

NATIONGATE HOLDINGS BERHAD

Company No.: 202101004230 (1404529-K)

(Incorporated In Malaysia)

MINUTES OF ANNUAL GENERAL MEETING

MINUTES OF THE 5TH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE LIGHT 1, LEVEL 1, THE LIGHT HOTEL PENANG, LEBUH TENGGIRI 2, 13700 SEBERANG JAYA, PULAU PINANG ON THURSDAY, 28 MAY 2026 AT 11.00 A.M.

ATTENDANCE: As per attendance list

1. COMMENCEMENT

At 11:00 a.m., the Chairman of the meeting, Dato' Seri Wong Siew Hai called the meeting to order and welcomed all members and proxies (collectively referred to as "Members") participating the Company's 5th Annual General Meeting ("5th AGM" or "the Meeting").

2. QUORUM

The Meeting was called to order as the Company Secretary confirmed that the quorum was present.

3. NOTICE OF MEETING

The notice of 5th AGM having been circulated within the statutory period was taken as read.

4. PROCEDURES TO CONVENE THE AGM

The Chairman informed the Members that in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 5th AGM are to be voted by poll and the Company had to appoint at least one scrutineer to validate the votes cast.

The Chairman also informed the Members that the Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") as Polling Administrator to conduct the electronic voting ("e-voting") and AscendServ Capital Markets Services Sdn. Bhd. had been appointed as the Independent Scrutineer to oversee the conduct of the voting and scrutinise the votes cast.

Mr Lim Kee Beng and Ms Law Wei Shi offered themselves to be the proposer and seconder respectively for all the motions stated in the notice of the Meeting.

The Chairman then presented the agenda of the 5th AGM as follows:-

5. AGENDA 1 - TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Members were informed by the Chairman that the Audited Financial Statements ("AFS") for the financial year ended 31 December 2025 ("FY 2025") were for discussion purposes only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require Members' approval for the AFS. Therefore, the item of

agenda was not put forward for voting.

The Chairman proposed that the Company's AFS for FY 2025 together with the reports of the Directors and Auditors were duly tabled and received by the Members before the Meeting.

6. **ORDINARY RESOLUTION 1
TO RE-ELECT DATO' SERI WONG SIEW HAI WHO RETIRES IN ACCORDANCE
WITH ARTICLE 76(3) OF THE COMPANY'S CONSTITUTION.**

**ORDINARY RESOLUTION 2
TO RE-ELECT DATO' FAIZA BINTI ZULKIFLI WHO RETIRES IN ACCORDANCE
WITH ARTICLE 76(3) OF THE COMPANY'S CONSTITUTION.**

The Chairman informed the Members that the Ordinary Resolutions 1 and 2 were to re-elect himself and Dato' Faiza Binti Zulkifli respectively as Directors of the Company. Both of them retired in accordance with Article 76(3) of the Constitution of the Company and being eligible, had offered themselves for re-election.

7. **ORDINARY RESOLUTION 3
TO RE-APPOINT MESSRS. GRANT THORNTON MALAYSIA PLT AS AUDITORS
OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM AND TO
AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.**

The Chairman informed the Members that the Ordinary Resolution 3 was in relation to the re-appointment of Messrs. Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

8. **ORDINARY RESOLUTION 4
TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF UP TO RM195,000.00
FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2026.**

The Chairman informed the Meeting that the Ordinary Resolution 4 was to approve the payment of Directors' Fees of up to RM195,00.00 for the financial year ending 31 December 2026.

9. **ORDINARY RESOLUTION 5
TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS IN ACCORDANCE
WITH SECTION 230(1) OF THE COMPANIES ACT 2016 UP TO AN AMOUNT OF
RM168,000.00 FROM 29 MAY 2026 UNTIL THE NEXT ANNUAL GENERAL
MEETING OF THE COMPANY**

The Chairman informed that the Ordinary Resolution 5 was in relation to the payment of Directors' benefits of up to RM168,000.00 from 29 May 2026 until the next AGM of the Company.

10. **ORDINARY RESOLUTION 6
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75
AND 76 OF THE COMPANIES ACT 2016.**

The Chairman proceeded to the Special Business and explained that the Ordinary Resolution 6 was to obtain approval from the Members to empower the Directors to allot and issue shares up to an aggregate number not exceeding 10% of the issued shares of the Company.

He added that the Board sought the Members' consent on the resolution as it would provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for purpose of funding current and/ or future investment projects, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meetings to specifically approve such an issuance of shares.

11. **ORDINARY RESOLUTION 7
PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR
TRADING NATURE.**

The Chairman informed the Meeting that the Ordinary Resolution 7 was on the proposed new and renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature.

He added that the ordinary resolution 7 if approved by the Members would authorise the Company and/or its subsidiaries to enter into recurrent related party transactions with the related parties.

He proceeded to inform the Meeting that the authority would, unless revoked or varied by the Company in general meeting, would expire at the next AGM of the Company. He then referred the Members to the Circular to Shareholders dated 29 April 2026 ("Circular") for more information.

The Chairman further informed the Members that before considering the Ordinary Resolution 7, the interested directors, major shareholders and persons connected with them as listed in Section 6 on pages 6 to 7 of the Circular are deemed interested in the proposed shareholders' mandate and accordingly, they would abstain from voting on the resolution.

12. **OTHER BUSINESS**

The Chairman informed the Members that no notice for any other business was received.

13. **QUESTION AND ANSWER ("Q&A") SESSION**

- (i) The Chairman informed the Meeting that there were a substantial number of questions submitted by a shareholder via email. As most of the questions were detailed and operational in nature, the Management would address his questions via email after the Meeting. The Chairman read out one (1) Q&A of the said questions as below:-

- a. How many plants/lines do the Group have to date?

The Chairman replied that the Group operates multiple manufacturing facilities in Penang and Taiping. However, the exact number of production

lines is not fixed as the manufacturing facilities are reconfigurable, with overall production capacity being adjusted according to customer demand and product requirements. The details of the information could be found in the Annual Report FY 2025.

- (ii) A shareholder, Madam Lim Choon Ean enquired about the key challenges currently faced by the Group and how the Company plans to overcome those challenges.

Dato' Ooi Eng Leong, the Managing Director of the Company responded that one of the key challenges faced by the Group was the foreign exchange fluctuations, particularly the strengthening of the Malaysian Ringgit against the US Dollar. As a significant portion of the Group's business are predominantly denominated in USD, currency movements may have an impact on the Group's operations and financial performance.

The Managing Director further informed the Meeting that the Group is expanding its photonics business and is in the process of constructing a new facility. The key challenges associated with this expansion include production qualification, recruitment of skilled personnel and significant capital investment required. Nevertheless, he added that Management viewed these challenges positively as they were associated with the Group's growth initiatives.

There being no further questions, the Chairman thanked the shareholders for their participation and declared the Q&A session closed.

14. **POLLING PROCESS**

The Meeting then played a video from the Poll Administrator on the e-voting procedures to be carried out.

At 11.18 a.m. Members were asked to proceed to Tricor's kiosk located behind of the meeting room to cast their votes.

The casting of votes by the Members were duly observed by the Scrutineer.

With the consent from the Members, the Meeting was adjourned at 11.27 a.m. after Members had duly casted their votes. The Chairman continued to inform that the counting of votes by the Poll Administrator and validation of the results by the Scrutineer would take approximately 20 minutes after the conclusion of the voting session.

The Meeting was reconvened at 11.46 a.m. upon receipt of report from the Scrutineer. The results of the poll were projected to the Meeting on the screen as set out in Appendix A to this minutes for ease of view by all Members.

Based on the results of the poll, the Chairman declared that all the Ordinary Resolutions tabled were carried.

15. **TERMINATION**

There being no other matters to discuss, the Meeting ended at 11.47 a.m. with a vote of thanks to the Chairman.

CONFIRMED CORRECT,

DATO' SERI WONG SIEW HAI
Chairman

Date: 28 May 2026

NATIONGATE HOLDINGS BERHAD
(202101004230)
NATIONGATE HOLDINGS BERHAD 5TH AGM
The Light 1, Level 1, The Light Hotel Penang, Lebuh Tenggiri 2,
13700 Seberang Jaya, Pulau Pinang
On Thursday, May 28, 2026 11:00 AM

Appendix 3

Result On Voting By Poll

Resolution(s)	Votes For			Vote Against			Total Votes		
	No of Units	%	No of P/S	No of Units	%	No of P/S	No of Units	%	No of P/S
Ordinary Resolution 1	1,303,473,400	99.99995	128	600	0.00005	1	1,303,474,000	100.00000	129
Ordinary Resolution 2	1,302,669,860	99.93631	126	804,140	0.06169	4	1,303,474,000	100.00000	130
Ordinary Resolution 3	1,303,422,753	99.99607	127	51,247	0.00393	3	1,303,474,000	100.00000	130
Ordinary Resolution 4	183,047,453	99.98159	120	33,700	0.01841	4	183,081,153	100.00000	124
Ordinary Resolution 5	183,046,453	99.98105	120	34,700	0.01895	4	183,081,153	100.00000	124
Ordinary Resolution 6	1,210,202,816	92.84463	118	93,268,184	7.15537	10	1,303,471,000	100.00000	128
Ordinary Resolution 7	196,749,400	99.99929	124	1,400	0.00071	1	196,750,800	100.00000	125

