

PTT SYNERGY GROUP BERHAD
(**"PTT"** or **"the Company"**)
[Registration No. 197101000134 (10493-P)]
(Incorporated in Malaysia)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING ("**EGM**" OR "**THE MEETING**") OF THE COMPANY HELD AT 2A-1-1(B), SPACE U8, NO. 6, PERSIARAN PASAK BUMI, TAMAN BUKIT JELUTONG, SEKSYEN U8, 40150 SHAH ALAM, SELANGOR DARUL EHSAN ON THURSDAY, 27 FEBRUARY 2025 AT 10:00 A.M.

DIRECTORS PRESENT : Dato' Abd Rahim bin Jaafar (*Executive Chairman*)
Mr. Teo Swee Leng (*Deputy Chairman*)
Mr. Teo Swee Phin (*Managing Director*)
Ms. Tang Choi Peng (*Group Chief Executive Officer cum Executive Director*)
Datin Ng Fong Shiang (*Executive Director*)
Dato' Mahamed bin Hussain (*Independent Non-Executive Director*)
Datuk Ir. Ruslan bin Abdul Aziz (*Independent Non-Executive Director*)
Mr. Toh Seng Thong (*Independent Non-Executive Director*)

MEMBERS PRESENT : As per Attendance List

PROXY HOLDERS PRESENT : As per Attendance List

BY INVITATION : As per Attendance List

IN ATTENDANCE : Ms. Cathy Chew Kit Yee (*Company Secretary*)

CHAIRMAN

Dato' Abd Rahim bin Jaafar ("**Dato' Chairman**" or "**Dato' Rahim**") was in the Chair. Dato' Chairman welcomed all present to the EGM of the Company and called the Meeting to order at 10:00 a.m.

Dato' Chairman then proceeded to introduce the Directors, Company Secretary and representatives from Maybank Investment Bank Berhad who were in attendance.

QUORUM

With the requisite quorum being present pursuant to Clause 63 of the Company's Constitution, Dato' Chairman declared the Meeting duly convened.

Dato' Chairman informed the Meeting that the Company was using 20 February 2025 as the determinant date of the General Meeting Record of Depositors for the EGM.

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NOTICE OF MEETING

The Notice convening the Meeting dated 12 February 2025, having been circulated within the prescribed period, was taken as read with the permission of the Meeting.

PROCEEDINGS AND VOTING PROCEDURES

Dato' Chairman informed that the voting of the Meeting would be conducted by way of poll in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Pursuant to the above and Section 330 of the Companies Act 2016, Dato' Chairman exercised his rights to demand the votes on the resolutions set out in the Notice of the EGM to be conducted by way of poll to demonstrate shareholder democracy of one-share one-vote.

Ms. Cathy Chew Kit Yee, the Company Secretary, briefed the Meeting on the proceedings of the Meeting. The voting process for all the resolutions set out in the Notice of the EGM will be carried out after the discussion of all agenda items of the Meeting.

The Meeting was informed that Securities Services (Holdings) Sdn. Bhd. was the Poll Administrator to conduct the polling process while Commercial Quest Sdn. Bhd. was the Independent Scrutineer to verify the poll results.

1.0 ORDINARY RESOLUTION 1

- **PROPOSED DISPOSAL BY PTT LOGISTICS HUB 1 SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY TO MTRUSTEE BERHAD (ACTING ON BEHALF OF CAPITALAND MALAYSIA TRUST) OF TWO (2) PARCELS OF ADJOINING FREEHOLD LAND HELD UNDER HSD 90267, PT 50053 AND HSD 90268, PT 50054, MUKIM OF RAWANG, DAERAH GOMBAK, STATE OF SELANGOR ("LAND") TOGETHER WITH A SINGLE-STOREY INDUSTRIAL WAREHOUSE (TOGETHER WITH THE AUTOMATED STORAGE AND RETRIEVAL RACKING SYSTEM) WITH AN ANNEXED THREE-STOREY OFFICE BUILDING AND ANCILLARY BUILDINGS TO BE ERECTED ON THE LAND FOR A CASH CONSIDERATION OF RM180.0 MILLION ("PROPOSED DISPOSAL") AND SUBSEQUENT LEASEBACK BY PROJEK TETAP TEGUH SDN. BHD. FROM MTRUSTEE BERHAD (ACTING ON BEHALF OF CAPITALAND MALAYSIA TRUST)**
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Dato' Chairman informed that the first item on the agenda was to approve the Ordinary Resolution in respect of the Proposed Disposal.

The Meeting noted that the details of this Ordinary Resolution were provided in Part A of the Circular to Shareholders dated 12 February 2025.

Dato' Chairman then invited questions from the floor and there was no question raised.

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2.0 ORDINARY RESOLUTION 2

- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' RRPT MANDATE")

Dato' Chairman informed that the next item on the agenda was to approve the Ordinary Resolution in respect of the Proposed New Shareholders' RRPT Mandate.

The Meeting noted that the details of this Ordinary Resolution were provided in Part B of the Circular to Shareholders dated 12 February 2025.

The Meeting also noted that the proposed adoption of this Ordinary Resolution was to give mandate to the Company and its subsidiaries ("**the Group**") to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the Group's day-to-day operations subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Dato' Chairman further informed that the interested Directors, namely Mr. Teo Swee Leng, Mr. Teo Swee Phin and himself had abstained and would continue to abstain from all deliberations and voting in respect of this Ordinary Resolution. They had also undertaken to ensure that themselves and persons connected to them would abstain from voting on this Ordinary Resolution at the Meeting.

Dato' Chairman then invited questions from the floor and there was no question raised. The Meeting proceeded with the poll voting.

CONDUCT OF POLL VOTING

Dato' Chairman announced that the registration for attendance at the EGM was closed at 10:10 a.m. to facilitate the conduct of the poll.

The Meeting was briefed on the procedure on the conduct of a poll and all shareholders, proxies and corporate representatives were requested to cast their votes.

After all votes had been cast, the Meeting was adjourned at 10:13 a.m. to facilitate the tabulation of votes and verification for the declaration of poll results.

ANNOUNCEMENT OF THE POLL RESULTS

The Meeting resumed at 10:21 a.m. for the announcement of the poll results.

The Company Secretary announced the poll results as follows: -

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| Resolutions | Voted For | | Voted Against | |
|-----------------------------------------|---------------|----------|---------------|--------|
| | No. of Shares | % | No. of Shares | % |
| <u>Ordinary Resolution 1</u> | | | | |
| Proposed Disposal and Leaseback | 291,242,060 | 100.0000 | 100 | 0.0000 |
| <u>Ordinary Resolution 2</u> | | | | |
| Proposed New Shareholders' RRPT Mandate | 36,970,098 | 99.9997 | 100 | 0.0003 |

Based on the poll results, Dato' Chairman declared that the following resolutions be **CARRIED**: -

ORDINARY RESOLUTION 1

- PROPOSED DISPOSAL AND SUBSEQUENT LEASEBACK BY PROJEK TETAP TEGUH SDN. BHD. FROM MTRUSTEE BERHAD (ACTING ON BEHALF OF CAPITALAND MALAYSIA TRUST)

*"**THAT** subject to the approval of all relevant authorities/parties being obtained, approval be and is hereby given for the Proposed Disposal, upon the terms and conditions as set out in the conditional Sale and Purchase Agreement dated 2 December 2024 between PTT Logistics Hub 1 Sdn. Bhd. and MTrustee Berhad, acting as the trustee for CapitaLand Malaysia Trust.*

***AND THAT** the Board of Directors of the Company ("**Board**") be and is hereby authorised to take all such necessary steps to give effect and to complete the Proposed Disposal with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Disposal."*

ORDINARY RESOLUTION 2

- PROPOSED NEW SHAREHOLDERS' RRPT MANDATE

*"**THAT** subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Group to enter into and to give effect to the category of the recurrent related party transactions of a revenue or trading nature from time to time with the Related Parties as specified in Part B, Section 2.5 of the Circular to Shareholders dated 12 February 2025 provided that such transactions are: -*

- (i) recurrent transactions of a revenue or trading nature;*
- (ii) necessary for the Group's day-to-day operations;*
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and*

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(iv) *not detrimental to the minority shareholders of the Company.*

AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until: -

- (i) *the conclusion of the next Annual General Meeting ("**AGM**") of the Company following this EGM at which the Proposed New Shareholders' RRPT Mandate was passed, at which time it will lapse, unless by an ordinary resolution passed at the next AGM, the authority is renewed;*
- (ii) *the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**Act**") [but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or*
- (iii) *revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;*

whichever is earlier;

AND FURTHER THAT the Directors be 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 to give effect to the Proposed New Shareholders' RRPT Mandate."

CONCLUSION

Dato' Chairman concluded the Meeting and thanked all present for their attendance.

The Meeting ended at 10:22 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

- duly signed-

DATO' ABD RAHIM BIN JAAFAR
CHAIRMAN

Dated: 27 February 2025