

SKYWORLD DEVELOPMENT BERHAD
(200601034211) (753970-X)
(Incorporated in Malaysia)

MINUTES OF THE 2024 ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD AT LEVEL 1, BLOCK D, EXCELLA BUSINESS PARK, JALAN AMPANG PUTRA, AMPANG, 55100 KUALA LUMPUR, MALAYSIA, ON FRIDAY, 27 SEPTEMBER 2024 AT 10.00 A.M.

- Present : Datuk Seri Ng Thien Phing (Executive Chairman) – also a shareholder
Datuk Lam Soo Keong @ Low Soo Keong (Executive Director) – also a shareholder
Mr Lee Chee Seng (Chief Executive Officer (“CEO”)) – also a shareholder
Mr Chan Seng Fatt (Independent Non-Executive Director)
Ms Ong Soo Chan (Independent Non-Executive Director) – also a shareholder
Ms Phang Sze Fui (Independent Non-Executive Director) – also a shareholder
Puan Zalinah Binti A Hamid (Independent Non-Executive Director)
- In attendance : Ms Te Hock Wee – Company Secretary
- By invitation : Mr Low Weng Cheong – Head of Finance
Mr Joe Wong – Representative of Deloitte PLT, the External Auditors
Ms Kok Sze Mei – Representative of Deloitte PLT, the External Auditors
Ms Tiyu Wan Ni – Representative of Tricor Corporate Services Sdn. Bhd.

The attendance of shareholders/corporate representatives/proxies at the 2024 AGM is as per the Attendance List.

1. CHAIRMAN

The Chairman, Datuk Seri Ng Thien Phing, welcomed all shareholders, proxies and invitees who attended the 2024 AGM of the Company.

The Chairman then introduced the members of the Board, the Head of Finance, the Company Secretary and the External Auditors to the attendees.

2. QUORUM

With the requisite quorum being present, the Chairman called the meeting to order.

3. NOTICE OF MEETING

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

4. POLLING PROCEDURE 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 Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to facilitate the poll voting process and Scrutineer Solutions Sdn. Bhd. as independent scrutineer to verify the poll results. The polling process would be conducted after all items on the agenda have been dealt with. Pursuant to the Constitution of the Company, the Chairman demanded for a poll to be conducted on all resolutions set forth in the Notice.

5. PRESENTATION BY THE CEO AND HOF

At the invitation of the Chairman, the Head of Finance gave a brief presentation on the key financial metrics of the Group for the financial year ended 31 March 2024 compared with financial year 2023.

Thereafter, the CEO presented the Group's corporate strategies, projects key milestones and achievements, business outlook and the initiatives undertaken by the Group for the years ahead to create long-term and sustainable value for the stakeholders.

The meeting proceeded to the agenda of the meeting.

6. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon ("**AFS 2024**"), having been circulated to all the shareholders of the Company within the statutory period, were tabled to the meeting for discussion.

The Chairman informed the meeting that the AFS 2024 were meant for discussion only as it does not require a formal approval from the shareholders. Hence, it was not put forward for voting.

The Chairman then invited questions from the floor in respect of the AFS 2024. The following questions were posted by the shareholders or proxies:-

Q1: What is the Board's view on the Malaysia's property market in the next few years? Any indicative timeline for the launch of its first project in Vietnam?

Company's response

The Malaysian residential property market is expected to continue growing in the coming years. The overall Malaysia residential sector recorded a growth rate of 7.1% in value year-over-year. However, the property development industry remains competitive, and the market affordability remains a concern. The Group is still focusing on mid-range and affordable housing development.

Other than Malaysia, the Group also expanded its regional footprint into Ho Chi Minh City, Vietnam, through its first acquisition of approximately 1.3 acres land located in Ho Chi Minh City for high-rise residential development purpose in September 2023. The project is expected to be launched in year 2026 in light that the authority approval process eventually takes approximately 2 years.

Q2: Does the Group has any plan to expand its landbank and what is the land size that the Company is looking at? Is there any targeted landbank acquisitions in Malaysia? Why the Company venturing into Vietnam's market via an acquisition of a small parcel of land at this juncture?

Company's response

Housing affordability among homebuyers in Malaysia is still an issue. The Group aims to capitalise on its current business landscape (mid-range and affordable housing developments) to address the prevalent issue of affordable housing. Further, the affordable SkyAwani series is poised at the forefront of bridging the gap between property prices and average income. The Group is actively sourcing for landbank in Klang Valley and exploring prospective land acquisition in the Northern region. The Group will continue acquiring lands which align with the current business landscape as well as exploring the use of Prefabricated Prefinished Volumetric Construction (PPVC) technology in construction for future projects.

Whereas in Vietnam's market, there is a supply-demand imbalance problem. The Group's first project in Ho Chi Minh City should stand the Company in good stead, moving forward. One of its peers recently launched a new project in Ho Chi Minh City and recorded a high take-up rate after the launch. The Management believes that this is the right time to venture into Vietnam's market as the land prices are reasonable nowadays. The Company had in August 2024 entered a memorandum of understanding (MOU) with another company for its second venture in Vietnam.

Q3: How much capital to be allocated for acquisition of landbank in Northern region? Other than Vietnam, does the Board has any plans to venture into other countries and what is the proportion of overseas and local projects in the coming years?

Company's response

The Company does not adopt a fixed capital allocation for acquisition of landbank in Klang Valley and Northern region, Instead, the Company taking opportunities as they arise. The capital required for acquisition of landbank in Penang is very much dependent on the demand and the location of the land. Other than Penang, the Group may also venture into Southern region in line with its business growth trajectory.

The Company will focus on Vietnam's market for the time being. Nevertheless, the business venture team is exploring prospective land acquisitions at other country as part of the Company's diversification initiatives.

Q4: Referring to Note 25 – Cash and Bank Balances (page 170 of the AFS 2024), it states that the utilisation of the bank balances of RM262,484,532 held under Housing Development Account (“HDA”) is restricted. Will the Company consider utilising the funds held under HDA? Would it still be considered as cash and bank balances if the use of the bank balances is restricted? Does the Company earn any interest on that and who is holding the funds?

Company's response

The bank balances held under the HDA can only be used for project development purposes only. It cannot be used for any purposes other than those stipulated in Housing Development (Housing Development Account)(Amendment) Regulations 2015. The HDA is to safeguard the interest of the homebuyers.

The funds in the HDA are held by the bank, with a minimal interest earned by the Company. The finance team will look into the disclosure/presentation in the audited accounts, moving forward, for better clarity.

Q5: A shareholder commented that the Company only pay a low dividend despite it has lots of cash.

Company's response

The Company is committed to pay annual dividend of not less than 20% of its profit after tax in respect of each financial year.

Q6: What is the business outlook of the Company in the coming years? Would the performance in next financial year improving?

Company's response

The Company's long-term goals remain unchanged. Property development is a cyclical business and it takes 3 to 5 years to materialise. Thus, the Company should focus on long-term perspective rather than short-term goals. The Company is committed to launch a combined Gross Development Value (GDV) of at least RM4.6 billion by the year 2026.

After dealing with all the questions raised, the Chairman declared that the AFS 2024 had been properly laid and received by the shareholders.

7. ORDINARY RESOLUTIONS 1 TO 7

The Chairman went through each of the motions set out in the Notice and there were no questions raised.

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

8. POLL VOTING SESSION

After going through all the motions set out in the Notice, the shareholders and proxies were invited to cast their votes.

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 duly passed by the shareholders of the Company, as follows:-

ORDINARY RESOLUTION 1

PAYMENT OF DIRECTORS' FEES UP TO AN AGGREGATE AMOUNT OF RM392,700 FOR THE PERIOD FROM 28 SEPTEMBER 2024 UNTIL THE NEXT AGM OF THE COMPANY, TO BE PAID MONTHLY IN ARREARS

By a vote of 708,124,500 shares (representing 99.9946%) voted for and 38,500 shares (representing 0.0054%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of Directors' fees up to an aggregate amount of RM392,700 for the period from 28 September 2024 until the next AGM of the Company, to be paid monthly in arrears, be and is hereby approved.

ORDINARY RESOLUTION 2

PAYMENT OF DIRECTORS' BENEFITS UP TO AN AGGREGATE AMOUNT OF RM47,000 FOR THE PERIOD FROM 28 SEPTEMBER 2024 UNTIL THE NEXT AGM OF THE COMPANY

By a vote of 708,124,500 shares (representing 99.9946%) voted for and 38,500 shares (representing 0.0054%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of Directors' benefits up to an aggregate amount of RM47,000 for the period from 28 September 2024 until the next AGM of the Company be and is hereby approved.

ORDINARY RESOLUTION 3

RE-ELECTION OF DIRECTOR – DATUK SERI NG THIEN PHING

By a vote of 708,235,600 shares (representing 99.9820%) voted for and 127,400 shares (representing 0.0180%) voted against the resolution, it was **RESOLVED:-**

THAT Datuk Seri Ng Thien Phing, who retired in accordance with Clause 76(3) of the Constitution of the Company, be and is hereby re-elected as a Director of the Company.

ORDINARY RESOLUTION 4

RE-ELECTION OF DIRECTOR – DATUK LAM SOO KEONG @ LOW SOO KEONG

By a vote of 708,235,600 shares (representing 99.9820%) voted for and 127,400 shares (representing 0.0180%) voted against the resolution, it was **RESOLVED:-**

THAT Datuk Lam Soo Keong @ Low Soo Keong, who retired in accordance with Clause 76(3) of the Constitution of the Company, be and is hereby re-elected as a Director of the Company.

ORDINARY RESOLUTION 5

RE-APPOINTMENT OF AUDITORS

By a vote of 708,247,700 shares (representing 99.9837%) voted for and 115,300 shares (representing 0.0163%) voted against the resolution, it was **RESOLVED:-**

THAT Deloitte PLT be and are hereby re-appointed as Auditors of the Company AND THAT the Directors be authorised to fix their remuneration.

ORDINARY RESOLUTION 6

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

By a vote of 672,206,600 shares (representing 94.8958%) voted for and 36,156,400 shares (representing 5.1042%) voted against the resolution, it was **RESOLVED:-**

THAT pursuant to Sections 75 and 76 of the Companies Act 2016, 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 12 months does not exceed ten per centum (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 earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

ORDINARY RESOLUTION 7
PROPOSED RENEWAL SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

By a vote of 125,116,900 shares (representing 99.9079%) voted for and 115,300 shares (representing 0.0921%) voted against the resolution, it was **RESOLVED**:-

THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Group be and is hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4 of the Circular to Shareholders dated 31 July 2024 provided that such transactions are:-

- (a) necessary for the Group's day-to-day operations;
- (b) undertaken 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
- (c) not detrimental to the interest of the minority shareholders of the Company.

THAT the authority conferred 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 by the shareholders of the Company in a general meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) the mandate is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be 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 this resolution.

10. CONCLUSION

The meeting concluded at 11.20 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

CHAIRMAN

Dated: 5 November 2024