

MPIRE GLOBAL BERHAD
[Registration No. 199501010609 (339810-A)]
(Incorporated in Malaysia)

MINUTES OF THE THIRTIETH ANNUAL GENERAL MEETING (“30TH AGM”) OF MPIRE GLOBAL BERHAD (“MPIRE” OR “THE COMPANY”) HELD AT BALLROOM V, MAIN WING, JALAN KELAB TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR ON FRIDAY, 13 JUNE 2025 AT 10:00 A.M

Directors’ attendance

1. Dato’ Goh Soo Wee (Executive Chairman) – Chairman
2. Mr Song Peng Wei (Executive Director)
3. Mr Teh Kok Liang (Non-Independent Non-Executive Director)
4. Mr Kong June Hon (Independent Non-Executive Director)
5. Dato’ Chong Mun Phing (Independent Non-Executive Director)
6. Madam Cheong Yee Peng (Independent Non-Executive Director)

Absent

Dato’ Sri Yeong Joo Hock (Non-Independent Non-Executive Director)

Company Secretary

1. Mr Tan Tong Lang
2. Ms Tan Khay Loon

By Invitation

1. Ms Tham Choi Kuen (Group Financial Manager)
2. Atiqah Izni (Representative of Boardroom.com Sdn Bhd)
3. Ms Audrey Huong (Representative of Messrs UHY Malaysia PLT)

Shareholders/ Proxies

As per the Attendance List

1.0 CONVENING OF MEETING

- 1.1 Dato’ Goh Soo Wee (“Dato’ Goh” or “the Chairman”) chaired the meeting and welcomed the shareholders and proxies (“Members”) to the 30th AGM of the Company.
- 1.2 There being a quorum present at the 30th AGM, the Chairman declared the meeting duly convened at 10.00 a.m.
- 1.3 The Chairman introduced the Directors and Company Secretary present, and explain how a resolution is determined including manner of asking questions, and poll voting, which would be conducted during the deliberations of all agenda items for the six (6) resolutions in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”). The Members were informed that Messrs Aldpro Corporate Services Sdn Bhd was appointed as the Poll Administrator to conduct the polling process, whilst Messrs CSC Securities Services Sdn. Bhd. was appointed as the Independent Scrutineers to verify the poll results.
- 1.4 With the consent of the Members, the notice convening the AGM was taken as read. The Chairman then proceeded to the official business of the AGM.

2.0 AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND OF THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS

2.1 The Chairman informed that the audited financial statements of the Company and of the Group for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon (“Audited Financial Statements”) was meant for discussion only, and therefore, it would not be put forward for voting, in accordance with Section 340(1)(a) of the Companies Act, 2016.

2.2 The Chairman informed that the Board of Directors would be pleased to deal with any questions from Members on the Audited Financial Statements. As there was no any question raised from the Members, the Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon, be properly laid and received. The Chairman proceeded with the next agenda of the meeting.

**3.0 ORDINARY RESOLUTION 1
TO RE-ELECT DATO’ SRI YEONG JOO HOCK AS DIRECTOR WHO RETIRES IN ACCORDANCE WITH CLAUSE 120 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

3.1 The Chairman informed that the next agenda of the AGM was to approve the re-election of Dato’ Sri Yeong Joo Hock as Director who retires in accordance with clause 120 of the Company’s Constitution and being eligible, has offered himself for re-election.

3.2 The Chairman then welcome questions from the Members. As there was no question raised from the Members, the Chairman then proceeded to the next agenda.

**4.0 ORDINARY RESOLUTION 2
TO RE-ELECT SONG PENG WEI AS DIRECTOR WHO RETIRES IN ACCORDANCE WITH CLAUSE 120 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

4.1 The Chairman informed that the next agenda of the AGM was to approve the re-election of Song Peng Wei as Director who retires in accordance with clause 120 of the Company’s Constitution and being eligible, has offered himself for re-election.

4.2 The Chairman then welcome questions from the Members. As there was no question raised from the Members, the Chairman then proceeded to the next agenda.

**5.0 ORDINARY RESOLUTION 3
TO APPROVE THE PAYMENT OF DIRECTORS’ FEES AND OTHER BENEFITS PAYABLE OF UP TO RM300,000 FOR THE PERIOD COMMENCING FROM 14 JUNE 2025 UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY IN THE YEAR 2026**

5.1 The Chairman informed that the next agenda of the AGM was to approve the Directors’ fees and other benefit payable of up to RM300,000.00 for the period commencing from 14 June 2025 until the conclusion of the next AGM of the Company in year 2026.

5.2 The Chairman then welcome questions from the Members. As there was no question raised from the Members, the Chairman then proceeded to the next agenda.

**6.0 ORDINARY RESOLUTION 4
TO RE-APPOINT MESSRS. UHY MALAYSIA PLT AS AUDITORS OF THE COMPANY UNTIL THE
CONCLUSION OF THE NEXT AGM AND TO AUTHORISE THE DIRECTORS TO FIX THEIR
REMUNERATION**

6.1 The Chairman informed that the next agenda of the AGM was to re-appoint Messrs UHY Malaysia PLT as Auditors of the Company until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. Messrs UHY Malaysia PLT had expressed their willingness to accept the re-appointment as the Company's auditors for the ensuing year.

6.2 The Chairman then welcome questions from the Members. As there was no question raised by the Members, the Chairman then proceeded to the next agenda.

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

7.1 The Chairman informed that the next agenda of the AGM under special business was to seek shareholders' approval to authorise Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 ("Proposed General Mandate").

7.2 The Chairman explained that upon passing this resolution, the Directors would be provided with the flexibility to allot and issue shares from time to time for such purposes as the Directors in their absolute discretion consider to be in the best interest of the Company, without having to convene separate general meetings, subject to the limitation that the shares to be allotted and issued does not exceed 10% of the issued number of shares of the Company for the time being or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being. This authority, unless revoked or varied by the Company in the general meeting, shall be in force until the conclusion of the next AGM of the Company.

7.3 The Chairman also explained that pursuant to Section 85 of the Companies Act 2016 read together with Clause 16 of the Constitution of the Company, the shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities. The proposed Ordinary Resolution 5, if passed, would allow the Directors to issue new shares to any person under the Proposed General Mandate and waive the statutory pre-emptive rights of the shareholders of the Company.

7.4 The Chairman then welcome questions from the Members in relation to this Agenda. As there was no question raised from the Members, the Chairman then proceeded to the next agenda.

8.0 ORDINARY RESOLUTION 6

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

- 8.1 The Chairman informed that the next agenda of the AGM under special business was to seek shareholders' approval for the proposed renewal of authority for the Company to purchase its own shares of up to ten percent (10%) of the total number of issued shares of the Company ("proposed share buy-back authority").
- 8.2 The Chairman informed that the detailed information of the Proposed share buy-back authority was stated in the Circular to Shareholders dated 30 April 2025, which had already been uploaded to Bursa Malaysia Securities Berhad's website.
- 8.3 The Chairman then welcome questions from the Members in relation to this Agenda, Mr. Lim Jit Thin post questions and the responses from the Chairman as follow:-

Question 1

What is the Company's plan for the shares previously purchased? Does the Company intend to buy back shares, considering that the share price has dropped and the recent report indicates it's not generating much profit?

The Chairman responded that the Company had proposed a share buy-back at the annual general meeting. However, to date, no share buy-back has been taken place. He added that there is a possibility the Company may proceed with a share buy-back in the future but no detailed plan has been established at this time.

Question 2

What are the Company's future plans to revive the business, given the losses incurred over the past few years? According to the report, the Company recorded a loss of RM7 million last year. Additionally, what are the business activities are currently generating income for the Company?

The Chairman responded that the RM7 million loss recorded in the previous year was primarily due to written down of obsolete inventories and plant and machinery, but for the current year, the Company will continue with its development projects, which are showing improved performance. The Company is also focusing substantially on fleet management and financing services.

Question 3

Are the other business segments not generating income?

The Chairman responded that currently the Group are focusing on property construction and development, fleet management and financing services. These are the key segments contributing to the Group's income at this time.

The Chairman thanked Mr. Lim for the questions and proceeded to the next agenda of the meeting.

9.0 ANY OTHER BUSINESS

- 9.1 After verification and confirmation with the Company Secretary, the Chairman informed there was no notice to transact any other business received by the Company and the meeting proceeded with the proceeding of the polling process.

9.2 The Chairman then adjourned the meeting at 10:15 a.m. for the polling process, counting and verification of the poll results to ensure full compliance of the voting procedures.

10.0 DECLARATION OF RESULTS

10.1 Upon completion of the polling process at 10:25 a.m., the Chairman announced the results of the poll voting and declared that all the following resolutions set out in the Notice of AGM dated 30 April 2025 were carried:-

	Vote in favour		Vote against		Results
	No. of shares	%	No. of shares	%	
Ordinary Resolution 1	38,394,300	100.0000	0	0	Carried
Ordinary Resolution 2	38,394,300	100.0000	0	0	Carried
Ordinary Resolution 3	38,196,300	100.0000	0	0	Carried
Ordinary Resolution 4	38,394,300	100.0000	0	0	Carried
Ordinary Resolution 5	38,394,300	100.0000	0	0	Carried
Ordinary Resolution 6	38,394,300	100.0000	0	0	Carried

“Ordinary Resolution 1

THAT Dato’ Sri Yeong Joo Hock, the Director who retires in accordance with Clause 120 of the Company’s Constitution, be hereby re-elected as Director of the Company.

Ordinary Resolution 2

THAT Mr Song Peng Wei, the Director who retires in accordance with Clause 120 of the Company’s Constitution, be hereby re-elected as Director of the Company.

Ordinary Resolution 3

THAT the payment of Directors’ fees and other benefits payable of up to RM300,000 for the period commencing from 14 June 2025 until the conclusion of the next AGM of the Company in the year 2026 be hereby approved.

Ordinary Resolution 4

THAT the re-appointment of Messrs UHY Malaysia PLT as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration be hereby approved.

Ordinary Resolution 5

THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 (“the Act”) read together with Clause 16 of the Company’s Constitution.

THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad (“Bursa Securities”) allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued.

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 Annual General Meeting of the Company, or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

Ordinary Resolution 6

THAT, subject to Section 127 of the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to allocate an amount not exceeding the total available retained profits of the Company for the purpose of and to purchase such amount of ordinary shares in the Company ("Proposed Purchase") as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;

AND THAT the Directors be and are hereby empowered to carry out the above immediately upon the passing of this resolution and from the date of the passing of this resolution until:

(i) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

(ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or

(iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first,

but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

AND THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:-

(i) cancel all the ordinary shares so purchased; and/or

(ii) retain the ordinary shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities;

(iii) retain part thereof as treasury shares and cancel the remainder; and/or

(iv) distribute all or part of the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them.

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Share Buy Back Authority.

MPIRE GLOBAL BERHAD

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Minutes of 30th Annual General Meeting held on 13 June 2025

11.0 CLOSURE

11.1 There being no other business, the AGM was closed at 10:32 a.m. with a vote of thanks to the Chairman.

**Confirmed as a correct record of
the proceedings held thereat**

-signed-

DATO' GOH SOO WEE
Chairman