

HAP SENG CONSOLIDATED BERHAD

197601000914 (26877-W)

Incorporated in Malaysia

MINUTES OF THE FIFTIETH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE SANDAKAN ROOM, GROUND FLOOR, MENARA HAP SENG, JALAN P. RAMLEE, 50250 KUALA LUMPUR ON TUESDAY, 26 MAY 2026 AT 10AM

- Present : **DIRECTORS**
Mr Thomas Karl Rapp
(Independent Non-Executive Chairman)
Datuk Edward Lee Ming Foo
(Group Managing Director)
Ms Cheah Yee Leng
(Executive Director)
Datuk Simon Shim Kong Yip
(Non-Independent Non-Executive Director)
Dato' Wan Mohd Fadzmi
(Independent Non-Executive Director)
Mr Patrick Tan Boon Peng
(Independent Non-Executive Director)
Mr Wong Yoke Nyen
(Independent Non-Executive Director)
- In Attendance : Ms Lim Guan Nee
(Company Secretary)
- Members : 236 members as per attendance sheet
- Proxies : 59 proxies as per attendance sheet
- By invitation : Mr Tan Boon Siong
(Group Chief Financial Officer)
Ms Ng Yee Yee
(Auditor, Messrs Ernst & Young)
Mr Kisharn Thoolasy Das
(Auditor, Messrs Ernst & Young)
Mr Low Wen Hong
(Auditor, Messrs Ernst & Young)
Ms Tan Jia Yi
(Auditor, Messrs Ernst & Young)
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Minutes of the Fiftieth Annual General Meeting held on 26 May 2026

QUORUM

The chairman welcomed all the shareholders and proxies who present at the meeting.

The requisite quorum being present pursuant to the Company's constitution, the chairman declared the meeting duly convened.

NOTICE OF MEETING

The chairman informed the meeting that the notice convening this meeting set out in the 2025 annual report had been announced to Bursa Malaysia Securities Berhad on 27 April 2026. The said annual general meeting notice was sent to all members of the Company, auditors of the Company as well as being published in the New Straits Times and Borneo Post on 28 April 2026. The notice of annual general meeting and the 2025 annual report were also posted on the Company's website on the same day.

The notice convening the meeting was taken as read.

PROXY

As part of good corporate governance practice, the chairman reported that the Company had received a total of 127 proxy forms from the shareholders representing 65.05% of the issued share capital of the Company. Out of those, there were 23 shareholders who had appointed the Chairman of the meeting as their proxy to vote on their behalf and the shares representing 63.52% of the issued share capital of the Company.

VOTING BY POLL

The chairman informed the meeting that in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), all the proposed resolutions tabled today would be voted on by poll.

The Company had appointed Boardroom Share Registrars Sdn Bhd ("Boardroom") as the poll administrator to conduct the polling process and GovernAce Advisory & Solutions Sdn Bhd ("GovernAce") to verify the poll results. The polling for the proposed resolutions would be conducted after the deliberation of all items to be transacted at this annual general meeting.

ORDINARY BUSINESS:-

TO TABLE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS

The chairman informed the meeting that the first item on the agenda was to table the audited financial statements together with the reports of directors and auditors. There would be no voting required on this item.

The chairman proceeded to table the following proposed resolutions:-

RESOLUTION 1

TO RE-ELECT MR THOMAS KARL RAPP WHO RETIRES AS DIRECTOR BY ROTATION IN ACCORDANCE WITH CLAUSE 116 OF THE COMPANY'S CONSTITUTION

The chairman tabled the following proposed Resolution 1:-

“**THAT** Mr Thomas Karl Rapp, who is retiring as director in accordance with clause 116 of the Company's constitution be hereby re-elected to serve on the board of directors of the Company.”

RESOLUTION 2

TO RE-ELECT MR TAN BOON PENG, WHO RETIRES AS DIRECTOR BY ROTATION IN ACCORDANCE WITH CLAUSE 116 OF THE COMPANY'S CONSTITUTION

The chairman tabled the following proposed Resolution 2:-

“**THAT** Mr Tan Boon Peng, who is retiring as director in accordance with clause 116 of the Company's constitution be hereby re-elected to serve on the board of directors of the Company.”

RESOLUTION 3

TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF THE COMPANY AND ITS SUBSIDIARY AMOUNTING TO RM909,513.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

The chairman tabled the following proposed Resolution 3:-

“**THAT** the payment of directors' fees of the Company and its subsidiary amounting to RM909,513.00 for the financial year ended 31 December 2025, be and is hereby approved.”

The chairman informed the shareholders and proxies that the interested directors had undertaken to abstain from voting in respect of Resolution 3.

RESOLUTION 4

TO REAPPOINT MESSRS ERNST & YOUNG PLT AS AUDITORS OF THE COMPANY TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AT A REMUNERATION TO BE DETERMINED BY THE DIRECTORS OF THE COMPANY

The chairman tabled the following proposed Resolution 4:-

“**THAT** Messrs Ernst & Young PLT be reappointed as auditors of the Company to hold office until the conclusion of the next annual general meeting and that the directors be authorised to fix their remuneration.”

SPECIAL BUSINESS:-

RESOLUTION 5

AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016

The chairman explained that the special business for this meeting was to consider and if thought fit, to approve the authority to the directors to issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company. As at the date of this meeting, no new shares had been issued pursuant to the mandate obtained at the last annual general meeting.

The chairman tabled the following proposed Resolution 5:-

“**THAT** the directors of the Company be and are hereby empowered pursuant to section 75 of the Companies Act 2016 to allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company, and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.”

RESOLUTION 6

PROPOSED RENEWAL OF AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The chairman explained that item 6 on the agenda was to consider and if thought fit, to pass Resolution 6 on the proposed renewal of and new shareholders’ mandate for recurrent related party transactions with the respective related parties. The related parties were:

- 1) Gek Poh (Holdings) Sdn Bhd Group;
- 2) Lei Shing Hong Limited Group;
- 3) Samling Strategic Corporation Sdn Bhd Group;
- 4) Corporated International Consultants Sdn Bhd;
- 5) Incorporated Consortium Sdn Bhd; and
- 6) Messrs Shim Pang & Co.

The chairman mentioned that the proposed Resolution 6, if passed, would allow Hap Seng Consolidated Berhad Group to enter into recurrent related party transactions pursuant to paragraph 10.09 of the Listing Requirements. Further information on the proposed shareholders' mandate for recurrent related party transactions with the respective related parties was set out in section 2.3 of Part A of the circular/statement to shareholders dated 28 April 2026.

The chairman highlighted that the interested major shareholders, interested directors and/or persons connected to them, had undertaken to abstain from voting in respect of their direct and/or indirect shareholdings on the Resolution 6.

The chairman tabled the following proposed Resolution 6:-

“**THAT** proposed renewal of and new shareholders' mandate for the recurrent related party transactions with the related parties as set out in section 2.3 of Part A of the Circular/Statement to shareholders dated 28 April 2026 be and is hereby approved.”

RESOLUTION 7

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The chairman explained that item 7 on the agenda was to consider and if thought fit, to pass the Resolution 7 to renew shareholders authorisation for the Company to purchase its own shares through Bursa Malaysia Securities Berhad up to a maximum of 10% of the total number of issued shares of the Company. Further information on the proposed renewal of the share buy-back authority was set out in the share buy-back statement to shareholders dated 28 April 2026.

The chairman tabled the following proposed Resolution 7:-

“**THAT** the proposed renewal of the share buy-back authority as set out in the Notice of meeting be and is hereby approved.”

PROPOSER & SECONDER

Mr Wong Chin Hee proposed that all the proposed resolutions to be approved and the same was seconded by Mr Chua Song Yun.

Q&A SESSION

The chairman informed the meeting that the Company had not received any questions from Minority Shareholders Watch Group (“MSWG”) nor was MSWG represented at this meeting. In their email to the Company dated 21 May 2026, MSWG had expressed their confidence that the Company was fundamentally sound and their attendance was therefore unnecessary.

The chairman invited questions from the floor and all questions were dealt with accordingly. In summary, the questions and responses thereto are enclosed herewith as Appendix A.

POLL VOTING

The chairman informed the meeting that the registration was closed and should now move to conduct the electronic poll voting for all the proposed resolutions. He added that he had been appointed to act as proxy for several members and he should vote in accordance with the instructions given. He then proceeded to invite Boardroom to brief on the polling process and the housekeeping rules on the voting procedures through a short video.

The chairman announced that the poll was opened and the voting session would be closed in fifteen minutes. The counting of votes as well as the validation by GovernAce would take approximately fifteen minutes. He also added that the meeting should resume thereafter for declaration of the poll results.

POLL RESULTS

The chairman announced that the meeting had resumed for announcement of poll results. Based on the enclosed poll results as set out in Appendix B which had been validated by GovernAce, the independent scrutineer, the chairman declared that all the resolutions were carried.

CONCLUSION

There being no other business, the meeting concluded at 11.10 am with a vote of thanks to the chair.

CHAIRMAN

Kuala Lumpur

APPENDIX A

- (a) Noted that both the total profit and return of equity (“ROE”) of the Company had been on a declining trend over the past four consecutive years, Mr Chua Song Yun sought clarification on the underlying causes of this trend and the turnaround plans. The chairman explained that as compared to the previous year, the Group’s revenue and pre-tax profit had declined by approximately RM520 million and RM250 million respectively for FYE 2025. He mentioned that the past 4 years decline was primarily due to slower operational growth after the Covid-19 pandemic, the ongoing Ukraine war, and global geopolitical tensions. However, he emphasized that the management has taken proactive measures to streamline the non-profitable businesses including ceasing to be a distributor for smart cars and discontinuing Mercedes-Benz heavy-duty truck dealerships in order to strengthen and consolidate the Group’s core operations.
- (b) Further to the decline in profitability and the earnings per share, which stood at approximately 20 sen and noted that the Company declared and paid a 20 sen dividend for FYE 2025, Mr Chua Song Yun express concern over the Company’s ability to sustain its dividend distribution, as the dividend payment effectively represented a full payout. The chairman highlighted that based on the top 100 public listed companies on Bursa Malaysia, the Company ranked second in terms of pay-out ratio. He added that with the initiatives undertaken by the management as mentioned earlier, the Company would endeavour to sustain its dividend payout rate moving forward.
- (c) At the request of shareholders, chairman briefed the meeting on Plaza Hap Seng which comprised Hyatt Centric hotel, Menara Hap Seng 3, Menara Hap Seng and Menara Hap Seng 2. These properties are strategically located within Kuala Lumpur’s golden triangle in the heart of the city. The property spans approximately 4.5 hectares, with interconnected buildings offering a total lettable area of one million square feet, maintaining a high occupancy rate of approximately 90% and generating good rental yield.

The chairman further provided insights for the Company’s flagship development, KL Midtown, a mixed integrated development of commercial and residential components within one destination. He highlighted the on-site 5-star Hyatt Regency hotel is fully operational, while the signature office tower is scheduled to open in June 2026. The corporate tower and residential condominiums are currently at the planning stage and the retail mall has been officially handed over to AEON Malaysia and targeted to open the mall in the third quarter of 2026. The Company has invested RM2.7 billion in the KL Midtown project, with the overall development to be completed within the next two to three years.

Queries from the shareholders

During the AGM

(d) Mr Chua Song Yun enquired about the lease arrangement of the retail mall to AEON Malaysia including the lock-up period and expected yield. Ms Cheah Yee Leng informed the meeting that the management had entered into a long-term master lease with AEON Malaysia and AEON Malaysia is launching of its first lifestyle mall in Malaysia, which targeted to open towards end of the year. She added that due to confidentiality obligation under the master lease agreement, management is unable to disclose further details on the lease arrangement and expected yield at this juncture. She further informed that AEON is currently in the process of securing sub-tenants for the retail mall.

(e) In response to the Mr Chua Song Yun's enquiry on whether the management intends to dispose of or retain the Signature Tower and what is the take up rate, Ms Cheah Yee Leng informed the meeting that the Signature Tower comprised two wings for each block. With the upcoming MRT 3 line to be located right in front of KL Midtown, the management has decided for the time being, to retain the Signature Tower and lease out the office space to maximise long-term value whilst continuing to look for buyer.

The Certificate of Completion and Compliance ("CCC") is expected to be issued by June 2026. Management is also in the process of obtaining MSC/Malaysia Digital (MDEC) certification, as the infrastructure of the Signature Tower was purpose-built to meet such requirements. Based on a report published by Knight Frank, only approximately 11% of office space in the Malaysia possesses both green and MDEC certifications. Ms Cheah highlighted that the Signature Tower complies with these requirements and expressed that the take-up rate would be encouraging.

(f) In response to an enquiry from Mr Chua Song Yun regarding the decline in revenue from the property development segment from approximately RM262 million to RM135 million, adding that the revenue recognition of RM100 million appeared to be relatively low, particularly in light of the ongoing KL Midtown project, the chairman explained that in West Malaysia, the property division has only left a few units of Akasa commercial units and all other property stocks have been sold. As for property development in Tawau, Sandakan and Lahad Datu, the demand remains soft although the property division holds some land, it is not advisable to launch new development.

(g) In relation to the credit financing division, Mr Chua Song Yun noted that the total asset had increased slightly from RM2.19 billion to RM2.25 billion and sought clarification on management's decision to scale down the loan book. The chairman explained that the reduction in the loan book was undertaken to maintain a healthy gearing ratio. He added that the credit financing division's operations are currently constrained by internal restrictions on loan disbursements but earnings are expected to improve once these restrictions are ceased. He further mentioned that the management has no intention to increase the loan book at this juncture.

- (h) Noted that approximately one-third of the credit financing segment's total revenue of RM150 million was derived from inter-segment revenue, Mr Chua Song Yun sought clarification on the nature of such revenue and between which segments. Tan Boon Siong clarified that the RM52 million in inter-segment revenue related to inter-company loans extended from the credit financing division to the property division. He further mentioned that any profit arising from these inter-company loans would be eliminated.
- (i) In response to an enquiry from Mr Chua Song Yun on whether fertilizers trading could replicate its peak profitability in FY 2026, Datuk Edward Lee Ming Foo explained that the earlier surge in profitability was largely driven by the Russia-Ukraine war. As potash is primarily sourced from Canada and Russia, the disruptions of Russian exports had caused global prices to increase by almost 100%, allowing the Company to realise significant profits on its existing stocks. In contrast, he mentioned that the current tensions in the Middle East have mainly affected production of urea. Fertilizers shipments from Canada and Russia are not impacted as they do not pass through the Strait of Hormuz. He added that compared to the previous year, potash prices have only increased by approximately 10% and therefore, a similar level of profitability is not expected.
- (j) In response to an enquiry from Mr Tay Chong Kiat regarding the Company's plans for its automotive division following the increasing competition from Chinese Electric Vehicles (EVs), the Chairman advised shareholders to remain patient pending arrival of the second-generation luxury EVs from Mercedes-Benz, which have been well received in Germany. He explained that due to delays in local Completely Knocked Down ("CKD") or Semi-Knocked Down ("SKD") production, the first shipment of GLA and GLC EV's is expected to arrive in Malaysia in the fourth quarter of 2026. Consequently, significant revenue and profit contributions are anticipated only in FY 2027. In the interim, to mitigate the current slowdown in new vehicle retail sales, management is actively focusing on other business within the value chain, particularly the pre-owned vehicle segment and luxury internal combustion engine segment has performed well. He added that the automotive division continue to maintain a leading position in term of market share.



GovernAce Advisory & Solutions Sdn. Bhd.
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Tel/ Fax: +603 9771 2283
Website: www.governaceadvisory.com

Date: 26th May 2026

The Chairman of the Meeting
Hap Seng Consolidated Berhad

Dear Sirs,

Independent Scrutineer Report for the conduct of poll for Hap Seng Consolidated Berhad's Annual General Meeting held on 26th May 2026

We, GovernAce Advisory & Solutions Sdn. Bhd., as the appointed independent scrutineer in attendance at the Annual General Meeting (AGM) of Hap Seng Consolidated Berhad held on 26th May 2026 have performed the procedures as listed in our letter of engagement dated 19th March 2026.

The results of the poll, as casted by the shareholders and proxy holders present and voting based on the results generated by the Polling System provided by Boardroom Share Registrars Sdn. Bhd. are as attached.

Thank you.

Yours sincerely,

For and on behalf of
GovernAce Advisory & Solutions Sdn. Bhd.

A handwritten signature in black ink, appearing to be the initials of the representative.



Independent Scrutineer

Polling Results

HAP SENG CONSOLIDATED BERHAD

50th Annual General Meeting

Date/Time: 26/05/2026 10:00:00 AM

Sandakan Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur

	FOR			AGAINST			TOTAL		
	NO. OF			NO. OF			NO. OF		
	REC	SHARES	%	REC	SHARES	%	REC	SHARES	%
Ordinary Resolution									
Resolution 1: To re-elect Mr. Thomas Karl Rapp as director of the Company.	145	1,615,844,133	99.9504	14	801,250	0.0496	159	1,616,645,383	100.0000
Resolution 2: To re-elect Mr. Tan Boon Peng as director of the Company.	148	1,616,341,816	99.9813	9	302,567	0.0187	157	1,616,644,383	100.0000
Resolution 3: To approve the payment of directors' fees.	147	1,616,725,346	99.9980	8	32,900	0.0020	155	1,616,758,246	100.0000
Resolution 4: To reappoint Messrs Ernst & Young PLT as auditors of the Company.	147	1,616,013,489	99.9528	14	763,824	0.0472	161	1,616,777,313	100.0000
Resolution 5: Authority to allot shares pursuant to section 75 of the Companies Act 2016.	148	1,616,747,013	99.9982	7	29,300	0.0018	155	1,616,776,313	100.0000
Resolution 6: To approve renewal of and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	145	56,797,546	99.0917	12	520,645	0.9083	157	57,318,191	100.0000
Resolution 7: To approve renewal of share buy-back authority.	147	1,616,739,940	99.9989	7	17,306	0.0011	154	1,616,757,246	100.0000

