



STEEL HAWK BERHAD

Registration No.: 202001043293 (1399614-A)
(Incorporated in Malaysia)

MINUTES of the Fourth Annual General Meeting (“the Meeting” or “4th AGM”) of STEEL HAWK BERHAD (“Steel Hawk” or “the Company”) held at Majestic 2, Level 3, The Majestic Hotel Kuala Lumpur, No. 5, Jalan Sultan Hishamuddin, City Centre, 50000 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia, on Tuesday, 24 June 2025 at 10.00 a.m.

Present:

MEMBERS OF THE BOARD OF DIRECTORS

1. Tan Sri Acryl Sani Bin Hj. Abdullah Sani
(Independent Non-Executive Chairman)
2. Dato’ Sharman Kristy A/L Michael
(Deputy Chairman/ Executive Director)
3. Encik Salimi Bin Khairuddin
(Executive Director)
4. Y.M Tengku Saifan Rafhan Bin Tengku Putra
(Independent Non-Executive Director)
5. Puan Zariner Binti Ismail
(Independent Non-Executive Director)
6. Puan Aznita Binti Abdul Aziz
(Independent Non-Executive Director)

In attendance:

REPRESENTATIVE OF THE COMPANY

1. Encik Afizul Bin Md Yusof
(Group Chief Executive Officer)
2. Encik Alias Bin Anuar
(Group Chief Operating Officer)
3. Vinthra A/P Vijayakumar
(Group Chief Financial Officer)
4. Encik Khairul Nazri Bin Kamarudin
(Managing Director of Steel Hawk Engineering Sdn. Bhd.)
5. Encik Navindran A/L Rajendran
(Project Director)

REPRESENTATIVES OF TRICOR CORPORATE SERVICES SDN. BHD.

1. Ms. Tan Lai Hong (Company Secretary)
2. Ms. Yap Siek Lee (Company Secretary)
3. Ms. Sophie Chuah (Assistant to Company Secretary)
4. Ms. Coryn Long Wei Zhing (Assistant to Company Secretary)
5. Ms. Hayatun Syamilah (Assistant to Company Secretary)

SHAREHOLDERS, PROXIES & CORPORATE REPRESENTATIVES

As per attendance list.

By invitation: **REPRESENTATIVE OF UOB KAY HIAN (M) SDN. BHD., THE PRINCIPAL ADVISER**

1. Mr. Hargobind Singh

REPRESENTATIVES OF KPMG PLT, THE EXTERNAL AUDITORS

1. Mr. Vengadesh A/L Jogarajah
2. Ms. Chan Zhen Ni
3. Mr. Wang Ming Wei

REPRESENTATIVES OF TGS TW PLT, THE EXTERNAL AUDITORS

1. Mr. Chiew Jia Jun
2. Ms. Lim Ge Ru

REPRESENTATIVES OF CAPITAL FRONT PLT, THE INVESTOR RELATIONS AGENT

1. Ms. Julie Nelson
2. Mr. Cheong How Pin

1.0 CHAIRMAN OF THE MEETING

The Chairman, Tan Sri Acryl Sani Bin Hj. Abdullah Sani presided over the meeting at 10.00 a.m.

2.0 WELCOMING ADDRESS

The Chairman welcomed all shareholders, proxies and corporate representatives to the 4th AGM of the Company and proceeded to introduce the Board of Directors ("Board"), the Group Chief Executive Officer, the Company Secretary and the Company's External Auditor to all shareholders, proxies and corporate representatives (hereinafter collectively referred to as the "Shareholders").

3.0 QUORUM

3.1 The Chairman informed that Clause 56(2) of the Company's Constitution required at least two shareholders personally present at the general meeting or by proxy or by representative to constitute a quorum.

3.2 Upon confirming the presence of the requisite quorum, the Chairman called the Meeting to order.

4.0 NOTICE OF MEETING

4.1 The notice convening the Meeting, having been issued and circulated to the shareholders and advertised in the New Straits Times newspapers on 30 April 2025, within the statutory period in accordance with the Company's Constitution, with the consent of the Shareholders present, was taken as read.

4.2 The Chairman advised that all resolutions set out in the Notice of the 4th AGM would be put to vote by way of poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

4.3 The Chairman informed that the representative from the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. ("TIIH") would administer the poll for the 4th AGM of the Company and brief on the voting procedures during the commencement of the voting process. He further informed that the Company had appointed Scrutineer Solutions Sdn. Bhd. ("SS") as the independent scrutineer to verify the poll results.

4.4 The Chairman informed that the poll on all resolutions would be conducted after the deliberation of all agenda items of the Meeting.

5.0 CORPORATE PRESENTATION

Dato' Sharman Kristy A/L Michael, the Company's Deputy Chairman/Executive Director, presented the following to the Shareholders:

- (a) The Company's business overview;
- (b) Key highlights of the Company, including financial highlights, throughout the financial year 2024; and
- (c) The industry outlook and future plans.

ORDINARY BUSINESS

6.0 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE DIRECTORS' AND THE AUDITORS' REPORTS THEREON

6.1 The Audited Financial Statements for the financial year ended 31 December 2024 together with the Directors' and the Auditors' Reports thereon ("AFS 2024"), having been circulated to all shareholders of the Company within the prescribed period, were tabled to the Meeting.

6.2 The Chairman informed that the AFS 2024 would not be putting forward for voting as it was meant for discussion only and did not require a formal approval of the shareholders pursuant to Section 340(1) of the Companies Act 2016 ("Act").

6.3 The Chairman invited the Shareholders to raise any questions related to that agenda item during the Question and Answer Session ("Q&A Session") later, which the Board would address accordingly.

6.4 The Chairman declared that the AFS 2024 had in accordance with the Act, been properly laid and received.

7.0 ORDINARY RESOLUTION 1: TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS OF UP TO RM589,000.00 FROM 25 JUNE 2025 UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY TO BE HELD IN THE YEAR 2026

7.1 The Chairman proceeded with the next agenda item, which was to approve the payment of Directors' fees and benefits of up to RM589,000.00 from 25 June 2025 until the conclusion of the next AGM of the Company to be held in the year 2026.

7.2 The Chairman invited the Shareholders to raise any questions related to that agenda item during the Q&A Session later, which the Board would address accordingly.

7.3 The Chairman put the following motion to the Meeting for consideration:-

"THAT the payment of Directors' fees and benefits of up to RM589,000.00 from 25 June 2025 until the conclusion of the next Annual General Meeting of the Company to be held in the year 2026 be approved."

8.0 ORDINARY RESOLUTION 2: TO RE-ELECT AZNITA BINTI ABDUL AZIZ, WHO RETIRES PURSUANT TO CLAUSE 78 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION

8.1 The Chairman proceeded with the next agenda item, which was to re-elect Puan Aznita Binti Abdul Aziz, who retired pursuant to Clause 78 of the Company's Constitution and had offered herself for re-election, as Director of the Company.

8.2 The Chairman invited the Shareholders to raise any questions related to that agenda item during the Q&A Session later, which the Board would address accordingly.

8.3 The Chairman put the following motion to the Meeting for consideration:-

"THAT Aznita Binti Abdul Aziz retiring pursuant to Clause 78 of the Company's Constitution, and being eligible, be hereby re-elected as Director of the Company."

9.0 ORDINARY RESOLUTION 3: TO RE-ELECT DATO' SHARMAN KRISTY A/L MICHAEL, WHO RETIRES PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

9.1 The Chairman proceeded with the next agenda item, which was to re-elect Dato' Sharman Kristy A/L Michael, who retired pursuant to Clause 76(3) of the Company's Constitution and had offered himself for re-election, as Director of the Company.

9.2 The Chairman invited the Shareholders to raise any questions related to the agenda item during the Q&A Session later, which the Board would address accordingly.

9.3 The Chairman put the following motion to the Meeting for consideration:-

"THAT Dato' Sharman Kristy A/L Michael retiring pursuant to Clause 76(3) of the Company's Constitution, and being eligible, be hereby re-elected as Director of the Company."

10.0 ORDINARY RESOLUTION 4: TO RE-ELECT SALIMI BIN KHAIRUDDIN, WHO RETIRES BY ROTATION PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAVE OFFERED HIMSELF FOR RE-ELECTION

10.1 The Chairman proceeded with the next agenda item, which was to re-elect Encik Salimi Bin Khairuddin, who retired pursuant to Clause 76(3) of the Company's Constitution and had offered himself for re-election, as Director of the Company.

10.2 The Chairman invited the Shareholders to raise any questions related to that agenda item during the Q&A Session later, which the Board would address accordingly.

10.3 The Chairman put the following motion to the Meeting for consideration:-

"THAT Salimi Bin Khairuddin retiring pursuant to Clause 76(3) of the Company's Constitution, and being eligible, be hereby re-elected as Director of the Company."

11.0 ORDINARY RESOLUTION 5: TO APPOINT MESSRS. TGS TW PLT AS AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS, MESSRS. KPMG PLT, AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT AGM IN 2026 AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

11.1 The Chairman proceeded with the next agenda item, which was to consider the appointment of Messrs. TGS TW PLT as Auditors of the Company in place of the retiring Auditors, Messrs. KPMG PLT, to hold office until the conclusion of the next AGM in 2026 and to authorise the Directors to fix their remuneration.

11.2 The Chairman invited the Shareholders to raise any questions related to the agenda item during the Q&A Session later, which the Board would address accordingly.

11.3 The Chairman put the following motion to the Meeting for consideration:-

"THAT Messrs. TGS TW PLT, having consented to act, be and is hereby appointed as the Auditors of the Company in place of the retiring Auditors, Messrs. KPMG PLT, to hold office until the conclusion of the next Annual General Meeting in 2026 AND THAT the Directors be authorised to fix their remuneration."

SPECIAL BUSINESS

12.0 ORDINARY RESOLUTION 6: AUTHORITY TO ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE ACT

12.1 The Chairman proceeded with the next agenda item pertaining to the mandate to be given to the Board to issue new ordinary shares pursuant to Sections 75 and 76 of the Act. The full text of the Ordinary Resolution 6 as set out in the Notice of the 4th AGM dated 30 April 2025 having been circulated, was taken as read.

12.2 The Chairman invited the Shareholders to raise any questions related to that agenda item during the Q&A Session later, which the Board would address accordingly.

12.3 The Chairman put the following motion to the Meeting for consideration:-

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”), the Constitution of the Company, ACE Market Listing Requirement of Bursa Malaysia Securities Berhad (“Bursa Securities”) and approval from Bursa Securities and any other relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered to issue and allot shares (“New Shares”) in the capital of the Company from time to time, at such price, and upon such terms and conditions, for such purposes, and to such person or persons as the Directors may in their absolute discretion deem fit, provided always that the aggregate number of such New Shares to be issued and allotted, pursuant to this resolution, aggregated with the total number of any 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, if any) of the Company for the time being as stipulated under Rule 6.04(1) of ACE Market Listing Requirements of Bursa Securities (“Proposed General Mandate”); AND THAT the Directors be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.

THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company.

THAT pursuant to Section 85 of the Act read together with Article 54 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer New Shares arising from the issuance and allotment of the New Shares pursuant to Sections 75 and 76 of the Act, the Constitution of the Company and the approvals from Bursa Securities and any other relevant governmental and/or regulatory authorities, where such approval is required; AND THAT such New Shares when allotted shall rank pari passu in all respects with the existing class of ordinary shares.

FURTHER THAT the Board of Directors of the Company is exempted from the obligation to offer such New Shares to the existing shareholders of the Company.”

13.0 TO TRANSACT ANY OTHER BUSINESS

The Chairman informed that the Company had not received notice to transact any other business pursuant to the Companies Act 2016.

14.0 Q&A SESSION

There being no question raised, the Meeting proceeded to the voting session.

15.0 VOTING SESSION

- 15.1 The representative of TIIH briefed the Shareholders on the polling procedures.
- 15.2 The Meeting then proceeded to the voting on Ordinary Resolutions 1 to 6 by poll.
- 15.3 The Chairman declared the voting session closed and the Meeting adjourned at 10:30 a.m. for the tabulation of votes by TIIH and verification of the results by SS.

16.0 ANNOUNCEMENT OF POLL RESULTS

- 16.1 The Meeting was reconvened at 10.32 a.m. With a quorum present, the Chairman called the Meeting to order for the announcement of poll results. The poll results were announced, a copy of which was annexed as **Appendix A** and formed part of those minutes.
- 16.2 The Chairman declared that Ordinary Resolutions 1 to 6 tabled at the 4th AGM of the Company were carried. **IT WAS RESOLVED:-**

ORDINARY RESOLUTION 1: TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS OF UP TO RM589,000.00 FROM 25 JUNE 2025 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN THE YEAR 2026

THAT the payment of Directors' fees and benefits of up to RM589,000.00 from 25 June 2025 until the conclusion of the next Annual General Meeting of the Company to be held in the year 2026 be hereby approved.

ORDINARY RESOLUTION 2: TO RE-ELECT AZNITA BINTI ABDUL AZIZ, WHO RETIRES PURSUANT TO CLAUSE 78 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION

THAT Aznita Binti Abdul Aziz retiring pursuant to Clause 78 of the Company's Constitution and being eligible, be hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 3: TO RE-ELECT DATO' SHARMAN KRISTY A/L MICHAEL, WHO RETIRES PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

THAT Dato' Sharman Kristy A/L Michael retiring pursuant to Clause 76(3) of the Company's Constitution, and being eligible, be hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 4: TO RE-ELECT SALIMI BIN KHAIRUDDIN, WHO RETIRES PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

THAT Salimi Bin Khairuddin retiring pursuant to Clause 76(3) of the Company's Constitution, and being eligible, be hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 5: TO APPOINT MESSRS. TGS TW PLT AS AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS, MESSRS. KPMG PLT, AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING IN 2026 AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

THAT Messrs. TGS TW PLT, having consented to act, be and is hereby appointed as the Auditors of the Company in place of the retiring Auditors, Messrs. KPMG PLT, to hold office until the conclusion of the next Annual General Meeting in 2026 AND THAT the Directors be authorised to fix their remuneration.

ORDINARY RESOLUTION 6: AUTHORITY TO ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE ACT

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), the Constitution of the Company, ACE Market Listing Requirement of Bursa Malaysia Securities Berhad ("Bursa Securities") and approval from Bursa Securities and any other relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered to issue and allot shares ("New Shares") in the capital of the Company from time to time, at such price, and upon such terms and conditions, for such purposes, and to such person or persons as the Directors may in their absolute discretion deem fit, provided always that the aggregate number of such New Shares to be issued and allotted, pursuant to this resolution, aggregated with the total number of any 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, if any) of the Company for the time being as stipulated under Rule 6.04(1) of ACE Market Listing Requirements of Bursa Securities ("Proposed General Mandate"); AND THAT the Directors be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.

THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company.

THAT pursuant to Section 85 of the Act read together with Article 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer New Shares arising from the issuance and allotment of the New Shares pursuant to Sections 75 and 76 of the Act, the Constitution of the Company and the approvals from Bursa Securities and any other relevant governmental and/or regulatory authorities, where such approval is required; AND THAT such New Shares when allotted shall rank pari passu in all respects with the existing class of ordinary shares.

FURTHER THAT the Board of Directors of the Company is exempted from the obligation to offer such New Shares to the existing shareholders of the Company.

17.0 CLOSURE OF MEETING

There being no further business, the Chairman thanked all present for their participation in the Meeting and declared the Meeting closed at 10.35 a.m.