

EUPE CORPORATION BERHAD
199601005416 (377762-V)
(Incorporated in Malaysia)

MINUTES OF THE 28TH ANNUAL GENERAL MEETING (“AGM”) OF EUPE CORPORATION BERHAD (“EUPE” OR “THE COMPANY”) HELD AT AMBER JUNIOR BALLROOM, AVANTÉ HOTEL, NO. 1, PERSIARAN BANDAR UTAMA, BANDAR UTAMA, 47800 PETALING JAYA, SELANGOR DARUL EHSAN ON THURSDAY, 22 AUGUST 2024 AT 11.00 A.M.

- Present : Directors
Encik Alfian Bin Tan Sri Mohamed Basir (Independent Non-Executive Chairman)
: Dato’ Beh Huck Lee (Group Managing Director) (“**Group MD**”) – also a shareholder
: Encik Muhamad Faisal Bin Tajudin (Executive Director)
: Mr Iskandar Abdullah @ Sim Kia Miang (Senior Independent Non-Executive Director)
: Ms Beh Yeow Seang (Non-Independent Non-Executive Director)
: Ms Leow Peen Fong (Independent Non-Executive Director)
: Ms Tham Sau Kien (Independent Non-Executive Director) – also a shareholder
- In Attendance : Ms Te Hock Wee (Company Secretary)
- By Invitation : Mr Victor Wong Tze Meng (Chief Financial Officer) (“**CFO**”)
: Mr Wong Choong Ming } (Representing RSM Malaysia PLT)
: Ms Tang Ee Mee }
: Mr Kishan Jasani } (Representing Grant Thornton Malaysia PLT)
: Ms Lim Chooi Ling }
: Ms Isabelle Loh Zhi Ying }

The shareholders/corporate representatives/proxies who attended the 28th AGM are as per the Summary of Attendance List.

1. CHAIRMAN

Encik Alfian Bin Tan Sri Mohamed Basir, the Board Chairman welcomed all shareholders, proxies and invitees who attended the 28th AGM of the Company.

He then introduced the members of the Board, the CFO, the Company Secretary, and the representatives from RSM Malaysia PLT (the external auditors for the 2024 audited accounts) and Grant Thornton Malaysia PLT (to replace RSM Malaysia PLT) to the attendees.

2. QUORUM

With the requisite quorum being present, the Chairman called the meeting to order at 11.00 a.m.

3. NOTICE

The notice of the 28th AGM dated 28 June 2024 (“**the Notice**”), having been circulated to all the shareholders within the prescribed period, was taken as read.

4. POLLING PROCEDURES AND ADMINISTRATIVE MATTERS

The Chairman informed the meeting that all resolutions set out in the Notice must be voted by poll pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Chairman further informed that the Company had appointed Mega Corporate Services Sdn. Bhd. (the Company's Share Registrar) as Poll Administrator to facilitate the poll voting process and Cygnus Technology Solutions Sdn. Bhd. as independent scrutineer to verify the poll results.

5. PRESENTATION BY THE GROUP MD AND CFO, AND THE COMPANY'S RESPONSES TO THE MINORITY SHAREHOLDER WATCH GROUP'S ("MSWG") QUESTIONS

The Chairman informed that the Company had received some questions from MSWG, to which the Company had responded in writing. MSWG had requested the reply to be presented to the meeting, for the benefit of the shareholders.

At the invitation of Chairman, the Group MD gave a brief presentation on the Group's corporate strategies and property market outlook covering the current year's financial performance, projects' key milestone and achievements and the Group's focus on the years ahead.

The CFO then presented the Group's business portfolio, financial overview and corporate developments, followed by the Company's responses to the questions raised by MSWG, the details of which are annexed herein as Appendix A.

The meeting proceeded to the agenda of the meeting.

6. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 29 FEBRUARY 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

The Audited Financial Statements for the financial year ended 29 February 2024, together with the Reports of the Directors and the Auditors thereon ("**AFS FY2024**"), were tabled to the meeting for discussion.

The Chairman informed that the AFS FY2024 were meant for discussion only as the Companies Act 2016 does not require a formal approval of the shareholders. Hence, the AFS FY2024 were not put forward for voting.

The Chairman then invited questions from shareholders in respect of the AFS FY2024. There were no questions posted by the shareholders or proxies but compliments and requests, as follows:-

- (1) Mr. Pillay, a shareholder, commended the Management for their efforts in driving the Company to the next level, as evidenced by the positive year-on-year operational and financial performance coupled with higher share price (which is doubled from the share price in 2019). He also commended the commitment demonstrated by a staff who is very responsive and quick to the enquiries of the shareholders. He added that despite the Chalet & Golf Management Division has been making losses in the past few years, the Company opted to continue the operation of Cinta Sayang Resort and remains committed to the communities, in particular the employees.

The Chairman and the Group MD expressed their appreciation to the compliments made by Mr Pillay. The Group MD also shared with the shareholders the countless efforts by the staff to overcome the hurdles and challenges for Novum and Parc 3 projects as well as their unwavering support over the years which are crucial to the success of the Company. The Group will strive for sustainable growth in 2025 and beyond and increase shareholder value.

- (2) Request for voucher to participating shareholders.

Eupe's response:

The Management will arrange the necessary after the meeting as a token of appreciation to the shareholders who participated in the meeting.

After dealing with all the questions raised, the Chairman declared that the AFS FY2024 had been properly laid and received by the shareholders.

7. ORDINARY RESOLUTIONS 1 TO 12

The Chairman went through each of the motions set out in the Notice.

The Chairman informed that the Company had not received any notice from shareholders for other business to be transacted at the meeting in accordance with the Constitution of the Company and the Companies Act 2016.

8. POLL VOTING SESSION

After going through all the motions set out in the Notice, the Chairman invited the shareholders and proxies to cast their votes at the voting kiosk set up in the meeting room.

Upon the closing of the voting session, the meeting proceeded for the tabulation of the poll results.

9. ANNOUNCEMENT OF POLL RESULTS

The poll results obtained from the independent scrutineer were presented to the meeting. The Chairman declared that all resolutions set out in the Notice were carried, as follows:-

Ordinary Resolution 1

Payment of chairmanship allowance of RM3,333 to the Chairperson of the Long-Term Incentive Plan ("LTIP") Committee

By a vote of 81,937,263 shares (representing 99.9986%) voted for and 1,130 shares (representing 0.0014%) voted against the resolution, it was **RESOLVED**:-

THAT the payment of chairmanship allowance amounting to RM3,333 payable to the Chairperson of the LTIP Committee for the period from 24 January 2024 to 22 August 2024 be and is hereby approved.

Ordinary Resolution 2

Payment of Director's fee of RM7,500 per month for Board Chairman

By a vote of 81,937,288 shares (representing 99.9987%) voted for and 1,105 shares (representing 0.0013%) voted against the resolution, it was **RESOLVED**:-

THAT the payment of Director's fee of RM7,500 per month for Board Chairman for the period from 23 August 2024 until the conclusion of the next AGM in 2025 be and is hereby approved.

Ordinary Resolution 3

Payment of Director's fee of RM6,000 per month per Non-Executive Director

By a vote of 79,934,988 shares (representing 99.9986%) voted for and 1,105 shares (representing 0.0014%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of Director's fee of RM6,000 per month per Non-Executive Director for the period from 23 August 2024 until the conclusion of the next AGM in 2025 be and is hereby approved.

Ordinary Resolution 4

Payment of additional Director's fee of RM5,000 per annum for Senior Independent Non-Executive Director

By a vote of 81,937,168 shares (representing 99.9985%) voted for and 1,225 shares (representing 0.0015%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of additional Director's fee of RM5,000 per annum for Senior Independent Non-Executive Director for the period from 23 August 2024 until the conclusion of the next AGM in 2025 be and is hereby approved.

Ordinary Resolution 5

Payment of chairmanship allowance of RM5,000 per annum to the Board Chairman and each Chairman/Chairperson of the Board Committees

By a vote of 79,935,088 shares (representing 99.9987%) voted for and 1,005 shares (representing 0.0013%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of chairmanship allowance of RM5,000 per annum payable to the Board Chairman and each Chairman/Chairperson of the Board Committees, namely Risk Management and Audit Committee, Nomination and Remuneration Committee, and LTIP Committee for the period from 23 August 2024 until the conclusion of the next AGM in 2025 be and is hereby approved.

Ordinary Resolution 6

Payment of attendance allowance

By a vote of 76,434,883 shares (representing 99.9984%) voted for and 1,210 shares (representing 0.0016%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of attendance allowance of RM800 per trip (for local Directors) or RM1,100 per trip (for outstation Directors) for the period from 23 August 2024 until the conclusion of the next AGM in 2025 be and is hereby approved.

Ordinary Resolution 7

Re-election of Director – Beh Yeow Seang

By a vote of 76,919,988 shares (representing 99.9999%) voted for and 105 shares (representing 0.0001%) voted against the resolution, it was **RESOLVED:-**

THAT Beh Yeow Seang, who retired pursuant to Clause 76(3) of the Constitution of the Company, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 8

Re-election of Director – Tham Sau Kien

By a vote of 81,938,288 shares (representing 99.9999%) voted for and 105 shares (representing 0.0001%) voted against the resolution, it was **RESOLVED:-**

THAT Tham Sau Kien, who retired pursuant to Clause 76(3) of the Constitution of the Company, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 9

Appointment of Grant Thornton Malaysia PLT as Auditors

By a vote of 81,938,288 shares (representing 99.9999%) voted for and 105 shares (representing 0.0001%) voted against the resolution, it was **RESOLVED:-**

THAT Grant Thornton Malaysia PLT be and are hereby appointed as Auditors of the Company to hold office until the conclusion of the next AGM and that authority be and is hereby given to the Directors to fix their remuneration.

Ordinary Resolution 10

Authority to Issue and Allot Shares pursuant to Sections 75 And 76 of the Companies Act 2016

By a vote of 81,915,183 shares (representing 99.9717%) voted for and 23,210 shares (representing 0.0283%) voted against the resolution, it was **RESOLVED:-**

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and subject to the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be authorised to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company held after the approval was given 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 the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

Ordinary Resolution 11

Proposed Renewal of Shareholders' Mandate for Share Buy-Back

By a vote of 81,937,383 shares (representing 99.9988%) voted for and 1,010 shares (representing 0.0012%) voted against the resolution, it was **RESOLVED:-**

THAT subject to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company ("Share Buy-Back Mandate") provided that:

- (i) the aggregate number of ordinary shares in the Company purchased and/or held by the Company pursuant to the Share Buy-Back Mandate shall not exceed 10% of the total number of issued shares of the Company at any point in time;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- (iii) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Malaysia Securities Berhad or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next annual general meeting of the Company after that date is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and give full effect to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company.

Ordinary Resolution 12

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions ("RRPTs") of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate for RRPTs")

By a vote of 17,867,278 shares (representing 99.9938%) voted for and 1,110 shares (representing 0.0062%) voted against the resolution, it was **RESOLVED:-**

THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (the "Group") to enter into RRPTs of a revenue or trading nature with the related parties as specified in Section 2.3 of Part B of the Statement/Circular to Shareholders dated 28 June 2024 provided that such transactions are necessary for the Group's day-to-day operations and carry out in the ordinary course of business at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

THAT the authority conferred by such mandate shall continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held; or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are 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 or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate for RRPTs.

10. CLOSURE OF MEETING

There being no further business, the meeting concluded at 12.40 p.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

CHAIRMAN

Date: 26 September 2024



EUPE

Building Lifestyles, Building Trust

28th ANNUAL GENERAL MEETING

REPLY TO MSWG'S QUERIES
DATED 15 AUGUST 2024

01 OPERATIONAL AND FINANCIAL MATTERS

MSWG's Q&A

- 1) The Group's expanded pipeline of five major projects will be contributing to the Group's bottom-line next year (Page 6 of AR).
 - a) Please name the five major projects that will be contributing to the Group's bottom-line next year in terms of Gross Development Value respectively.

The five major projects that will be contributing to the Group's bottom line next year as below:-

Name of projects	Gross Development Value (RM'million)
a) Est8 @ Seputeh	658
b) Helix2 @ PJ South	274
c) Circadia @ Belfield	1,000
d) Villa Natura @ Sungai Petani	245
e) Edgewater @ Sungai Petani	700
Total	2,877

MSWG's Q&A

1) b) Please provide the latest take-up rates for each of the five major projects as of July 2024.

The latest take-up rates for each of the five major projects as of July 2024 as below:-

Name of projects	Sales Take-Up Rates
a) Est8 @ Seputeh	95%
b) Helix2 @ PJ South	95%
c) Circadia @ Belfield	To launch in calendar year 2025
d) Villa Natura @ Sungai Petani	95%
e) Edgewater @ Sungai Petani	To launch in calendar year 2025

MSWG's Q&A

- 1) c) **Is the Group expecting higher revenue and profit before tax in FY2025 compared to FY2024? If yes, please provide the reasons.**

Yes, the Group anticipates higher revenue and profit before tax in FY2025 compared to FY2024. This improved performance is driven by a higher sales take-up rate and good site progress from ongoing projects, such as Est8 @ Seputeh, Helix2 @ PJ South, and Villa Natura @ Sungai Petani.

MSWG's Q&A

2) The Group's investment properties posted a pre-tax loss of RM1.1 million in FY2024 compared to the pre-tax profit of RM8.4 million recorded in FY2023. (Page 13 of AR)

a) Why did the Group's investment properties record a loss in FY2024 compared to a profit in FY2023?

The investment properties are grouped under the **Others division**, which also includes the Group's corporate expenses. In FY2024, there was an increase in professional fees and expenses due to the corporate exercise undertaken involving the private placement and Long Term Incentive Plan. Additionally, there was a one-off disposal of the entire 70% equity stake in Australia, which had accounted for a gain on disposal of subsidiaries amounting to RM9.2 million in FY2023. Excluding the one-off gain on disposal of RM9.2 million, the "Others" division in FY2023 would have had a pre-tax loss of RM873k.

MSWG's Q&A

- 2) b) **What measures has the group taken to mitigate the Group's investment properties from suffering a loss in FY2025?**

As mentioned in (a) above, the investment properties are grouped under **Others** division. Excluding the expenses under **Others** division, the investment properties were making a profits of RM173k and RM216k in FY2024 and FY2023 respectively.

- c) **What were the Group's investment properties occupancy rates categorised by investment property type for FYs 2024 and 2023, respectively?**

The investment properties occupancy rates were 81% and 80% for FY2024 and FY2023 respectively.

MSWG's Q&A

- 3) The revenue from the sales of building materials has increased from RM15.2 million in FY2023 to RM21.5 million in FY2024. (Page 177 of AR)

The gross profit margin from the sales of building materials has also increased to 59.4% in FY2024 from 34.3 % in FY2023. (Page 178 of AR)

- a) Please explain the reasons for the higher revenue and gross profit margin from the sales of building materials in FY2024 as compared to FY2023.

The correct gross profit margin is as per below (extracted from Page 177 & 178 of AR):

	FY2024 (RM'000)	FY2023 (RM'000)
Sales of building material	21,467	15,236
Building material sold	20,225	14,564
Gross profit	1,242	672
Gross profit margin	5.8%	4.4%

MSWG's Q&A

- 3) The revenue from the sales of building materials has increased from RM15.2 million in FY2023 to RM21.5 million in FY2024. (Page 177 of AR)**

The gross profit margin from the sales of building materials has also increased to 59.4% in FY2024 from 34.3 % in FY2023. (Page 178 of AR)

- a) Please explain the reasons for the higher revenue and gross profit margin from the sales of building materials in FY2024 as compared to FY2023. (cont'd)**

The improvement was driven by higher demand for building materials for the on-going project as well as new project construction activities, mainly contributed by township development projects in Northern Region.

MSWG's Q&A

- 3) b) **Please provide a breakdown of the sales of building materials in percentages by the category of third-party sales and sales to in-house property projects in FYs 2023 and 2024, respectively.**

The breakdown of the sales of building materials in percentages as below:-

	FY2024	FY2023
Sales to in-house projects	100.0%	90.9%
Third-party sales	0.0%	9.1%
Total	100.0%	100.0%

- c) **What is the expectation of revenue and gross profit margin from the sales of building materials in FY2025, and please support with the reasons?**

For FY2025, we anticipate the revenue to be higher and gross profit margin to reduce marginally, due to increased sales of building materials to in-house projects, i.e. the ongoing township development projects in the Northern Region. However, inflation of building material is hard to predict currently and we have a price lock-in agreements with some subcontractors for some of our projects.

02 SUSTAINABILITY MATTERS

MSWG's Q&A

- 1) **Group will continue to monitor and review the Group's emissions performance as well as incorporate design features in the group's projects that will improve climate resilience as well as energy efficiency.**

- a) **Please name the Group's emissions performance that it has been monitoring.**

The Group has been measuring its Scope 1 and Scope 2 emissions for the past two years and began to measure its Scope 3 emissions in FY2024. We reported solid progress in reducing the Group's Scope 1 although Scope 2 emissions increased marginally in FY2024. Overall, the Group's energy consumption decreased by 22 per cent in FY2024. *(see the Group's FY2024 Sustainability Report, p.90)*

We are currently reviewing our emissions measurement system to take into account the Group's expansion which will see more and larger projects in the coming years. This will allow us to develop to a better understanding of our future emissions footprint and anticipate and manage the Group's future emission profile.

MSWG's Q&A

1) b) Will the Company be able to achieve carbon neutrality? If yes, by when? If not, why?

Zero Carbon Emission is like the idea of the Perpetual Motion Machine. It cannot be done because it violates the laws of thermodynamics. Carbon Neutrality in a sense is allowing a company to offset its environmental impact via making a certain financial contribution. As long as the financial returns of the company can justify the costs of the contribution, it will just be a form of compliance cost.

For now, in line with the Malaysian Government's commitment and that of many Malaysia businesses, the Group is committed to carbon neutrality by 2050. Most importantly, we are looking at ways to increase our carbon mitigation efforts through improved building design aimed at reducing the long-term emissions of the building day-to-day operations.

The Group is also committed to supporting renewable energy generation in its business operations. For example, our Est8 @ Seputeh project will incorporate a solar panel system that will provide green energy to power the buildings facilities. This will result in 105,000kWh a year of green energy, a saving of equivalent 315,000kms in car travel.

MSWG's Q&A

- 1) c) **What features does the Group have or will incorporate into the Group's projects to enable them to achieve more climate resilience and energy efficiency?**

A key feature of the Group's high-rise residential projects is the incorporation of passive cooling design. This facilitates the intake of natural air flows which allows our buildings to be cooled naturally, in turn resulting in less reliance on energy-intensive air conditioning. We are undertaking independent studies to quantify the impact of this design feature in reducing the operational carbon footprint on our projects.

Initial indications from this research show a significant reduction in air-conditioning, resulting not only in less carbon emissions which create a heat-island effect, but also significant power cost savings for residents. We will utilise this research to further improve our passive cooling design in order to further decrease carbon emissions arising from the long-term operation of our high-rise projects.

In the long run, public education is important. No amount of energy regeneration is sufficient to overcome problems that we are in if we continue to be insensitive to the environmental issues.

MSWG's Q&A

2) The Group has not conducted any anti-corruption training for its Senior Management staff, Management staff, Executives and Non-Executives for the financial years 2022, 2023 and 2024 as the Company had reported nil figures. (Page 101 of AR)

a) Please explain the reasons for the nil reporting for the three FYs.

The Company had in place policies on Anti-Bribery and Anti-Corruption, Conflict of Interest, Code of Conduct and Ethics and Integrity Policy (Whistleblowing Policy) and Procedures. Whilst some of these policies are mentioned in the employment letters of employees, unfortunately, no accredited official training programs have been carried out. This was in part due to the departure of senior management personnel in FY2024. With the incoming senior management team, we conducted a training for Conflict of Interest Policy in FY2024 and are in process of arranging for Anti-Bribery and Anti-Corruption. The training is expected to be delivered in FY2025 and will involve all employees of the Group, totaling more than 300 personnel.

MSWG's Q&A

- 2) b) **When will the Company conduct anti-corruption and anti-bribery training for each staff category?**

As per reply to 2(a).

- c) **What is the Company's expected number of staff that will attend the anti-corruption and anti-bribery training in terms of respective staff category?**

As per reply to 2(a).

MSWG's Q&A

3) Four senior management staff have resigned in FY2024 as compared to nil resignation in both FYs 2023 and 2022. (Page 102 of AR)

a) Please provide the reasons why four senior management staff resigned in FY2024.

Mr KC Ng (Chief Financial Officer) and Mr Jaya Kumar (General Manager, Cinta Sayang Resort) left to pursue other business opportunities while Mr Johnny Sia and Mr Jordan Tan (successive General Managers, Riacon) both left for family reasons.

b) Please provide the position of each senior management staff member who has resigned.

As per reply to 3(a).

MSWG's Q&A

3) c) Has the Company recruited new candidates to replace the resigned senior management staff? If not, why?

Yes each position has been filled. Mr Victor Wong replaced Mr Ng as CFO and Mr Peter Tan replaced Mr Kumar within a month of these two positions becoming vacant. Mr Martin Cheong has taken over as General Manager, Riacon. The replacement process for this position took six months in order to source the most suitable candidate.

d) How long the position of each of the senior management staff has been vacant?

As per reply to 3(c).

MSWG's Q&A

3) e) **What measures has the group taken to reduce the high number of senior management staff turnover in the future?**

While we recognise the staff departures are a fact in all organisations, and we endeavour to keep our staff profiles as stable as possible, particularly at a senior level, it is not unusual for senior managers to leave, particularly in light of the reasons for departure of the four senior managers, namely pursue other individual interests or deal with unavoidable family priorities.

Our current management team represents both external appointments and internal promotions, and point to a depth of leadership talent within the Group, as well as its ability to procure high quality senior management expertise and experience from outside. Through leadership programs as well as incentive structures we aim to nurture an environment where our senior managers continue to develop and are committed to remain with the company.

MSWG's Q&A

3) f) Has the Company's operation been affected by the resignation of the four senior management staff? If yes, how did the Company deal with the disruption?

The departure of any key personnel will inevitably have an impact on the Company in the short term. However, such changes are sometimes unavoidable. When a vacancy arises, the entire group works diligently to fill the gap as efficiently and effectively as possible. We prioritise maintaining robust systems for tracking information and fostering constant communication across departments to ensure seamless transitions.

Our belief in setting up strong Standard Operating Procedures (SOPs) allows new team members to integrate into our system quickly and efficiently. We recognise that every individual brings unique skills, experiences, and personality traits, making it challenging to find an exact replacement. However, we view this as natural part of organisational life and remain committed to adapting and moving forward.

03 CORPORATE GOVERNANCE MATTERS

MSWG's Q&A

- 1) **The Company has adopted Practice 5.9 of the Malaysian Code of Corporate Governance 2021 (MCCG) as the board comprises at least 30% women directors. Currently, there are three women Directors out of seven (7) Board members.**

What benefits has the board experienced from increased gender diversity among its members? How have these benefits impacted the board's performance?

We believe diversity plays an important part in the Group's strategic and operational direction. A diverse board and staff allow for more diverse input of knowledge and opinion into the decision-making process, creating a more transparent and dynamic decision-making environment as well as a greater openness to incorporate new and innovative ideas that drive value creation. In addition, it minimises the threat of groupthink. But most importantly, we believe that the Group and its shareholders are best served by Board members, management and staff who are being selected on merit.

THANK YOU