

**FAVELLE FAVCO BERHAD**  
Registration No.: 199201017739 (249243-W)  
(Incorporated in Malaysia)

**MINUTES OF THE THIRTY-THIRD ANNUAL GENERAL MEETING (“33RD AGM”) OF FAVELLE FAVCO BERHAD (“FFB” OR “THE COMPANY”) HELD AT CONCORDE HOTEL SHAH ALAM, CONCORDE I, LEVEL 2, NO. 3, JALAN TENGKU AMPUAN ZABEDAH C9/C, 40100 SHAH ALAM, SELANGOR DARUL EHSAN ON THURSDAY, 26 JUNE 2025 AT 11.00 A.M.**

---

**PRESENT** : As per the Attendance List

**AGM33/1 PRELIMINARY**

Dato’ Sri Khazali Bin Haji Ahmad (“**Dato’ Sri Khazali**” or “**the Chairman**”), the Chairman of the Board of Directors (“**the Board**”) took the chair and welcomed everyone present at the Meeting. The requisite quorum being present pursuant to Article 62 of the Company's Constitution, the Chairman declared the Meeting duly convened at 11.00 a.m.

The Chairman then introduced the Board members, the Company Secretary and the External Auditors to the floor. were also in the Meeting. At this juncture, the Chairman extended his apology on behalf of Encik Sobri bin Abu, the Independent Non-Executive Director who is also the Chairman of Audit Committee for not being able to attend the 33rd AGM.

The Chairman requested the shareholders and proxies to raise questions that are kept strictly to the agenda as specified in the notice of the Meeting and to state their name, in order to facilitate recording purposes.

The Meeting noted that in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad all resolutions set out in the Notice of Annual General Meeting would be put into consideration by way of poll voting.

The Chairman informed that the Company has appointed Tricor Investor and Issuing House Services Sdn Bhd as the Poll Administrator to conduct the poll voting electronically and Coopers Professional Scrutineers Sdn Bhd as Scrutineer to verify the poll results.

**AGM33/2 NOTICE OF MEETING**

The Notice of Meeting having been circulated to shareholders and published in “The Star” on 29 April 2025 was taken as read.

**ORDINARY BUSINESS**

**AGM33/3      AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 AND THE REPORTS OF THE DIRECTORS AND AUDITORS**

The Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon, were tabled for discussion.

The Chairman informed the shareholders that the Audited Financial Statements for the financial year ended 31 December 2024 were intended for discussion only as the provision of the Section 340(1)(a) of the Companies Act 2016 requires the accounts and reports by the Directors be laid before the members at the AGM. There is no requirement for formal approval of the shareholders and hence, it would not put for voting.

The Chairman invited questions from the members or proxies present at the Meeting and there was no question from the floor, the Chairman declared that the Audited Financial Statements together with the Directors' and the Auditors' Reports were duly received and adopted by the shareholders.

**AGM33/4      ORDINARY RESOLUTION 1  
FIRST AND FINAL TAX EXEMPT DIVIDEND**

The Chairman proceeded to the second item of the Agenda which was to approve a first and final tax exempt dividend of 9.0 sen per ordinary share in respect of the financial year ended 31 December 2024.

**AGM33/5      ORDINARY RESOLUTION 2  
RE-ELECTION OF ENCIK MAZLAN BIN ABDUL HAMID, WHO  
RETIRES BY ROTATION PURSUANT TO ARTICLE 85 OF THE  
COMPANY'S CONSTITUTION**

The Chairman informed the Meeting that Ordinary Resolution no. 2 was on the re-election of Encik Mazlan bin Abdul Hamid who retires as a Director pursuant to Article 85 of the Company's Constitution, and he has offered himself for re-election.

The Chairman also informed the Meeting that Encik Sobri bin Abu ("En. Sobri"), who retires as a Director pursuant to Article 85 of the Constitution of the Company has expressed that he did not wish to seek re-election at the 33rd AGM as specified in the Notice of the 33rd AGM. Therefore, En. Sobri shall retire as a Director of the Company at the conclusion of the 33rd AGM.

On behalf of the Board, the Chairman expressed sincere thanks to En. Sobri for his past services, support and contribution to the Group and wished him the very best.

**AGM33/6      ORDINARY RESOLUTION 3  
APPROVAL FOR THE PAYMENT OF DIRECTORS' FEES AND  
BENEFITS PAYABLE UP TO AN AMOUNT OF RM1,000,000.00 FROM 27  
JUNE 2025 UNTIL THE NEXT AGM OF THE COMPANY**

The Chairman proceeded to the next item on the Agenda, which was to approve the payment of directors' fees and benefits payable up to an amount of RM1,000,000.00 from 27 June 2025 until the next AGM of the Company.

**AGM33/7      ORDINARY RESOLUTION 4  
RE-APPOINTMENT OF AUDITORS**

The Chairman informed the Meeting that item 5 on the Agenda was to approve the re-appointment of the retiring Auditors, Messrs Crowe Malaysia PLT which had indicated their willingness to continue in office for the ensuing year ending 31 December 2025 and to authorise the Directors to fix their remuneration.

**SPECIAL BUSINESS**

**AGM33/8      ORDINARY RESOLUTION 5  
PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**

The Chairman proceeded to the first item under special business which was to seek shareholders' approval on the Proposed Renewal of Authority for the Company to purchase its own ordinary shares of up to 10% of the total issued share capital of the Company, as detailed in the Statement to Shareholders dated 29 April 2025.

The Chairman invited questions from the members or proxies present at the Meeting and there was no question from the floor.

**AGM33/9      ORDINARY RESOLUTION 6  
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE  
FOR RECURRENT RELATED PARTY TRANSACTIONS OF A  
REVENUE OR TRADING NATURE**

The Chairman proceeded to the last item under special business which was to seek shareholders' approval on the proposed renewal of the existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature, as detailed in the Circular to Shareholders dated 29 April 2025.

The Chairman invited questions from the members or proxies present at the Meeting and there was no question from the floor.

**AGM33/10 POLLING PROCESS**

For the polling process, the Chairman declared the closure of the registration for attendance at the 33rd AGM.

The Chairman adjourned the 33rd AGM for approximately 10 minutes for the polling process.

**AGM33/11 ANNOUNCEMENT OF POLL RESULTS**

The 33rd AGM was resumed and the Chairman called the Meeting to order for the declaration of the results. The Chairman informed the shareholders that Coopers Professional Scrutineers Sdn Bhd had verified the poll voting results and that the poll voting results have been tabulated and as projected on the screen in the meeting room. The poll voting results is attached herewith as “Annexure A”.

Based on the poll results verified by the Scrutineers, the Chairman announced that all the resolutions tabled at 33rd AGM of the Company had been duly carried.

Therefore, **IT WAS RESOLVED:-**

**ORDINARY RESOLUTION 1  
FIRST AND FINAL TAX EXEMPT DIVIDEND**

**THAT** a first and final tax exempt dividend of 9.0 sen per ordinary share in respect of the financial year ended 31 December 2024 be and is hereby approved for payment.

**ORDINARY RESOLUTION 2  
RE-ELECTION OF ENCIK MAZLAN BIN ABDUL HAMID**

**THAT** Encik Mazlan bin Abdul Hamid, who retired pursuant to Article 85 of the Company’s Constitution, be and is hereby re-elected to the Board.

**ORDINARY RESOLUTION 3  
APPROVAL FOR THE PAYMENT OF DIRECTORS’ FEES AND  
BENEFITS UP TO AN AMOUNT OF RM1,000,000 FROM 27 JUNE 2025  
UNTIL THE NEXT AGM OF THE COMPANY**

**THAT** the payment of Directors’ fees and benefits up to an amount of RM1,000,000 from 27 June 2025 until the next AGM of the company be and is hereby approved.

**ORDINARY RESOLUTION 4  
RE-APPOINTMENT OF AUDITORS**

**THAT** the retiring Auditors, Messrs Crowe Malaysia PLT be and are hereby re-appointed as Auditors of the Company for the ensuing year and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors.

**ORDINARY RESOLUTION 5  
PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**

**“THAT** subject to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (**“Bursa Securities”**), Companies Act 2016 (**“the Act”**), and the Constitution of the Company, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company through Bursa Securities (**“Proposed Share Buy-Back”**), as may be determined by the Directors of the Company from time to time upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (i) the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed ten percent (10%) of the total number of issued share capital of the Company at any point in time; and
- (ii) the funds allocated by the Company for the Proposed Share Buy-Back shall not exceed the aggregate retained profits of the Company; and
- (iii) the authority conferred by this resolution shall continue to be in force until:-
  - (a) the conclusion of the next AGM of the Company following the general meeting at which this resolution was passed, at which time it shall lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, whether unconditionally or subject to conditions; or
  - (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first.

**THAT** the Directors of the Company be and are hereby authorised to deal with the shares purchased in the following manner:-

- (a) cancel all the shares so purchased; and/or
- (b) retain the shares so purchased as treasury shares, for distribution as share dividends to the shareholders and/or resell on the market of Bursa Securities; and/or
- (c) retain part thereof as treasury shares and cancel the remainder.

**AND THAT** the Directors of the Company be and are hereby authorised to give effect to the Proposed Share Buy-Back with full power to assent to any modifications and/or amendments as may be required by the relevant authorities.”

**ORDINARY RESOLUTION 6  
PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS’  
MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS  
OF A REVENUE OR TRADING NATURE**

**“THAT** subject to the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given for the Renewal of the Existing Shareholders’ Mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.1.2 of the Statement/Circular to Shareholders (**“Circular”**) dated 29 April 2025 provided that such transactions are 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 are not detrimental to the interests of the minority shareholders of the Company (**“Proposed Shareholders’ Mandate”**).

**THAT** the Proposed Shareholders’ Mandate conferred by this resolution shall continue to be in force until:-

- a) the conclusion of the next AGM of the Company at which time it will lapse, unless by ordinary resolution passed at the next AGM, the Proposed Shareholders’ Mandate is renewed; or
- b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c) revoked or varied by an ordinary resolution passed by the Company’s shareholders in a general meeting,

whichever is the earliest.

**AND THAT** the Directors of the Company be and are hereby authorised to take all steps and to do all such acts and deeds as they may consider expedient or necessary to give effect to the Proposed Shareholders’ Mandate.”

## **AGM33/12 CONCLUSION**

There being no further business, the Chairman declared the Meeting closed at 11.46 a.m. and thanked all present at the Meeting.

**SIGNED AS A CORRECT RECORD  
OF THE PROCEEDING THEREAT**

**CHAIRMAN**

**ANNEXURE A**  
**33<sup>rd</sup> AGM**  
**Poll Results**

**FAVELLE FAVCO BERHAD**  
(249243-W)

**Thirty-Third Annual General Meeting**

Concorde Hotel Shah Alam, Concorde I, Level 2, No. 3, Jalan Tengku Ampuan Zabedah C9/C,  
40100 Shah Alam, Selangor Darul Ehsan, Malaysia

On 26-June-2025 at 11:00AM

**Result On Voting By Poll**

Resolution(s)	Vote 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	180,080,901	99.9994	127	98.4496	1,100	0.0006	2	1.5504	180,082,001	100.0000	129	100.0000
Ordinary Resolution 2	177,402,701	99.9517	121	95.2756	85,700	0.0483	6	4.7244	177,488,401	100.0000	127	100.0000
Ordinary Resolution 3	180,075,901	99.9966	126	97.6744	6,100	0.0034	3	2.3256	180,082,001	100.0000	129	100.0000
Ordinary Resolution 4	179,780,901	99.9994	126	98.4375	1,100	0.0006	2	1.5625	179,782,001	100.0000	128	100.0000
Ordinary Resolution 5	179,780,901	99.9994	126	98.4375	1,100	0.0006	2	1.5625	179,782,001	100.0000	128	100.0000
Ordinary Resolution 6	9,882,545	99.9889	110	98.2143	1,100	0.0111	2	1.7857	9,883,645	100.0000	112	100.0000



21