CRITICAL HOLDINGS BERHAD
[Registration No. 202201031781 (1477478-K)]
(Incorporated in Malaysia)

Minutes of the Third Annual General Meeting ("3rd AGM") of the Company held at Iconic Marjorie Hotel, No. 239A, Jalan Sultan Azlan Shah, 11900 Bayan Lepas, Pulau Pinang on Wednesday, 26 November 2025 at 10.30 a.m..

Present	:	Shareholders. As per Attendance List Directors En. Mohamad Hashim Bin Abdul Ghani (Independent Non-Executive Chairman) Ir. Tan Si Lim (Executive Director/ Chief Executive Officer) Ir. Chow Chin Seang (Executive Director/ Chief Operating Officer) Mr. Teh Wei Keong (Independent Non-Executive Director) Ms. Saw Soo Fang (Independent Non-Executive Director) Ms. Kung Shin Tyan (Independent Non-Executive Director)
In Attendance	:	Ms. Angelina Cheah Gaik Suan (Company Secretary) Ms. Jesline Ong Wei Zhee (Representative from TMF Administrative Services Malaysia Sdn. Bhd.)

The Meeting commenced at 10.30 a.m. with the requisite quorum being present.

NOTICE

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

The Members could download the Annual Report 2025 together with the Corporate Governance Report from the Company's website or Bursa's website. The Annual Report 2025, Corporate Governance Report and the Notice were announced to Bursa Malaysia Securities Berhad ("Bursa Securities") and advertised in the News Straits Times within the prescribed period.

CHAIRMAN'S ADDRESS

Upon the Secretary's confirmation of a quorum being present, the Chairman, En. Mohamad Hashim Bin Abdul Ghani welcomed and thanked the shareholders for attending the Company's Third Annual General Meeting ("3rd AGM"). He then introduced the members of the Board and the Secretary and informed that the Company had received proxies from shareholders totaling 269,515,600 ordinary shares, representing 72.50% of the total issued ordinary shares of the Company.

The Chairman also informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, it is mandatory for all resolutions set out in the Notice of General Meeting to be voted by poll. For this purpose, the Share Registrar, Boardroom Share Registrars Sdn. Bhd. was appointed as the Poll Administrator and Value Creator Consultancy was appointed as the Independent Scrutineer to scrutinise the e-polling procedures and to verify the votes cast at the Meeting.

The Chairman stated that each proposed resolution would need a proposer and seconder, and the proposed resolutions would be opened for discussion, shareholders and/or proxies present at the meeting have the rights to pose their questions.

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1. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025 ("AFS 2025") TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The AFS 2025 together with the Reports of the Directors and Auditors thereon, having been circulated to all shareholders of the Company within the statutory period, were tabled to the Meeting for discussion.

The Meeting noted that this agenda item was meant for discussion only, as the provisions of Sections 248 and 340(1) of the Companies Act 2016 did not require formal approval of the shareholders for the AFS 2025. Hence, this Agenda item was not put forward for voting.

The Chairman declared that the AFS 2025 together with the Reports of the Directors and the Auditors thereon be received.

2. ORDINARY RESOLUTION 1
TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF UP TO RM252,000.00 FOR THE PERIOD FROM 1 DECEMBER 2025 UNTIL THE NEXT AGM OF THE COMPANY

The Chairman informed that the Proposed Ordinary Resolution 1 was to approve the payment of Directors' Fees of up to RM252,000.00 for the period from 1 December 2025 until the next AGM of the Company.

On the proposal of Mr. Lai Wei Keat and seconded by Mr. Tan Cheow Han, the motion on the payment of Directors' fees of up to RM252,000.00 for the period from 1 December 2025 until the next AGM of the Company was put to the shareholders for voting by poll.

3. ORDINARY RESOLUTION 2
TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS OF UP TO RM15,000.00 FOR THE PERIOD FROM 1 DECEMBER 2025 UNTIL THE NEXT AGM OF THE COMPANY

The Chairman informed that the Proposed Ordinary Resolution 2 was to approve the payment of Directors' Benefits of up to RM15,000.00 for the period from 1 December 2025 until the next AGM of the Company.

On the proposal of Mr. Lai Wei Keat and seconded by Ms. Lim Yong Chiat, the motion on the payment of Directors' benefits of up to RM15,000.00 for the period from 1 December 2025 until the next AGM of the Company was put to the shareholders to be voted on by poll.

Minutes of the Third Annual General Meeting ("3rd AGM") of the Company held at Iconic Marjorie Hotel, No. 239A, Jalan Sultan Azlan Shah, 11900 Bayan Lepas, Pulau Pinang on Wednesday, 26 November 2025 at 10.30 a.m.. (Continued…)

4. ORDINARY RESOLUTIONS 3 & 4
TO RE-ELECT THE DIRECTORS RETIRING UNDER THE PROVISION OF CLAUSE 76(3) OF THE CONSTITUTION OF THE COMPANY

The Chairman informed the Meeting that the Proposed Ordinary Resolutions 3 & 4 concerned the re-election of himself, Encik Mohamad Hashim Bin Abdul Ghani and Mr. Teh Wei Keong who were retiring in accordance with Clause 76(3) of the Constitution of the Company, and being eligible, had offered themselves for re-election. Their profiles were set out on pages 17 and 21 of the Annual Report 2025.

As the Ordinary Resolution 3 was related to his own re-election, the Chairman invited the Company Secretary, Ms. Cheah, to table the resolution. It was recorded that the re-election of each of the aforesaid Directors would be considered separately. Ms. Cheah then requested shareholders to propose and second the Ordinary Resolution 3.

On the proposal of Ms. Lim Shin Yie and seconded by Mr. Tan Cheow Han, the motion on the re-election of Encik Mohamad Hashim Bin Abdul Ghani, was put to the shareholders for voting by poll.

Thereafter, the Company Secretary, Ms. Cheah, handed the conduct of the Meeting back to the Chairman.

The Chairman resumed chairing the Meeting and requested shareholders to propose and second the Ordinary Resolution 4.

On the proposal of Mr. Tan Cheow Han and seconded by Mr. Lai Wei Keat, the motion on the re-election of Mr. Teh Wei Keong was put to the shareholders for voting by poll.

5. ORDINARY RESOLUTION 5
TO RE-APPOINT MESSRS. BDO PLT AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE BOARD OF DIRECTORS TO DETERMINE THEIR REMUNERATION

The Chairman informed the Shareholders that Messrs. BDO PLT's term of office expires at this Meeting, and it was noted that they have expressed their willingness to continue in office.

On the proposal of Ms. Lim Yong Chiat and seconded by Ms. Lim Shin Yie, the motion to consider the re-appointment of Messrs. BDO PLT as the Auditors of the Company for the ensuing year and mandate be given to the Board of Directors to fix their remuneration, was put to the shareholders to be voted on by poll.

**6. ORDINARY RESOLUTION 6 – SPECIAL BUSINESS
PROPOSED AUTHORITY TO ISSUE AND ALLOT SHARES AND WAIVER OF PRE-EMPTIVE RIGHTS**

The Chairman informed that the next item on the agenda was to consider the proposed Authority to Issue and Allot Shares and Waiver of Pre-Emptive Rights pursuant to Section 76 of the Companies Act 2016.

The full text of the proposed resolution was set out in the Notice of Meeting.

On the proposal of Mr. Lai Wei Keat and seconded by Mr. Tan Cheow Han, the proposed Ordinary Resolution on the Authority to Issue and Allot Shares and Waiver of Pre-Emptive Rights pursuant to Section 76 of the Companies Act 2016 was put to the shareholders to be voted on by poll.

7. ANY OTHER BUSINESS

The Chairman informed that the Company has not received any notice of motion from the shareholders of the Company since the dispatch of the Notice of the Third AGM and proceeded with the Questions & Answers session.

The Chief Executive Officer cum Executive Director of the Company, Ir. Tan Si Lim ("Ir Tan") was called upon to address the following question received from the Shareholder: -

Mr. Koay Chong Beng enquired about the total outstanding value of the Company's orderbook as at todate. Ir. Tan responded that, as at 30 September 2025, the Company's orderbook was approximately RM150 million.

<u>POLL VOTING AND ANNOUNCEMENT OF POLL RESULTS</u>

There being no further questions, the Chairman thanked everyone for the interaction and closed the Questions and Answers session.

The Chairman called upon the Poll Administrator to provide their briefing on the polling procedures. Upon briefing by the Poll Administrator, the Chairman announced the commencement of the poll-voting at 10.50 a.m..

The poll-voting session closed at 10.55 a.m.. The Chairman adjourned the Meeting for 15 minutes and invited the shareholders/ proxies for refreshments while waiting for the Poll Administrator and Scrutineer to compute and verify the poll results.

The Chairman called the Meeting to order at 11.10 a.m. and declared that based on the poll results verified by the Scrutineer and presented at the 3rd AGM, all the proposed resolutions tabled at the Meeting and voted upon by poll were duly passed by the Shareholders of the Company as detailed in the Appendix attached.

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CONCLUSION

There being no further matters to discuss, on the proposal of Mr. Lai Wei Keat and seconded by Ms. Lim Shin Yie, it was resolved that the Meeting be concluded at 11.15 a.m. with a vote of thanks to the Chair.

Confirmed as a correct record

- signed -

MOHAMAD HASHIM
BIN ABDUL GHANI
Chairman

Polling Results

CRITICAL HOLDINGS BERHAD
3rd Annual General Meeting
Date/Time: 26/11/2025 10:30:00 AM
Iconic Marjorie Hotel, No. 239A, Jalan Sultan Azlan Shah, 11900 Bayan Lepas, Pulau Pinang

	FOR			AGAINST			TOTAL		
		NO. OF			NO. OF			NO. OF	
Ordinary Resolution	REC	SHARES	%	REC	SHARES	%	REC	SHARES	%
Resolution 1: To approve the payment of Directors' Fees up to an amount of RM252,000.00 for the period from 1 December 2025 until the next AGM of the Company.	53	273,186,500	100.0000	0	0	0.0000	53	273,186,500	100.0000
Resolution 2: To approve the payment of Directors' Benefits up to an amount of RM15,000.00 for the period from 1 December 2025 until the next AGM of the Company.	53	273,186,500	100.0000	0	0	0.0000	53	273,186,500	100.0000
Resolution 3: To re-elect the following Directors who shall retire in accordance with Clause 76(3) of the Company's Constitution, and being eligible, offers themselves for re-election: - En. Mohamad Hashim bin Abdul Ghani	56	273,598,700	100.0000	0	0	0.0000	56	273,598,700	100.0000
Resolution 4: To re-elect the following Directors who shall retire in accordance with Clause 76(3) of the Company's Constitution, and being eligible, offers themselves for re-election: - Mr. Teh Wei Keong.	56	273,720,500	100.0000	0	0	0.0000	56	273,720,500	100.0000
Resolution 5: To re-appoint Messrs. BDO PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to determine their remuneration.	57	273,776,700	100.0000	0	0	0.0000	57	273,776,700	100.0000
Resolution 6: Authority to Issue and Allot Shares and Waiver of Pre-Emptive Rights.	56	273,775,700	99.9996	1	1,000	0.0004	57	273,776,700	100.0000

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