

ECOMATE HOLDINGS BERHAD
REGISTRATION NO.: 202001036445 (1392766-X)
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting (“Meeting”) of the Company held at BEI BOUTIQUE HOTEL, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor on Monday, 25 August 2025 at 12:00 noon.

Present : The attendance below was as per Attendance List of Directors and Company Secretaries in Annexure 1.

Board of Directors

1. Tan Sri Datuk Hussin Bin Haji Ismail (Independent Non-Executive Chairman)
2. Mr Jason Koh Jian Hui (Managing Director)
3. Mr Koh Cheng Huat (Executive Director)
4. Ms Lim Yik Hui (Independent Non-Executive Director)
5. Datuk Lee Ching Yong (Independent Non-Executive Director)
6. Ms Goh Siow Cheng (Independent Non-Executive Director)

In Attendance : 1. Ms Ng Mei Wan (Company Secretary)
2. Ms Tan Hui Khim (Company Secretary)

: The attendance of shareholders/proxies and others was as per summary of Attendance List in Annexure 2.

1. **CHAIRMAN OF THE MEETING**

Tan Sri Datuk Hussin Bin Haji Ismail (“Chairman”) was elected as Chairman of the Meeting.

2. **QUORUM**

The quorum for the Meeting was confirmed as present.

3. **NOTICE OF THE MEETING**

The Notice convening this Meeting had been sent to all shareholders within the prescribed time.

4. **PRELIMINARY OF THE MEETING**

4.1 The Chairman introduced each and every member of the Board of Directors (or “Board”) who were present at the Meeting.

4.2 Before the Meeting dealt with the businesses on hand, the Chairman briefed the shareholders and proxies that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a listed corporation must among others, ensure that any resolution set out in the notice of any general meeting is voted by poll. For this purpose, the Company had engaged Aldpro Corporate Services Sdn. Bhd. as the Poll Administrator and CSC Securities Services Sdn. Bhd. as the Independent Scrutineer.

4.3 There were 32 shareholders holding a total of 173,423,575 shares or equivalent to 48.44% of the total issued share capital of the Company who appointed the Chairman as their proxy.

5. **AGENDA 1 (ORDINARY RESOLUTION 1)
PROPOSED ACQUISITION BY ECOMATE HOLDINGS BERHAD OF 600,000 ORDINARY SHARES IN PROGRESSIVE COMPUTER SYSTEMS SDN BHD, REPRESENTING 60.0% EQUITY INTEREST IN PCS FROM LAW SENG PENG FOR A TOTAL CASH CONSIDERATION OF RM8.4 MILLION (“PROPOSED ACQUISITION”)**

The Ordinary Resolution 1 was tabled to the Shareholders.

The motion was proposed by Mr Ong Tian Soon, a shareholder and seconded by Mr Kelvin Koh Jun Xiong, a shareholder.

6. **AGENDA 2 (ORDINARY RESOLUTION 2)
PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OPERATIONS OF ECOMATE HOLDINGS BERHAD AND ITS SUBSIDIARY TO INCLUDE INFORMATION AND COMMUNICATION TECHNOLOGY SOLUTIONS (“PROPOSED DIVERSIFICATION”)**

The Ordinary Resolution 2 was tabled to the Shareholders.

The motion was proposed by Ms Tey Lan Nee, a shareholder and seconded by Mr Ong Tian Soon, a shareholder.

7. **AGENDA 3 (ORDINARY RESOLUTION 3)
PROPOSED BONUS ISSUE OF 358,025,834 NEW ORDINARY SHARES IN ECOMATE HOLDINGS BERHAD (“ECOMATE HOLDINGS SHARE(S)” OR “SHARE(S)”) (“BONUS SHARE(S)”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING ECOMATE HOLDINGS SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED BY THE BOARD AT A LATER DATE (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF SHARES”)**

The Ordinary Resolution 3 was tabled to the Shareholders.

The motion was proposed by Ms Tey Lan Nee, a shareholder and seconded by Mr Ong Tian Soon, a shareholder.

8. **AGENDA 4 (ORDINARY RESOLUTION 4)
PROPOSED ISSUANCE OF 358,025,834 WARRANTS (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 1 EXISTING ECOMATE HOLDINGS BERHAD SHARE HELD ON THE SAME ENTITLEMENT DATE AS THE PROPOSED BONUS ISSUE OF SHARES (“PROPOSED BONUS ISSUE OF WARRANTS”)**

The Ordinary Resolution 4 was tabled to the Shareholders.

The motion was proposed by Mr Vincent Koh Kai Xiang, a shareholder and seconded by Mr Low Wei Chen, a shareholder.

9. The Chairman informed that the poll voting would commence soon and brief the Meeting on the procedures for the conduct of poll and time required for counting and validation of votes cast.

10.0 **ANNOUNCEMENT OF POLL RESULTS**

After the votes have been counted and verified by the Independent Scrutineer, the Chairman called the Meeting to order and announced the poll results as follow:

10.1 **Ordinary resolution 1**

	No. and Percentage of Shares
For	303,234,800 (100.0000%)
Against	0 (0.0000%)
Total	303,234,800 (100.0000%)
	No. of Shares
Abstained	0
Spoilt	0

In view thereof, the Chairman declared that Ordinary Resolution 1 was carried as follows:

“RESOLVED THAT subject to the approvals of all relevant authorities and/or parties being obtained in respect of the Proposed Acquisition, and the conditions precedent stipulated in the conditional sale and purchase agreement dated 6 June 2025 (“SPA”) entered into between the Ecomate Holdings Berhad and the Vendor in respect of the Proposed Acquisition being fulfilled or waived, approval be hereby given to the Company, to acquire 60.0% equity interest in PCS for a total cash consideration of RM8.4 million, subject to the terms and conditions as stipulated in the SPA.

AND RESOLVED THAT the Board of Directors of the Company (“Board”) be hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to the Proposed Acquisition with full power to assent to any terms, modifications, variations, arrangements, condition and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as it may deem fit or necessary or expedient in the best interest of the Company to implement, finalise, complete and give full effect to the Proposed Acquisition.”

10.2 **Ordinary resolution 2**

	No. and Percentage of Shares
For	303,234,800 (100.0000%)
Against	0 (0.0000%)
Total	303,234,800 (100.0000%)
	No. of Shares
Abstained	0
Spoilt	0

In view thereof, the Chairman declared that Ordinary Resolution 2 was carried as follows:

“RESOLVED THAT subject to the approvals of the relevant authorities and/or parties (if required) being obtained, approval be hereby given to the Board to diversify the existing business of the Company and its subsidiary to include the business of information and communication technology solutions;

AND RESOLVED THAT the Board be hereby authorised and empowered to take all such steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as it deems fit, necessary, expedient and/or appropriate and in the best interest of the Company in order to implement, finalise, complete and give full effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities as the Board deems fit, appropriate and in the best interest of the Company.”

10.3 Ordinary resolution 3

	No. and Percentage of Shares
For	303,234,800 (100.0000%)
Against	0 (0.0000%)
Total	303,234,800 (100.0000%)
	No. of Shares
Abstained	0
Spoilt	0

In view thereof, the Chairman declared that Ordinary Resolution 3 was carried as follows:

“RESOLVED THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be hereby given to the Board to issue and allot 358,025,834 Bonus Shares on the basis of 1 Bonus Share for every 1 existing Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on the Entitlement Date;

RESOLVED THAT the Board be hereby authorised to allot and issue the Bonus Shares as fully paid shares, at no consideration and without capitalisation of the Company’s reserves;

RESOLVED THAT the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the Bonus Shares will not be entitled to any dividend, rights, allotment and/or any other distribution that may be declared, made or paid prior to the date of allotment and issuance of the Bonus Shares;

RESOLVED THAT any fractional entitlements arising from the Proposed Bonus Issue of Shares shall be disregarded and/or dealt with in such a manner as the Board in its absolute discretion deems fit, expedient and in the best interest of the Company;

AND RESOLVED THAT the Board be hereby authorised to take all such steps and to execute all necessary documents as the Board may deem fit to give effect to the Proposed Bonus Issue of Shares with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may consider necessary and/or expedient in the best interest of the Company in order to implement, finalise, complete and to give full effect to the Proposed Bonus Issue of Shares.”

10.4 Ordinary resolution 4

	No. and Percentage of Shares
For	303,234,800 (100.0000%)
Against	0 (0.0000%)
Total	303,234,800 (100.0000%)
	No. of Shares
Abstained	0
Spoilt	0

In view thereof, the Chairman declared that Ordinary Resolution 4 was carried as follows:

“RESOLVED THAT subject to the approvals of all relevant authorities and/or parties (where applicable), authority be hereby given to the Board to allot and issue 358,025,834 Warrants on the basis of 1 Warrant for every 1 existing Ecomate Holdings Share held by the Entitled Shareholders on the same Entitlement Date as the Proposed Bonus Issue of Shares;

RESOLVED THAT the Board be hereby authorised to enter into and execute the deed poll constituting the Warrants ("Deed Poll") with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company, and with full powers for the Board to implement, finalise and give full effect to the Deed Poll;

RESOLVED THAT the Board be hereby authorised to allot and issue such appropriate number of Warrants in accordance with the provisions of the Deed Poll and where required, to adjust the exercise price and/or the number of Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll;

RESOLVED THAT the Board be hereby authorised to allot and issue such appropriate number of new Shares pursuant to the exercise of the Warrants or additional Warrants issued pursuant to adjustments as provided for under the Deed Poll by the holders of the Warrants in accordance with the provisions of the Deed Poll;

RESOLVED THAT in determining the entitlements under the Proposed Bonus Issue of Warrants, fractional entitlements, if any, shall be disregarded and dealt with in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the Company;

RESOLVED THAT the new Ecomate Holdings Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment, issuance and full payment of the exercise price, rank equally in all respects with the existing Ecomate Holdings Shares, save and except that the new Ecomate Holdings Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the new Ecomate Holdings Shares;

RESOLVED THAT the Board be hereby authorised to use the proceeds to be raised from the exercise of the Warrants for such purposes and in such manner as set out in Section 2.4.7 of the circular to shareholders of the Company dated 7 August 2025 ("Circular"), and the Board be authorised with full powers to vary the manner and/or purpose of the use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interest of the Company, subject to the approval of the relevant authorities (where required);

AND RESOLVED THAT the Board be hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

11. **CONCLUSION OF MEETING**

There being no further business, the Meeting was ended at 12:20 p. m. with a vote of thanks to the Chairman.

Confirmed as correct records:

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Tan Sri Datuk Hussin Bin Haji Ismail
Chairman

Dated this 25 August 2025