for the financial year ended 30 June 2025 was also partly due to the under-provision of the Directors’ remuneration in the prior year.</p> <p>Ms. Chan further explained that labour costs of the Group were also affected by government policies, such as revisions to the minimum wage and increased Employees’ Provident Fund (EPF) contributions for foreign workers.</p> <p>The Directors’ remuneration disclosed largely comprised salaries paid to Directors of subsidiary companies, and</p>

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		the increments are intended to motivate and retain talent management.
11.	The Group owns several parcels of land that are currently not utilised for business purposes. Are there plans to create value from these assets?	Mr. Lo explained that the Group is planning to construct a factory on one (1) of the lands for the usage of one of the subsidiary companies, and intends to monetise the remaining lands. The Group has been aggressively looking for the right buyers to monetise the remaining parcels.
12.	Given the impact of the global economic slowdown, what were the main challenges faced during the financial year?	Dato' Tan mentioned that the lighting segment faced significant challenges due to the United States-China tariff war, which intensified competition from lower-priced China imports. Despite this, the Group's flagship brand, Nikon®, has maintained a strong market position for over ten (10) years, and efforts are underway to strengthen sales in the coming years.
13.	A shareholder suggested enhancing the segmental reporting format in the annual report to provide better investor insights.	The Board acknowledged the suggestion and would consider improving segmental disclosures in future annual reports.
14.	What are the current returns from the aluminum diecast business compared to previous years?	Dato' Tan reported that the aluminum diecast segment has shown revenue improvement compared to the prior year, which recorded losses. The Group anticipates further revenue growth in the coming years.
15.	What is the total investment made by the Group in the aluminum diecast business?	Dato' Tan reported that the Group invested RM8.40 million to acquire 60% equity interest in Global-Pacific Manufacturing Sdn. Bhd. for the aluminum diecast business, recognising its growth potential. The business is currently performing in line with expectations.
16.	With the influx of competitors from China, how are they able to offer products at such low prices?	Dato' Tan explained that many China-based competitors adopt price-dumping strategies to gain market share. The Group is addressing this by increasing promotional efforts and developing innovative, high-quality products to differentiate itself.

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17.	What factors contributed to the high inventory balance and extended inventory holding period?	Mr. Lo explained that inventories consisted of raw materials and finished goods, maintained to manage overseas suppliers' lead times and ensure sufficient stock during transportation periods.
18.	Kindly clarify the significant increase in the estimated value for the shareholders' mandate for recurrent related party transactions with Ningbo MDG New Energy Technology Co., Ltd. (" <b>MDG</b> ") compared to previous years.	Mr. Lo explained that the increase was due to the change of supplier for the purchase of aluminum ingot from Ningbo Ruitao New Material Technology Limited Company to MDG.
19.	What is the Group's business plan for the next five (5) years?	Ms. Chanelle Tan mentioned that the Group is developing a diversified product range to remain competitive. In addition to its core lighting business, the Group is focusing on smart lighting solutions and undertaking projects in collaboration with government agencies and private sector clients. The transformer segment would focus on wind, energy-efficient, and smart transformers, supported by an active product development pipeline.
20.	Is the Group involved in any smart lighting projects in Malaysia?	Ms. Chanelle Tan reported that the Group has supplied approximately 5,000 units of smart lighting to projects in Johor and to municipal areas such as Ipoh, Malacca, and Kajang.
21.	What is the current performance of the transformer market, and why has the lighting segment generated lower revenue in recent years?	Ms. Chanelle Tan explained that the lighting segment is highly competitive and faces ongoing global margin pressures. For transformers, while the Group traditionally focuses on low-voltage transformers, market demand has shifted towards medium and high-voltage transformers. To address this trend, the Group is working with medium-voltage partners to expand its capabilities in the medium-voltage segment.
22.	Does the Group own any intellectual property (" <b>IP</b> ") or patents?	Dato' Tan informed that the Group has one (1) registered IP, namely the Intelligent Lighting Control System (iLCS), a smart street lighting system designed for energy efficiency, remote

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		management, and "smart city" applications.
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There being no further questions, the Meeting then proceeded to the polling session.

**9.0 POLLING PROCESS**

Registration for attendance was closed at 12:52 p.m. The step-by-step e-voting video clip demonstrating the online voting process, was replayed for shareholders, proxies, or corporate representatives' reference.

Datuk Chairman highlighted to the shareholders, proxies, and corporate representatives that they were given ten (10) minutes to cast their votes electronically.

The poll was declared closed at 1:00 p.m., after which, the Meeting was adjourned for approximately fifteen (15) minutes to facilitate the verification of voting results by the independent scrutineer.

**10.0 ANNOUNCEMENT OF POLL RESULTS**

The Meeting resumed at 1:15 p.m., and Datuk Chairman announced the polling results as follows:

Resolutions	Voted in favour		Voted against		Results
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 1</b> To approve the payment of Directors' fees amounting to RM400,000.00 for the financial year ending 30 June 2026, payable monthly in arrears after each month of completed service of the Directors during the subject financial year.	124,296,597	99.9553	55,618	0.0447	Carried

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Resolutions	Voted in favour		Voted against		Results
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 2</b> To approve an amount up to RM18,000.00 as benefits payable to Non-Executive Directors of the Company for the period from 5 December 2025 to the Twenty-Second Annual General Meeting of the Company to be held in year 2026 pursuant to Section 230(1)(b) of the Companies Act 2016.	124,306,579	99.9633	45,618	0.0367	Carried
<b>Ordinary Resolution 3</b> To re-elect Ms. Chan Foong Ping, who is retiring in accordance with Clause 90 of the Company's Constitution and being eligible, has offered herself for re-election.	125,112,491	99.9999	108	0.0001	Carried
<b>Ordinary Resolution 4</b> To re-elect Dato' Yeoh Kim Wah, who is retiring in accordance with Clause 90 of the Company's Constitution and being eligible, has offered himself for re-election.	122,244,659	98.3052	2,107,538	1.6948	Carried
<b>Ordinary Resolution 5</b> To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.	125,066,919	99.9999	108	0.0001	Carried

Resolutions	Voted in favour		Voted against		Results
	No. of shares	%	No. of shares	%	
<b>Ordinary Resolution 6</b>					
Retention of Ms. Chan Foong Ping as an Independent Non-Executive Director.	Tier 1 – Large Holders 108,600,519	100.000	0	0.0000	Carried
	Tier 2 – Other Holders 16,511,972	99.9993	108	0.0007	Carried
<b>Ordinary Resolution 7</b>					
Authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights.	124,416,781	99.4518	685,818	0.5482	Carried
<b>Ordinary Resolution 8</b>					
Proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	124,342,027	99.9919	10,108	0.0081	Carried
<b>Ordinary Resolution 9</b>					
Proposed renewal of share buy-back authority for the Company to purchase its own ordinary shares.	125,112,491	99.9999	108	0.0001	Carried
<b>Ordinary Resolution 10</b>					
Proposed renewal of authority for the Company to allot and issue new ordinary shares in the Company (" <b>STC Shares</b> "), for the purpose of the Dividend Reinvestment Scheme (" <b>DRS</b> ") that provides the shareholders of the Company with the option to elect to reinvest their cash dividends in new STC Shares (" <b>Proposed Renewal of DRS Authority</b> ").	125,112,491	99.9999	108	0.0001	Carried

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Based on the results of the poll voting, Datuk Chairman declared the following resolutions were duly passed:

**1.0 ORDINARY RESOLUTION 1**

- APPROVAL OF THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM400,000/- FOR THE FINANCIAL YEAR ENDING 30 JUNE 2026, PAYABLE MONTHLY IN ARREARS AFTER EACH MONTH OF COMPLETED SERVICE OF THE DIRECTORS DURING THE SUBJECT FINANCIAL YEAR**

**THAT** the payment of Directors' fees amounting to RM400,000.00 for the financial year ending 30 June 2026, payable monthly in arrears after each month of completed service of the Directors during the subject financial year, be and is hereby approved.

**2.0 ORDINARY RESOLUTION 2**

- APPROVAL OF AN AMOUNT UP TO RM18,000/- AS BENEFITS PAYABLE TO NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM 5 DECEMBER 2025 TO THE TWENTY-SECOND ANNUAL GENERAL MEETING OF THE COMPANY IN THE YEAR 2025 PURSUANT TO SECTION 230(1)(b) OF THE COMPANIES ACT 2016**

**THAT** the payment of Directors' fees amounting to RM18,000.00 as benefits payable to Non-Executive Directors of the Company for the period from 5 December 2025 to the Twenty-Second Annual General Meeting of the Company to be held in year 2026 pursuant to Section 230(1)(b) of the Companies Act 2016, be and is hereby approved.

**3.0 ORDINARY RESOLUTION 3**

- RE-ELECTION OF MS. CHAN FOONG PING, WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 90 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION**

**THAT** Ms. Chan Foong Ping, who retired in accordance with Clause 90 of the Company's Constitution and being eligible, be and is hereby re-elected as a Director of the Company.

**4.0 ORDINARY RESOLUTION 4**

- RE-ELECTION OF DATO' YEOH KIM WAH, WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 90 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

**THAT** Dato' Yeoh Kim Wah, who retired in accordance with Clause 90 of the Company's Constitution and being eligible, be and is hereby re-elected as a Director of the Company.

**5.0 ORDINARY RESOLUTION 5**

- RE-APPOINTMENT OF CROWE MALAYSIA PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND AUTHORISATION TO THE DIRECTORS TO FIX THEIR REMUNERATION**

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**THAT** the retiring Auditors, Crowe Malaysia PLT, be and is hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and that authority be given to the Directors to fix their remuneration.

**6.0 ORDINARY RESOLUTION 6**

**- RETENTION OF MS. CHAN FOONG PING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

**THAT** subject to the passing of Ordinary Resolution 3, Ms. Chan Foong Ping, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company in accordance with the Malaysian Code on Corporate Governance 2021.

**7.0 ORDINARY RESOLUTION 7**

**- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS**

**THAT** subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby authorised and empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time, at such price, 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 (excluding treasury shares) for the time being; **AND THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company;

**THAT** in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 9 of the Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares pursuant to this mandate;

**AND THAT** the Directors of the Company, whether solely or jointly, be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Securities; **AND** be hereby authorised to do all such acts and things including executing all relevant documents as he/she/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate.

**8.0 ORDINARY RESOLUTION 8**

**- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**THAT**, subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia

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Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("**STC Group**") to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of STC Group ("**Related Parties**") as described in the Circular/Statement to Shareholders dated 30 October 2025 ("**Recurrent RPTs**") provided that such transactions are:

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

("RRPT Mandate").

**THAT** such approval shall 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 that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340 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 shareholders in a general meeting;

whichever is earlier; **AND** the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate.

**9.0 ORDINARY RESOLUTION 9**

**- PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES**

**THAT**, subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and all other applicable laws, guidelines, rules and regulations, 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 in their discretion deem fit and expedient in the best interest of the Company, provided that:

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase(s); and
- (ii) the maximum funds to be allocated by the Company for the purpose of

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purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s);

**THAT** upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares so purchased in their absolute discretion in the following manner:

- (i) cancel all the shares so purchased; and/or
- (ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder; and/or

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

**AND THAT** such authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall 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 such resolution was passed, at which time the authority will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (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 of the Company in a general meeting,

whichever occurs first.

**AND FURTHER THAT** the Directors of the Company be authorised to do all acts, deeds and things and to take all such steps as they may deem fit, appropriate, expedient or necessary in the best interest of the Company to give full effect to the proposed renewal of share buy-back authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the interest of the Company.

**10.0 ORDINARY RESOLUTION 10**

**- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY ("STC SHARES"), FOR THE PURPOSE OF THE DIVIDEND REINVESTMENT SCHEME ("DRS") THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY WITH THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDENDS IN NEW STC SHARES ("PROPOSED RENEWAL OF DRS AUTHORITY")**

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**THAT** pursuant to the DRS as approved by the shareholders at the Extraordinary General Meeting of the Company held on 21 November 2016 and subject to the approval of the relevant regulatory authorities (if any), approval be and is hereby

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given to the Directors to allot and issue such number of new STC Shares from time to time as may be required to be allotted and issued pursuant to the DRS until the conclusion of the next Annual General Meeting upon such terms and conditions as stated in the Circular to Shareholders dated 4 November 2016, **PROVIDED THAT** the issue price of the said new STC Shares shall be fixed by the Directors at a discount of not more than ten per centum (10%) to the five (5)-day volume weighted average market price ("**VWAMP**") of STC Shares immediately preceding the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price;

**AND THAT** the Directors of the Company be authorised to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the DRS with full power to assent to any conditions, modifications, variations and/or amendments to the terms of the DRS as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, or by the Directors as they may in their absolute discretion, deem fit and in the best interest of the Company.

**CLOSURE**

There being no other business, Datuk Chairman concluded the Meeting and thanked all present for their attendance. The Meeting ended at 1:15 p.m. with a vote of thanks to Datuk Chairman.

CONFIRMED AS A CORRECT  
RECORD



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CHAIRMAN

Dated: 4 December 2025