# JASA KITA BERHAD

Registration No. 199201007753 (239256-M)
(Incorporated in Malaysia)

**Minutes of the Thirty-Third Annual General Meeting of the Company held at Function Rooms 2 & 3, Level 1, Main Lobby Building, Kuala Lumpur Golf & Country Club, No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Malaysia on Tuesday, 30 September 2025 at 11.00 a.m.**

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|---|---|---|---|
| Board members present | : | Dato' Sri Tan Han Chuan | *(Executive Director)* |
| | | Datin Tan Ching Ching | *(Executive Director)* |
| | | Datuk (Dr.) Yasmin binti Mahmood | *(Executive Director)* |
| | | Dato' Sri Iskandar Mizal bin Mahmood | *(Executive Director)* |
| | | Mr Boon Shi Hou | *(Executive Director)* |
| | | Dato' Ismail bin Hamzah | *(Independent Non-Executive Director)* |
| | | Mr Teh Kay Yeong | *(Independent Non-Executive Director)* |
| | | Mr Woo Hin Weng | *(Non-Independent Non-Executive Director)* |
| Absent with Apology | : | Tan Sri Dato' Tan Hua Choon | *(Executive Chairman)* |
| By Invitation | : | Dato' Thor Poh Seng | |
| | | Ms Joanne Lu Sew Woi | *(Group Accountant)* |
| | | Ms Lee Soon Yoong | *(Scrutineer)* |
| | | Ms Chuah Sue Yin<br>Mr Jamson Gan Jian Wei<br>Mr Teoh Lee Ann | *Messrs PCCO PLT* |
| | | Ms Wong Muh Rong | *Astramina Advisory Sdn Bhd* |
| | | Mr Phua Yee Boon<br>Mr Teaw Kae Yang<br>Ms Molly Wang | *SCS Global Advisory (M) Sdn Bhd* |
| | | Mr Nyau Kok Cheong<br>Ms Yong Zhi Teng Joey | *Messrs Shook Lin & Bok* |
| | | En Mohamed Sophiee Ahmad Nawawi<br>Mr Andrew Kei Hendroff<br>Puan Nawal binti Ferwahn Fairis<br>Puan Nurul Atirah binti Muhidin | *Boardroom Share Registrars Sdn Bhd* |
| Members and Proxies present | : | As per attendance lists | |
| In Attendance | : | Ms Lim Lai Sam<br>Ms Chong Siew Duan | |

## CHAIRMAN OF MEETING

The Meeting began with a welcome address from Mr Boon Shi Hou ("**Mr Boon**") to all who were present at the 33rd Annual General Meeting ("33rd AGM" or "Meeting") of the Company. Mr Boon then extended apologies on behalf of the Chairman of the Board, Tan Sri Dato' Tan Hua Choon, who was unable to attend the Meeting due to other official engagements.

Mr Boon informed that in the absence of the Chairman of the Board, the other Board members had unanimously elected himself to chair the Meeting.

The Chairman of the Meeting ("**the Chairman**") informed that the attendance of the 33rd AGM was restricted to members, proxies and authorised representatives of corporate shareholders who have registered to join the Meeting.

**QUORUM**

Upon confirmation with the Secretary that a quorum was present, the Chairman declared that the Meeting could proceed to business.

**NOTICE OF MEETING**

Noted that the notice convening the 33rd AGM, as contained in the Company's 2025 Annual Report which had been despatched to all members and published in the newspaper on 31 July 2025, was taken as read.

**VOTING PROCEDURE**

At the outset, the Chairman informed the members and proxies present that in accordance with the Main Market Listing Requirements of Bursa Malaysia, any resolution set out in the notice of any general meeting was required to be voted by poll. He also briefed the members and proxies present regarding the procedures to be followed in the tabling and approach of resolutions at the Meeting. The shareholders were informed that, to facilitate the polling process, the Company had appointed Boardroom Share Registrars Sdn Bhd ("Boardroom"), the Share Registrars of the Company, as the Poll Administrator; and that Ms Lee Soon Yoong, a Certified Internal Auditor, was appointed as the Scrutineer to scrutinise the polling process and to validate votes cast at the Meeting.

Before discussing on the Agenda items, the Chairman informed that the Company had on 23 September 2025, received a letter from the Minority Shareholders Watch Group (MSWG) who raised some questions to be answered at the Meeting. The Chairman then read out the said questions and responses from the Board, which were also displayed on the screen for the information of the members and proxies. A copy of the said questions and responses is attached herewith as Appendix I.

Following that, some members and proxies also raised questions, which are summarised as follows:

Mr Ho Yueh Weng, a shareholder, enquired if the existing main business operations of the JKB Group i.e. trading and distribution of industrial tools and engineering equipment would continue, following the disposal of the entire shareholding of JKB Shares held by the major shareholders, Tan Sri Dato' Tan Hua Choon and Dato' Sri Tan Han Chuan to Kintan Prima Sdn Bhd ("KPSB") on 11 September 2025 and whether the new major shareholder would bring in any new businesses and any future plans for the Group. Datuk (Dr.) Yasmin binti Mahmood ("Datuk Yasmin"), the newly appointed Executive Director, replied that KPSB and its controlling shareholder, En Abd Azis bin Mohamad ("En Abd Azis"), intend to continue and strengthen the existing businesses of the JKB Group. She added that En Abd Azis has more than 40 years of experience in the oil and gas industry; and that his privately held companies are principally involved in the provision of maintenance, repair, overhaul, engineering services and supply of tooling to customers in the oil and gas industry, in addition to investments in technology-related services. Datuk Yasmin stated En Abd Azis is of the opinion that the JKB Group's businesses, particularly in the trading and distribution of industrial tools and equipment as well as the provision of engineering related services, are both complementary and synergistic to those businesses owned by him.

On the other hand, JKB's businesses and prospect could also improve by leveraging on En Abd Azis's business network and relationships within the oil and gas industry, coupled with his experience and expertise within the engineering services industry. Dato' Sri Iskandar then added that with the expertise of Datuk Yasmin and himself, both of whom had been appointed as Executive Directors of the Company on 12 September 2025, who jointly possess more than 60 years of experience in the corporate sector, particularly in the fields of information technology, aviation and conglomerate management, he was confident that they could contribute to improve the financial performance of JKB Group.

To a question from Mr Ooi Cheng Kooi, a shareholder, on any plan for potential new products for JKB Group which will benefit the shareholders, Datuk Sri Iskandar replied that KPSB and En Abd Azis will, from time to time, review the JKB Group's businesses and operations, including its strategies and future directions. However they had yet to conduct any-in-depth review of the business and operations of the JKB Group at this juncture. Any such review was expected to be undertaken after the completion of the existing Mandatory General Offer ("MGO") exercise.

To another question from Mr Ho Yueh Weng, on how the MGO was initiated, Datuk Yasmin replied that the good reputation of the previous major shareholders, common business values between KPSB and JKB Group, as well as business stability of the JKB Group were the main reasons which led to the acquisition of JKB Shares resulting in the implementation of the MGO exercise.

Upon the requests of some shareholders, the Chairman agreed to provide an e-wallet credit of RM50.00 to each registered shareholders and proxies present at the Meeting as a token for reimbursing their cost of participating at the 33rd AGM.

Having addressed all questions raised by the representative of MSWG, members and proxies, the Chairman expressed his appreciation to the floor for their participations, and moved on to the first item on the Agenda.

**ITEM 1 OF AGENDA**

- **AUDITED FINANCIAL STATEMENTS OF THE GROUP AND THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

Members and proxies present at the Meeting were informed that in accordance with Sections 248(2) and 340(1)(a) of the Companies Act 2016, the Directors of the Company were required to lay before the members of the Company at the Meeting the Audited Financial Statements of the Group and the Company for the financial year ended 31 March 2025, together with the Reports of the Directors and Auditors thereon ("AFS"), and that no formal approval of the members was required. Hence, the AFS was only for discussion and clarification, it would not be put forward to the members and proxies for voting.

The members and proxies present were invited to raise their questions, if any, pertaining to the AFS.

As there was no question from the floor, the Chairman moved on to Ordinary Resolution 1 of the Meeting.

**ORDINARY RESOLUTION 1**
**- PAYMENT OF DIRECTORS' FEES FROM 1 OCTOBER 2025 UNTIL THE NEXT ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY**

The members and proxies noted that the total fees payable to the Non-Executive Directors ("NEDs") for their services rendered to the Company from 1 October 2025 until the next AGM of the Company was RM36,000.00. The proposed resolution was to facilitate the payment of Directors' fees after each month of completed service of the NEDs for the period commencing from 1 October 2025 until the next AGM of the Company, assuming that all the NEDs would hold office until the next AGM of the Company.

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

> "**THAT** the payment of Directors' fees of up to RM36,000 from 1 October 2025 until the next AGM of the Company be approved."

There was no question from the members and proxies, the Chairman then put the above motion to the Meeting for voting by poll.

Following the cast of vote by members and proxies present, the Chairman moved on to Ordinary Resolution 2 of the Meeting.

**ORDINARY RESOLUTION 2**
**- RE-ELECTION OF TAN SRI DATO' TAN HUA CHOON**

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

> "**THAT** Tan Sri Dato' Tan Hua Choon, retiring in accordance with Article 98 of the Company's Constitution, be re-elected as a Director of the Company."

There was no question from the members and proxies, the Chairman then put the above motion to the Meeting for voting by poll.

Following the cast of vote by members and proxies present, the Chairman moved on to Ordinary Resolution 3 of the Meeting.

**ORDINARY RESOLUTION 3**
**- RE-ELECTION OF DATO' SRI TAN HAN CHUAN**

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

> "**THAT** Dato' Sri Tan Han Chuan, retiring pursuant to Article 98 of the Company's Constitution, be re-elected as a Director of the Company."

There was no question from the members and proxies, the Chairman then put the above motion to the Meeting for voting by poll.

Following the cast of vote by members and proxies present, the Chairman moved on to Ordinary Resolution 4 of the Meeting.

**ORDINARY RESOLUTION 4**
**- RE-ELECTION OF MR TEH KAY YEONG**

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

> "**THAT** Mr Teh Kay Yeong, retiring pursuant to Article 105 of the Company's Constitution, be re-elected as a Director of the Company."

There was no question from the members and proxies, the Chairman then put the above motion to the Meeting for voting by poll.

Following the cast of vote by members and proxies present, the Chairman moved on to Ordinary Resolution 5 of the Meeting.

**ORDINARY RESOLUTION 5**
**- RE-APPOINTMENT OF MESSRS PCCO PLT AS AUDITORS OF THE COMPANY**

The members and proxies were informed that Messrs PCCO PLT had indicated their willingness to accept re-appointment as auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors.

The following motion was then put to the Meeting for consideration by the Chairman:-

> "**THAT** Messrs PCCO PLT be hereby re-appointed 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."

There was no question from the members and proxies, the Chairman then put the above motion to the Meeting for voting by poll.

Following the cast of vote by members and proxies present, the Chairman moved on to the Ordinary Resolution 6 of the Meeting.

**ORDINARY RESOLUTION 6**
**- RE-ELECTION OF DATUK (DR.) YASMIN BINTI MAHMOOD**

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

> "**THAT** Datuk (Dr.) Yasmin binti Mahmood, retiring pursuant to Article 105 of the Company's Constitution, be re-elected as a Director of the Company."

There was no question from the members and proxies, the Chairman then put the above motion to the Meeting for voting by poll.

Following the cast of vote by members and proxies present, the Chairman moved on to Ordinary Resolution 7 of the Meeting.

**ORDINARY RESOLUTION 7**
**- RE-ELECTION OF DATO' SRI ISKANDAR MIZAL BIN MAHMOOD**

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

> "**THAT** Dato' Sri Iskandar Mizal bin Mahmood, retiring pursuant to Article 105 of the Company's Constitution, be re-elected as a Director of the Company."

There was no question from the members and proxies, the Chairman then put the above motion to the Meeting for voting by poll.

Following the cast of vote by members and proxies present, the Chairman moved on to the last item on the Agenda.

## OTHER ORDINARY BUSINESS

The Chairman informed the members and proxies that the Company had not received any notice of other business.

## DECLARATION OF RESULTS

The Chairman requested the Poll Administrator to collect all completed poll slips from the members and proxies who were present and voted at the Meeting. The Chairman announced a break of 15 minutes while waiting for the poll results, and requested the members and proxies to return to the meeting room at 12.05 p.m. for announcement of the poll results.

The Meeting was resumed at 12.05 p.m. The results of the votes for all seven (7) Ordinary Resolutions were projected on the screen, which were read as follows:-

| Resolutions | Vote "For" | | Vote "Against" | |
|---|---|---|---|---|
| | No. of shares | % | No. of shares | % |
| **Ordinary Resolution 1** | 75,442,925 | 99.9999 | 100 | 0.0001 |
| **Ordinary Resolution 2** | 75,427,825 | 99.9799 | 15,200 | 0.0201 |
| **Ordinary Resolution 3** | 75,427,925 | 99.9800 | 15,100 | 0.0200 |
| **Ordinary Resolution 4** | 75,440,425 | 99.9999 | 100 | 0.0001 |
| **Ordinary Resolution 5** | 75,442,925 | 99.9999 | 100 | 0.0001 |
| **Ordinary Resolution 6** | 75,442,925 | 99.9999 | 100 | 0.0001 |
| **Ordinary Resolution 7** | 75,442,925 | 99.9999 | 100 | 0.0001 |

Based on the poll results, the Chairman declared all the Ordinary Resolutions tabled at the Meeting carried.

**CONCLUSION**

The Chairman thanked all the members and proxies present for their support and participation. There being no further business, the Meeting ended at 12.08 p.m. with a vote of thanks to the Chair.

CONFIRMED AS TRUE AND
CORRECT RECORD

BOON SHI HOU
Chairman

Kuala Lumpur
Date : 29 October 2025

**JASA KITA BERHAD ("JKB" OR THE "COMPANY")**
**33RD ANNUAL GENERAL MEETING OF JKB TO BE HELD ON TUESDAY, 30 SEPTEMBER 2025**

**Questions from Minority Shareholders Watch Group (MSWG) – Corporate Governance Matters:**

| | |
|---|---|
| **Q1** | With the exit of Tan Sri Dato' Tan Hua Choon and Dato' Sri Tan Han Chuan, JKB is effectively entering a new era of ownership. (Announcement dated 11 July 2025)<br><br>Please clarify how succession planning for Board and senior management will be managed to ensure continuity, accountability, and alignment with minority shareholder interests? |
| **A1** | On 11 September 2025, Kintan Prima Sdn Bhd ("**Kintan Prima**") completed the acquisition of an aggregate of approximately 40.33% equity interest in JKB from Tan Sri Dato' Tan Hua Choon ("**Tan Sri Dato' Tan**") and Dato' Sri Tan Han Chuan ("**Dato' Sri Tan**"), and emerged as the new controlling shareholder of JKB. Following the completion of the said acquisition, Kintan Prima, Abd Azis bin Mohamad ("**Abd Azis**") (the controlling shareholder of Kintan Prima) and their persons acting in concert ("**PACs**") collectively owned approximately 50.19% equity interest in JKB. On even date, Maybank Investment Bank Berhad as the Principal Adviser and Astramina Advisory Sdn Bhd as the Financial Adviser had, on behalf of Kintan Prima, served a notice of unconditional mandatory take-over offer to acquire all the remaining ordinary shares in JKB not already owned by Kintan Prima (Offeror), Abd Azis (Ultimate Offeror) and their PACs ("**MGO**") ("**MGO Notice**") on the Board of Directors of JKB ("**Board**").<br><br>On 12 September 2025, Datuk (Dr.) Yasmin binti Mahmood ("**Datuk Yasmin**") and Dato' Sri Iskandar Mizal bin Mahmood ("**Dato' Sri Iskandar**"), being the representatives of Kintan Prima, had been appointed as Executive Directors to the Board ("**Appointment**").<br><br>As the new controlling shareholder of JKB, Kintan Prima and Abd Azis intend to leverage on the expertise of Datuk Yasmin and Dato' Sri Iskandar who collectively have more than seventy (70) years of corporate experience, particularly in the areas of information technology, aviation and conglomerate management, to further improve the operations, financial performance, and prospects of JKB and its subsidiaries (collectively, "**JKB Group**"). |

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|---|---|
| | The Appointment will grant Datuk Yasmin and Dato' Sri Iskandar an earlier opportunity to assume their roles on the Board in order to minimise any potential disruption to the business operations of JKB in the event any resignation of any of the JKB's directors after the completion of the MGO.<br><br>Besides, subsequent to the MGO, Kintan Prima and Abd Azis will work together with the Board to continue evaluating the composition of the Board and the senior management of JKB, taking into consideration the business directions and operations of JKB Group, to ensure the continuity, accountability, and alignment with the interests of the minority shareholders of JKB. |
| **Q2** | With the shift in control, what mechanisms will be established to ensure minority shareholders are treated fairly and not disadvantaged in the takeover? |
| **A2** | On 11 September 2025, the Board has appointed MainStreet Advisers Sdn Bhd as the Independent Adviser to advise the non-interested directors and non-interested shareholders of JKB in relation to the MGO.<br><br>As disclosed in the MGO Notice, Kintan Prima (Offeror) and Abd Azis (Ultimate Offeror) intend to maintain the listing status of JKB on the Main Market of Bursa Malaysia Securities Berhad.<br><br>Also, Kintan Prima and Abd Azis intend to continue and strengthen the existing business of the JKB Group by leveraging on Abd Azis's business network and relationships, experience and expertise within the oil and gas and engineering services industries.<br><br>Kintan Prima and Abd Azis will work together with the management of JKB Group from time to time to conduct reviews of the business, operations as well as any strategic options with regards to the business or assets of JKB Group to determine the appropriate business strategies to be undertaken. Such reviews may lead to expansion, monetisation, rationalisation, or reorganisation activities of JKB Group's business and operations aimed at enhancing the JKB Group's competitiveness, improving its long-term prospects and undertaking other actions and initiatives in the best interest of the JKB Group. |