

CYL CORPORATION BERHAD
Registration No. 200001013537 (516143-V)
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING ("25TH AGM") OF THE COMPANY HELD AT BALLROOM 2, LG LEVEL, EASTIN HOTEL, 13, JALAN 16/11, PUSAT DAGANG SEKSYEN 16, 46350 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA ON TUESDAY, 29 JULY 2025, 10.00 A.M.

- Present : Tan Sri Abu Talib bin Othman – *Non-Independent Non-Executive Chairman*
Mr. Chen Yat Lee – *Managing Director*
Mr. Chen Teck Shin – *Executive Director*
Ms. Chen Wai Ling – *Executive Director*
Mr. Chen Teck Sun – *Executive Director, and also Alternate Director to Mr. Chen Yat Lee*
Ms. Gan Kok Ling - *Independent Non-Executive Director*
Encik Abd Malik bin A Rahman - *Independent Non-Executive Director*
Mr. Wan Kai Chee - *Independent Non-Executive Director*
Dato' Zakaria bin Arshad - *Independent Non-Executive Director*
- In attendance : Ms Tai Yuen Ling – *Company Secretary*
- By Invitation : The list of shareholders and proxies who attended the
(As Per Attendance Meeting was set out in the Attendance Lists attached and
List) shall form an integral part of this Minutes.

1. OPENING SPEECH

Tan Sri Abu Talib bin Othman ("the Chairman"), the Non-Independent Non-Executive Chairman of the Company welcomed the members and attendees, who participated in the Company's Twenty-Fifth Annual General Meeting ("25th AGM" or "the Meeting").

With the consent of the members present, the Notice convening the Meeting having been circulated for the prescribed period was taken as read.

The Chairman introduced the Board of Directors, Management Team, Company Secretary, and External Auditors, Forvis Mazars PLT (formerly known as Mazars PLT), to the Meeting.

2. QUORUM AND ADMINISTRATIVE ANNOUNCEMENTS

The Company Secretary confirmed that a quorum was present for the meeting. The Chairman called the meeting to order.

The Chairman informed that the Company had received in total Thirty One (31) proxy forms from the shareholders for a total of Five Million Eight Hundred Sixty-Seven Thousand Seven Hundred and Four (5,867,704) shares representing 5.90% of the issued shares capital of the Company.

3. VOTING PROCEDURES

The Meeting noted that all resolutions set out in the Notice of the 25th AGM must be voted by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). The Chairman then demands that a poll be taken on all the resolutions set out in the Notice of the 25th AGM pursuant to the Company's Constitution.

The Chairman further informed that the Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. to conduct the poll voting electronically and In.Corp Global (M) Sdn. Bhd. as the independent scrutineer to verify the poll results.

The Chairman further informed that the e-polling process will be conducted upon the conclusion of the deliberations of all items on the Agenda.

The Chairman encouraged the shareholders and/or proxies to participate, speak and vote at the AGM.

4. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025 ("AFS 2025")

The Chairman informed that the first item on the Agenda was to receive the AFS 2025 together with the Reports of the Directors' and Auditors' thereon.

The AFS 2025 together with the Reports of the Directors' and Auditors' having been circulated within the prescribed period was with the permission of the Meeting taken as read.

The Chairman informed that the AFS 2025 tabled were meant for discussion only as provision under Section 340 of the Companies Act 2016 does not require approval of shareholders. Hence, this Agenda item was not put forward for voting.

Thereafter, the Chairman went through each of the motion set out in the Notice of the 25th AGM.

5. RE-ELECTION OF DIRECTOR - TAN SRI ABU TALIB BIN OTHMAN (Ordinary Resolution 1)

Mr. Chen Yat Lee ("Mr. Chen") was invited to take over the Chair in view that Chairman is an interested party to Ordinary Resolution 1.

Mr. Chen informed that Ordinary Resolution 1 was the re-election of Tan Sri Abu Talib bin Othman as Director of the Company pursuant to Clause 76(3)

of the Company's Constitution and the Director being eligible, has offered himself for re-election.

**6. RE-ELECTION OF DIRECTORS – MR. CHEN TECK SHIN AND MS. CHEN WAI LING
(Ordinary Resolutions 2 & 3)**

The Chairman informed that Ordinary Resolutions 2 and 3 were the re-election of Mr. Chen Teck Shin and Ms. Chen Wai Ling as Directors of the Company pursuant to Clause 76(3) of the Constitution of the Company and the Directors being eligible, have offered themselves for re-election.

**7. RE-ELECTION OF DIRECTOR - DATO' ZAKARIA BIN ARSHAD
(Ordinary Resolution 4)**

The Chairman informed that Ordinary Resolution 4 was the re-election of Dato' Zakaria bin Arshad as Director of the Company pursuant to Clause 78 of the Company's Constitution and the Director being eligible, has offered himself for re-election.

**8. DIRECTORS' FEE TO THE NON-EXECUTIVE DIRECTORS
(Ordinary Resolution 5)**

The Chairman informed that Ordinary Resolution 5 was to approve the payment of Directors' Fees to the Non-Executive Directors of RM400,000.00 for the period commencing on the date immediately after the 25th AGM up to the date of the next AGM of the Company to be held in 2026.

**9. DIRECTORS' BENEFITS TO THE NON-EXECUTIVE DIRECTORS
(Ordinary Resolution 6)**

The Chairman informed that Ordinary Resolution 6 was to approve the payment of Directors' Benefits to the Non-Executive Directors of RM20,000.00 for the period commencing on the date immediately after the 25th AGM up to the date of the next AGM of the Company to be held in 2026.

**10. RE-APPOINTMENT OF AUDITORS - FORVIS MAZARS PLT (formerly known as MAZARS PLT)
(Ordinary Resolution 7)**

The Chairman informed that Ordinary Resolution 7 was to re-appoint Messrs. Forvis Mazars PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. The retiring Auditors, Messrs. Forvis Mazars PLT had signified their consent to continue to act as Auditors of the Company.

11. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT 2016 (Ordinary Resolution 8)

The Chairman informed that the next Special Business of the Agenda, Ordinary Resolution 8 was to obtain shareholders' approval for the Directors to issue and allot new shares when the need arises up to a maximum amount of 10% of the total number of issued shares of the Company.

The Chairman informed that pursuant to Section 85 of the Companies Act 2016, read together with Clause 12(3) of the Constitution of the Company, the Company also seek shareholders' approval to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Section 76 of the Companies Act 2016.

This will eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares.

12. Q&A SESSION

In summary, the following were queries raised by the members/proxies and responses from the Management:-

- Why the Company's revenue remained relatively flat around RM 40–50 million over the past five years despite growth in net assets?

CYL's response:

The attributed improvement in net asset value was primarily due to the revaluation of landed assets. The Group was actively exploring new areas of growth, with diversification into property development being one such initiative to generate a new income stream and reduce dependency on the manufacturing segment.

- What progress has been made on the new property development project?

CYL's response:

Subdivision of land approval by the Land Office is in its final stage. The next steps are the application for Development Order and submission of building plans for approval by the local council. The Group anticipate breaking ground soon, with revenue contribution expected for calendar 2026 (FY 2027).

- What is the RM4.5 million recorded as "short-term investments" while there's no borrowings stated in the report?

CYL's response:

Mr. Chen responded that the RM4.5 million was placed in money market instruments. While these instruments do not have a fixed net asset value

and are thus classified as short-term investments, they are highly liquid and low risk.

- Why does the company have so many directors and the necessity of having an alternate director on the Board?

CYL's responses:

The management explained that the composition of the board is in line with the Main Market Listing Requirements of Bursa Securities. At present, 44% of the Board comprises independent directors. However, this is still short of the 50% percentage recommended in the Malaysia Code of Corporate Governance and will strive to achieve this in the future. As for alternate directorships, the management acknowledged that the Board would review the current arrangement to ensure it remains relevant and aligned with best governance practices.

- Is the new industrial property being built for specific client deals or general sale?

CYL's response:

The factories are designed for hybrid usage, including warehousing and office space, with the Unique Selling Point being larger built-up sizes than what is currently available in the vicinity. It also features Green RE Certification, emphasising Green Building features such as environmental protection from sustainable construction, efficient electricity and water use, and indoor environment quality. Future projects will continue to prioritize development that focuses on environmental, social, and governance (ESG) principles.

- Have you considered privatizing the Company?

CYL's response:

The Management clarified that privatization is not being considered. Instead, the focus is on diversification through small-scale property development on existing land. A pilot project with four units of industrial semi D lots on 1.25 acres is underway, expected to generate revenue and profit in the next two to three years, in which the project timeline is within the expected milestone. The Company plans to continue to invest in future projects for continuity of the property development segment of business. While cautious, it views property development as a potential second core business alongside existing operations. The strategy aims at long term growth of the Company.

- What gross-profit margin is budgeted on the RM 38 million Gross Development Value ("GDV")?

CYL's response:

To ensure prudence, forecasted gross profit (GP) margin is conservatively estimated at 20% taking into account unknown risk factors that may hinder the projects progress.

- Which lot (on pages 90–91 of the Annual Report) is being developed?

CYL's response:

It's Lot No. 2, measuring 55,565 sq ft with a book value of RM3.9 million, as shown on page 91.

- How can a small 1.28-acre parcel yield an RM 38 million GDV?

CYL's response:

The land is uniquely positioned at the corner of two service roads fronting a major road, eliminating the need to build additional service access routes within the development. The plan is to build four industrial semi D units under the guidelines set by the Selangor government and MBSA. Given the larger lot size and the location in mature Shah Alam, where land is scarce, this project is expected to be attractive for the project that we are embarking on. Market research done supports a GDV of RM35 to RM38 million, based on property prices in the vicinity of RM800–1,000 per sq ft. The feasibility of the project has become increasingly viable in the post-COVID landscape, where even small parcels of land are being utilised for development. With effective cost control, the project is expected to contribute positively to the Company's financials beginning next calendar year.

- Are there any of the Company's seven properties rented out?

CYL's response:

The properties are for own use as the packaging manufacturing segment by nature requires extensive space for warehousing.

- Why did sales volume not grow even though plastic selling prices rose?

CYL's response:

While our current turnover is RM48 million, we previously achieved RM60 million before increased competition set in affecting the Company's market share. However, many competitors have since exited, and the Company remains resilient with a capacity capable of supporting future growth. As an Original Equipment Manufacturer ("OEM") supplier, the sales are dependent on client demand, which can fluctuate. This leads to variable monthly sales influenced by market conditions that are beyond the Company's control.

- Why did first-quarter revenue pick up, and can that level be maintained?

CYL's response:

As an OEM supplier, the revenue fluctuates based on customer orders, which vary quarter to quarter. Sales volumes are not directly controllable, as they depend on client demand. While fluctuations are common, the Company remains focused on identifying opportunities for improvement and growth.

- What does “Other staff benefits” cover?

CYL's response:

The classification is primarily intended for reporting purposes. A substantial portion of the RM 1.5 million comprised of overtime payments, especially for foreign general and production operators. Following recent changes in the Employment Act specifically, reduced working hours and an increase in the minimum wage, overtime costs have risen. The Company operates 24 hours a day in two shifts, which contributes to higher overtime expenses. The Auditor further explained that the RM 1.5 million includes various non-fixed employee-related costs, not limited to overtime. The classification distinguishes between fixed costs and non-fixed costs. A detailed breakdown of these costs was not divulged during the meeting.

- Where did the RM1.8 million director's allowance and bonus come from, and how much of that amount was allocated specifically to bonuses?

CYL's response:

The total amount allocated for director bonuses was approximately RM80,000. This figure is part of the overall RM1.8 million in director allowance and bonuses. The increase in total remuneration reflects the addition of new positions and responsibilities within CYL Land Sdn Bhd, which in turn drove the rise in remuneration levels.

- Does the board have property-development experience?

CYL's response:

While Mr. Chen Teck Shin is relatively new in this venture, the Company has formally engaged Mr. Eric Gan, a project advisor with over 40 years of experience in architectural design and large-scale development projects. Mr. Gan brings a wealth of industry knowledge and practical expertise, which will be instrumental in guiding the project's success.

- How much cash must be committed before the property project can be launched?

CYL's response:

Pre-construction costs, which include stamp duty, feasibility studies, and consultant fees, amount to approximately RM1 million. During the construction phase, we plan to finance with loan facility of RM5 million with the rest of the cash needed via internally generated funds.

- Do you plan to raise capital under Section 76 of the Companies Act? With the Net Tangible Assets at RM1.10 and the market price at 30 cents, any discounted issuance could dilute shareholder value. What benefit would this bring to shareholders?

CYL's response:

When the Company has projects or strategies in the pipeline, the Company aim to maximize capital resources. The Company can't rely solely on internal funding and may need to approach banks or capital markets. This resolution is to give Company the option to raise capital if needed and it's not a concrete plan at this stage.

- Are the Company's assets charged to the banks? If not, why not secure bank funding now while assets are available?

CYL's response:

The credit line of the Company is charged via Corporate Guarantee under the Holding Company, not under Perusahaan Jaya Plastik (M) Sdn Bhd or other subsidiaries, hence current assets are not charged. The NTA and valuation increased via revaluation exercise done in the current financial year. The Company is actively exploring strategic opportunities and will engage in discussions with banks and other potential sources of financing when considering any plans that require capital. Financing is not being pursued merely to accumulate cash reserves, particularly considering the current interest rate environment, which could lead to negative equity. For example, a borrowing rate of 6% compared to a 4% return on fixed deposits creates a financially imprudent situation.

After the Questions and Answers session, the Chairman informed that the AFS 2025 together with the Directors' and the Auditors' Reports thereon were deemed properly laid and duly received at the AGM.

13. VOTING

After having addressed the questions raised, The Chairman then proceeded to invite the shareholders and proxies to cast their votes at the e-voting kiosks located at the back of this meeting room.

The Chairman informed that the Meeting will be adjourned for 20 minutes to allow time for casting and counting of votes. The Meeting would resume upon the completion of the verification and validation for the declaration of the poll results.

14. POLL RESULTS

The Meeting resumed at 11.43 a.m. and called to order after the poll results were verified and validated by the scrutineer, which then proceeded to announce the said poll results as follows:-

RESOLUTION	VOTES FOR		VOTES AGAINST		RESULT
	No. of Share	%	No. of Share	%	
Ordinary Resolution 1 To re-elect Tan Sri Abu Talib bin Othman who is to retire pursuant to Clause 76(3) of the Company's Constitution and being eligible, has offered himself for re-election.	57,520,355	99.9626	21,500	0.0374	Carried
Ordinary Resolution 2 To re-elect Mr. Chen Teck Shin who is to retire pursuant to Clause 76(3) of the Company's Constitution and being eligible, has offered himself for re-election.	67,525,813	99.9658	23,100	0.0342	Carried
Ordinary Resolution 3 To re-elect Ms. Chen Wai Ling who is to retire pursuant to Clause 76(3) of the Company's Constitution and being eligible, has offered herself for re-election.	67,525,813	99.9658	23,100	0.0342	Carried

Ordinary Resolution 4 To re-elect Dato' Zakaria bin Arshad who is to retire pursuant to Clause 78 of the Company's Constitution and being eligible, has offered himself for re-election.	67,525,813	99.9658	23,100	0.0342	Carried
Ordinary Resolution 5 To approve the payment of Directors' fees to the Non-Executive Directors of RM400,000.00 for the period commencing on the date immediately after the 25 th AGM up to the date of the next AGM to be held in 2026.	57,507,655	99.9406	34,200	0.0594	Carried
Ordinary Resolution 6 To approve the payment of Directors' benefits to the Non-Executive Directors of RM20,000.00 for the period commencing on the date immediately after the 25 th AGM up to the date of the next AGM to be held in 2026.	57,507,655	99.9406	34,200	0.0594	Carried

Ordinary Resolution 7 To re-appoint Forvis Mazars PLT (formerly known as Mazars PLT) as Auditors of the Company and to authorise the Directors to fix their remuneration.	67,525,813	99.9658	23,100	0.0342	Carried
Ordinary Resolution 8 Authority for Directors to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 and Waiver of Pre-emptive Rights under Section 85 of the Companies Act 2016.	67,522,913	99.9615	26,000	0.0385	Carried

Based on the results of the poll voting, the Chairman declared the following resolutions as **CARRIED AND RESOLVED:-**

RESOLUTION 1

"That the re-election of Tan Sri Abu Talib bin Othman who is retiring pursuant to Clause 76(3) of the Company's Constitution be and is hereby approved."

RESOLUTION 2

"That the re-election of Mr. Chen Teck Shin who is retiring pursuant to Clause 76(3) of the Company's Constitution be and is hereby approved."

RESOLUTION 3

"That the re-election of Ms. Chen Wai Ling who is retiring pursuant to Clause 76(3) of the Company's Constitution be and is hereby approved."

RESOLUTION 4

"That the re-election of Dato' Zakaria bin Arshad who is retiring pursuant to Clause 78 of the Company's Constitution be and is hereby approved."

RESOLUTION 5

"That the payment of Directors' fees to the Non-Executive Directors of RM400,000.00 for the period commencing on the date immediately after the 25th AGM up to the date of the next Annual General Meeting of the Company be and is hereby approved."

RESOLUTION 6

"That the payment of Directors' benefits to the Non-Executive Directors of RM20,000.00 for the period commencing on the date immediately after the 25th AGM up to the date of the next Annual General Meeting of the Company be and is hereby approved."

RESOLUTION 7

"That the retiring Auditors, Forvis Mazars PLT (formerly known as Mazars PLT) having signified their consent to act, be hereby re-appointed as Auditors at a fee to be fixed by the Directors."

RESOLUTION 8

"That pursuant to Section 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM of the Company 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at the time of issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue.

That pursuant to Section 85 of the Act, read together with Clause 12(3) of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issue shares arising from any issuance of new shares pursuant to Section 76 of the Companies Act 2016."

15. CONCLUSION

There being no other business to be transacted, the Meeting concluded at 11.50 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

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CHAIRMAN