

SMART ASIA CHEMICAL BHD
Registration No. 201901016953 (1326281-T)
(Incorporated in Malaysia)

**MINUTES OF THE THIRD ANNUAL GENERAL MEETING OF THE COMPANY HELD
AT NO. 3, JALAN PONDEROSA 1, TAMAN PONDEROSA, 81100 JOHOR BAHRU, JOHOR
ON THURSDAY, 26 JUNE 2025 AT 10.30 A.M.**

**SHAREHOLDERS/
PROXIES PRESENT** : As per Attendance List

DIRECTORS PRESENT	Mr. Yau Yin Wee ("Mr. Yau")	Independent Non-Executive Chairman
	Mr. Lim Kok Beng ("Mr. Lim")	Executive Director
	Ms. Kee Hui Lang ("Ms. Kee")	Executive Director
	Mr. Goh Chye Hin ("Mr. Goh")	Managing Director
	Ms. Tan Suat Hoon ("Ms. Tan")	Independent Non-Executive Director
	Mr. Ang Hock Seng ("Mr. Ang")	Independent Non-Executive Director
	Ms. Yap Yung Chien ("Ms. Yap")	Independent Non-Executive Director

IN ATTENDANCE : Ms. Lim Li Heong Company Secretary

BY INVITATION : As per Attendance List

1. OPENING

Mr. Yau, the Chairman of the Company ("**the Chairman**") took the chair and welcomed everyone present at the Third Annual General Meeting of the Company.

2. CHAIRMAN

The Chairman introduced the members of the Board, the Key Senior Management and the Company Secretary who attended the AGM.

3. QUORUM

The requisite quorum being present pursuant to Clause 68 of the Company's Constitution, the Chairman declared the Meeting duly convened.

4. NOTICE OF MEETING

The Notice convening the Meeting, have been previously circulated to all shareholders and duly advertised in the newspaper on 30 April 2025, was taken as read.

The Chairman then briefed the shareholders on some administrative matters on how to raise questions and vote by poll.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE DIRECTORS' AND AUDITORS' REPORTS THEREON

The Audited Financial Statements for the financial year ended 31 December 2024 ("AFS 2024") together with the Reports of the Directors and Auditors thereon which have been previously circulated to all shareholders were tabled for discussion.

The Chairman informed the shareholders that the provision of Section 340(1)(a) of the Companies Act 2016 requires that the AFS 2024 and the Reports of the Directors and Auditors thereon be laid before the Company at the AGM. As such, this agenda is not a business which requires a resolution to be put to vote by shareholders.

The Chairman then announced that the AFS 2024 together with the Directors' and Auditors' Reports thereon were considered as received.

**6. ORDINARY RESOLUTION 1
TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS OF UP TO RM500,000.00 FOR THE PERIOD FROM 27 JUNE 2025 UNTIL THE DATE OF THE NEXT ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY TO BE HELD IN 2026**

Ordinary Resolution 1 of the Agenda was to approve the payment of Directors' Fees and Benefits of up to RM500,000.00 for the period from 27 June 2025 until the date of the next AGM of the Company to be held in 2026.

The Chairman then put the motion to vote by poll.

**7. ORDINARY RESOLUTION 2
RE-ELECTION OF MR. LIM KOK BENG WHO IS RETIRING IN ACCORDANCE WITH CLAUSE 95(i) OF THE COMPANY'S CONSTITUTION**

The Chairman informed the floor that Mr. Lim would be retiring under Clause 95(i) of the Constitution of the Company and Mr. Lim had offered himself for re-election.

The Chairman then put the motion to vote by poll.

**8. ORDINARY RESOLUTION 3
RE-ELECTION OF MR. YAU YIN WEE WHO IS RETIRING IN ACCORDANCE
WITH CLAUSE 95(i) OF THE COMPANY'S CONSTITUTION**

The Chairman informed the shareholders that as he is an interested party to Resolution 3, he handed over the Chair to Mr. Lim, to chair the proceedings on this resolution.

The proposed motion to the Meeting for the re-election of Mr. Yau was tabled for shareholders' consideration.

Mr. Lim then put the motion to vote by poll.

**9. ORDINARY RESOLUTION 4
RE-APPOINTMENT MESSRS. BAKER TILLY MONTEIRO HENG PLT ("BTMH") AS
THE AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO
AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

Ordinary Resolution 4 of the Agenda was to re-appoint Messrs. BTMH as Auditors of the Company and to authorise the Directors to fix their remuneration.

The Chairman informed the floor that Messrs. BTMH have indicated their willingness to continue office as Auditors of the Company for the financial year ending 31 December 2025.

The Chairman then put the motion to vote by poll.

**10. ORDINARY RESOLUTION 5
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND
76 OF THE COMPANIES ACT, 2016**

The Chairman informed that the next item on the agenda was to approve the Ordinary Resolution 5 in respect of the authority for the Directors to issue new shares pursuant to Sections 75 and 76 of the Companies Act 2016.

The Chairman then put the motion to vote by poll.

**11. ORDINARY RESOLUTION 6
PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED
PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE**

Ordinary Resolution 6 of the Agenda was to propose new shareholders' mandate for RRPT of a revenue or trading nature.

The shareholders were informed that the interested Directors as well as the major shareholders and persons connected to them as set out in Section 6 of the Circular to Shareholders dated 30 April 2025 were to abstain from voting on this Resolution.

The Chairman then put the motion to vote by poll.

12. QUESTIONS AND ANSWERS SESSION

The Chairman invited questions from the shareholders. There was no question raised by the shareholders.

13. POLL PROCEDURES

The Chairman informed the shareholders that the Company had appointed Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrator and ASAP Management Services as the Independent Scrutineer to verify the poll results of the meeting.

The representative from Tricor Investor & Issuing House Services Sdn Bhd was called upon to brief on the e-polling procedures and the shareholders were asked to cast their votes.

On the proposal by Mr. Tan Say How and duly seconded by Mr. Goh Ji Syuan, the Chairman put the motion for all the six resolutions for voting.

The Chairman announced that the meeting was then adjourned at 10.45 a.m. for counting of votes and will resume once the counting of the votes is completed.

14. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF RESULTS

The Chairman called the meeting into order at 11.00 a.m. to announce the results of the poll. The results announced were as follows: -

Ordinary Resolution	FOR			AGAINST		
	No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%
Resolution 1	24	10,210,900	100.0000	0	0	0.0000
Resolution 2	34	238,548,612	100.0000	0	0	0.0000
Resolution 3	34	238,548,612	100.0000	0	0	0.0000
Resolution 4	34	238,548,612	100.0000	0	0	0.0000
Resolution 5	34	238,548,612	100.0000	0	0	0.0000
Resolution 6	34	238,548,612	100.0000	0	0	0.0000

The Chairman then declared that Resolutions 1 to 6 were carried unanimously.

15. CLOSURE OF MEETING

There being no further business, the Chairman declared the Meeting closed at 11.05 a.m.

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Minutes of the Third Annual General Meeting held on 26 June 2025 (Cont'd)

**CONFIRMED AS THE CORRECT RECORD
OF THE PROCEEDINGS THEREAT**

CHAIRMAN

Date: 22 July 2025