TOMEI CONSOLIDATED BERHAD

(200501015912) (692959-W)
(Incorporated in Malaysia)

Minutes of the Twenty-First Annual General Meeting of the Company held at Dewan Berjaya, Bukit Kiara Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Tuesday, 26 May 2026 at 9.00 a.m.

Present	:	Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad Datuk Ng Yih Pyng Mr Ng Yih Chen Tan Sri Dr Madinah Binti Mohamad Ms Ng Sheau Yuen Datin Choong Chow Mooi Mr Lau Tiang Hua Ms Chin Min Ming Mr Tan Chee Beng Mr Lau Chia En
In Attendance	:	Ms Jolynn Teoh (Company Secretary)
By Invitation	:	Mr Tan Syn Wooi (Tomei) Ms Lim Poh Yee (Ace) Ms Leong Yen Huah (Ace) Mr Chris Chuah (Imej Jiwa) Mr Lum Chiew Mun (External Auditor) Pn Aiman Azizi (External Auditor) Ms Winnie Chok (Poll Administrator) Mr Liong Cheng Tuck (Poll Administrator) Pn Nor Syahirah Binti Kamal Ibrahim (Poll Administrator) En Muhammad Sufi Zainureen (Poll Administrator) Ms Charlene Lee Pei Shyuen (Scrutineer)

As at 24 May 2026, being the cut-off date for determining the shareholders who shall be entitled to attend the Company's Annual General Meeting ("AGM"), the Company have 2,376 depositors, and the total number of issued shares stood at 138,600,000 ordinary shares. There were 69 proxy forms received by the Company within the prescribed period.

1. CHAIRMAN

The Chairman, Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad chaired the Meeting.

He then welcomed the members on behalf of the Company and thanked them for their attendance at the Meeting.

The Chairman announced that since the notice convening the Meeting was advertised and published on the Company's website, he shall take it as been read.

Before the Meeting begin with the first order of business, the Chairman informed that the voting for all Resolutions shall be by way of polling in accordance to Paragraph 8.29A of the Bursa Malaysia Listing Requirements and Article 67.1 of the Constitution of the Company.

He informed that the Company has appointed Bina Management Sdn Bhd, as the poll administrator to conduct the polling process while Lawco Corporate Services Sdn Bhd was appointed as scrutineer to verify the poll. The polling process for the resolutions will be conducted upon completion on their deliberations at the AGM.

He also informed that the question and answer session would be held after each motion has been moved in order to facilitate the orderly conduct of the Meeting. He further requested the shareholder or proxy to state his / her name and whether he / she is a shareholder or proxy for record purpose before asking any question.

2. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 AND THE REPORTS OF DIRECTORS' AND AUDITORS' THEREON

The Secretary was instructed to read the first item of the agenda.

The Secretary informed the meeting that this agenda item was meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item was not put forward for voting.

The Chairman put the item to the floor for discussion.

Ms Kok Chiew Sia ("Ms Kok"), a proxy for CGS International Nominees Malaysia (Asing) Sdn Bhd, queried on how the Company determines its dividend payout, noting that net profits have been increasing year-on-year while dividend distribution remains relatively low.

Datuk Ng Yih Pyng ("Datuk Ng"), the Managing Director of the Company, responded that the proposed dividend declaration takes into account the Company's ongoing investments, including expansion into the pawnbroking business, as well as the need to preserve cash amid prevailing economic and geopolitical uncertainties. He emphasized that a prudent and cautious approach is required to ensure sufficient financial resources to support new ventures and long-term sustainability.

Mr Edward Chai Chuan Jun ("Mr Edward") a proxy for Cartaban Nominees (Asing) Sdn Bhd, acknowledged the Board's explanation. While he noted that the Company appeared to be in a similar position as in the previous year, he expressed his view that the Company still has the capacity to declare a higher dividend payout. He also raised questions regarding the rationale for share buybacks and expressed a preference for dividend distribution over share buybacks, noting that buybacks should have a clear purpose, while recognizing that the current business environment remains challenging.

The Chairman responded that there is no single "right" level of dividend payout, as such decision depends on various factors, including market conditions and the prevailing interest rate environment. He also noted that dividends may be subject to taxation, whereas capital gains from share price appreciation are generally non-taxable, which may influence shareholders' preference.

Datuk Ng further reiterated the Company's cautious approach to cash management, emphasizing the need to retain sufficient cash to support ongoing investments and diversification initiatives, including the expansion of the pawnbroking business and the introduction of a digital platform for gold purchases, which are expected to contribute to future growth.

Ms Kok further raised questions regarding the Company's share buyback strategy, expressing the view that greater consideration should be given to cash flow management. She also enquired about the Company's approach on hedging and its impact on pricing, as well as the outlook and competitiveness of the pawnbroking business.

Datuk Ng responded that the Board had deliberated extensively on hedging and decided not to adopt a hedging policy, as market movements are difficult to predict. Instead, the Company adopts a pricing strategy based on replacement cost, whereby selling prices are adjusted in line with market movements.

On business development, Datuk Ng highlighted that the pawnbroking business and the digital gold platform forms part of the Company's diversification strategy and complement its core jewellery operations. To date, the Company has established eight pawnbroking outlets, including three that was recently opened. The existing outlets have showing steady performance. The Company will continue to expand cautiously, and may open new outlets depending on performance and location suitability.

Mr James Hugh Alexander Hay ("Mr James"), a proxy for CGS International Nominees Malaysia (Asing) Sdn Bhd, enquired about the composition of the Company's inventory, in particular the proportion of gold, and whether such inventory can be readily liquidated in the event of adverse market conditions. He also sought clarification on the breakdown between finished and unfinished products, as well as the nature of related party transactions and the purchase of properties including a condominium owned by the Company.

Datuk Ng responded that approximately 80% of the Company's inventory comprises gold, which can be readily liquidated if required. The remaining inventory consists of finished and other jewellery products. Most of the related party transactions involve rental arrangements for its office premises. The purchase of properties are meant for the operation of pawnbroking business. Unutilized space will be rented for additional income. He further explained that the condominium was an asset of Pajak Gadai JP Sdn Bhd when it was acquired by the Company. The condominium is currently rented out for additional income of the Company. We also have placed the unit on the market for potential disposal, subject to suitable pricing.

Mr James further raised concerns regarding the proposed mandate for the issuance of new shares, noting that such authority may result in potential dilution to existing shareholders if exercised without clear purpose. He suggested that any capital raising for new business ventures should be subject to careful consideration and justification.

Datuk Ng responded that the mandate is a standard provision to provide flexibility for the Company and does not indicate any immediate intention to issue new shares. He emphasized that any such exercise would be undertaken with due consideration and in the best interest of the Company and its shareholders.

As there were no further questions from the floor, the Chairman then declared that the Audited Financial Statements of the Company for the financial year ended 31 December 2025 have, in accordance with Section 340(1)(a) of the Companies Act, 2016, been properly laid and received.

3. TO APPROVE THE DECLARATION OF A FIRST AND FINAL SINGLE TIER DIVIDEND OF 2.0 SEN PER ORDINARY SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

The Secretary was instructed to read the second item of the agenda.

The Secretary informed the meeting that this agenda item is for the approval of the declaration of a first and final single-tier dividend of 2.0 sen per ordinary share for the financial year ended 31 December 2025.

The Chairman put the item to the floor for discussion.

There being no questions from the floor, the motion was duly proposed by Mr Samuel Sia Hsiao Guong ("SS"), a proxy for Ms Ng Sheau Chyn and seconded by Ms Ter Bee Hong ("TBH"), a proxy for Mr Tan Han Boon.

4. TO APPROVE THE PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM613,200.00 FROM 27 MAY 2026 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Secretary was instructed to read the third item of the agenda.

The Secretary informed the meeting that this agenda item is to approve the payment of Directors' fees amounting to RM613,200.00 for the period from 27 May 2026 until the next Annual General Meeting of the Company.

The Chairman put the item to the floor for discussion.

There being no questions from the floor, the motion was duly proposed by TBH and seconded by Ms Leong Zi Ying ("LZY"), a proxy for Ms Gan Sao Wah @ Gan Sao Eng.

5. TO APPROVE THE PAYMENT OF ADDITIONAL DIRECTORS' FEES AMOUNTING TO RM9,734.00 FROM 23 MAY 2025 UNTIL 26 MAY 2026

The Secretary was instructed to read the fourth item of the agenda.

The Secretary informed the meeting that this agenda item is to approve the payment of additional Directors' fees amounting to RM9,734.00 from 23 May 2025 until 26 May 2026.

The Chairman put the item to the floor for discussion.

There being no questions from the floor, the motion was duly proposed by LZY and seconded by Ms Tham Sook Mun ("TSM"), a proxy for Ms Ng Sheau Yuen.

6. TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) OF UP TO RM80,000.00 FROM 27 MAY 2026 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Secretary was instructed to read the fifth item of the agenda.

The Secretary informed the meeting that this agenda item is to approve the payment of Directors' benefits (excluding Directors' fees) of up to RM80,000.00 from 27 May 2026 until the next Annual General Meeting of the company.

The Chairman put the item to the floor for discussion.

There being no questions from the floor, the motion was duly proposed by SS and seconded by TBH.

7. TO RE-ELECT DIRECTORS WHO ARE RETIRING PURSUANT TO CLAUSE 83.1 OF THE COMPANY'S CONSTITUTION

The Secretary was instructed to read the sixth item of the agenda.

The Secretary informed the meeting that this agenda item is to re-elect Directors who are retiring pursuant to Clause 83.1 of the Company's Constitution.

(i) The first Director standing for re-election was Tan Sri Dr Madinah Binti Mohamad.

The Chairman put the item to the floor for discussion.

There being no questions from the floor, the motion was duly proposed by TBH and seconded by Mr Elvis Chong Chin Wui ("EC"), a proxy for Ms Cheong Ngat Ching and Mr Chan Kah Hui.

(ii) The second Director standing for re-election was Datin Choong Chow Mooi.

The Chairman put the item to the floor for discussion.

There being no questions from the floor, the motion was duly proposed by EC and seconded by TBH.

(iii) The third Director standing for re-election was Ms Chin Min Ming.

The Chairman put the item to the floor for discussion.

There being no questions from the floor, the motion was duly proposed by EC seconded by SS.

8. TO RE-ELECT DIRECTOR WHO ARE RETIRING PURSUANT TO SECTION 202(3) OF THE COMPANIES ACT 2016

The Secretary was instructed to read the seventh item of the agenda.

The Secretary informed the meeting that this agenda item is to re-elect Directors who are retiring pursuant Section 202(3) of the Companies Act, 2016.

(i) The first Director standing for re-election was Mr Tan Chee Beng.

The Chairman put the item to the floor for discussion.

There being no questions from the floor, the motion was duly proposed by TBH and seconded by EC.

(ii) The second Director standing for re-election was Mr Lau Chia En.

The Chairman put the item to the floor for discussion.

There being no questions from the floor, the motion was duly proposed by TSM and seconded by LZY.

9. TO RE-APPOINT MESSRS BDO PLT AS AUDITORS OF THE COMPANY

The Secretary was instructed to read the eighth item of the agenda.

The Secretary informed the meeting that this agenda item is to re-appoint Messrs BDO PLT as Auditors of the Company for the financial year ending 31 December 2026 and to authorize the Board of Directors to fix their remuneration.

Mr James enquired about the tenure of the current auditor and suggested for the Company to consider periodically reviewing or changing its auditor as part of good governance practices.

Tan Sri Dr Madinah Binti Mohamad, the Audit Committee Chairman, responded that Messrs BDO PLT has been serving the Company for approximately 20 years. She further highlighted that the Audit Committee has rigorously assessed and challenged the auditor on their independence and professionalism, and to date, has found no reason to warrant a change. She noted that the Committee continues to place emphasis on evolving audit areas, including technology and cybersecurity. Nevertheless, she acknowledged Mr James's suggestion and indicated that the matter would be considered going forward.

There being no further questions from the floor, the motion was duly proposed by TBH and seconded by SS.

10. SPECIAL BUSINESS
AUTHORITY TO ALLOT AND ISSUE SHARES

The Secretary read out the ninth item of the agenda.

The Secretary informed the meeting that this agenda item is to empower the Directors to allot and issue shares of not exceeding 10% of the total number of issued shares of the Company.

The Chairman put the item to the floor for discussion.

There being no questions from the floor, the motion was duly proposed by TBH and seconded by SS.

11. SPECIAL BUSINESS
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The Secretary read out the tenth item of the agenda.

The Secretary informed the meeting that this resolution is to renew the existing mandate to allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature.

The Chairman highlighted that the interested Directors shall abstained from deliberation and would abstain from voting on this resolution.

The Chairman put the item to the floor for discussion.

There being no questions from the floor, the motion was duly proposed by TBH and seconded by LZY.

12. SPECIAL BUSINESS
PROPOSED RENEWAL OF AUTHORITY FOR SHARES BUY-BACK

The Secretary read out the eleventh item of the agenda.

The Secretary informed the meeting that this resolution is to empower the Directors to purchase up to 10% of the total number of issued shares of the Company.

The Chairman put the item to the floor for discussion.

The motion was proposed by EC and seconded by SS.

13. TO TRANSACT ANY OTHER BUSINESS AND VOTING BY POLL

The Chairman informed that there was no notice received for the transaction on any other business and therefore the Meeting shall proceed to conduct the voting of all resolutions by poll. The Secretary was instructed to brief on the polling procedure.

The Secretary then briefed all the Shareholders and Proxies present on the voting requirement. She informed that shareholder's name must be written in full on the poll form. The poll form shall be indicated with a cross on whether he/she is voting 'For' or 'Against' the resolution and must be signed accordingly. She informed everyone that any alteration made to the form must be initialled. She also informed the proxy holder to sign the poll form if the appointors have already indicated their votes on the proxy form.

Thereafter, Shareholders / Proxies are to deposit the completed poll form into the ballot box placed at the back of the meeting room. The Scrutineer and Registrar will then conduct the poll verification, counting and report to the Chairman. Saved for manifest error, the results of the poll shall be final and conclusive. The results of the poll shall be announced after the scrutineer has completed his/her report which is expected to take about half an hour.

14. ANNOUNCEMENT OF POLL VOTING RESULT

The Chairman welcomed back the Shareholders / Proxies to the Twenty-First Annual General Meeting and he informed that the scrutineer has finalized the results of the polling. He then invited the scrutineer, Ms Charlene Lee Pei Shyuen from Lawco Corporate Services Sdn Bhd to announce the result of the votes.

The scrutineer read out the results of the poll voting as below:-

No	Resolutions	For		Against		Resolution (Passed / Not Passed)
		No. of shares	%	No. of shares	%	
1.	Declaration of First and Final Single Tier Dividend	86,748,478	99.8570	124,200	0.1430	Passed
2.	Approval for the Payment of Directors' Fees from 27 May 2026 until the next AGM	85,320,922	99.9968	2,756	0.0032	Passed

3.	Approval for the Payment of Additional Directors' Fees from 23 May 2025 until 26 May 2026	85,320,911	99.9968	2,767	0.0032	Passed
4.	Approval for the Payment of Directors' Benefits from 27 May 2026 until the next AGM	85,321,422	99.9974	2,256	0.0026	Passed
5.	Re-election of Tan Sri Dr Madinah Binti Mohamad as Director	86,871,329	99.9984	1,349	0.0016	Passed
6.	Re-election of Datin Choong Chow Mooi as Director	84,995,829	99.1868	696,849	0.8132	Passed
7.	Re-election of Ms Chin Min Ming as Director	86,871,329	99.9984	1,349	0.0016	Passed
8.	Re-election of Mr Tan Chee Beng as Director	86,871,329	99.9984	1,349	0.0016	Passed
9.	Re-election of Mr Lau Chia En as Director	86,175,829	99.1979	696,849	0.8021	Passed
10.	Re-appointment of BDO PLT as Auditors	86,586,232	99.6703	286,446	0.3297	Passed

Special Business

No	**Resolutions**	**For**		**Against**		**Resolution (Passed / Not Passed)**
		No. of shares	**%**	**No. of shares**	**%**	
11.	Ordinary Resolution 1 Authority to Allot and Issue Shares	86,459,426	99.5244	413,206	0.4756	Passed
12.	Ordinary Resolution 2 Proposed Shareholders' Mandate for Recurrent Related Party Transactions	1,325,133	91.3486	125,500	8.6514	Passed
13.	Ordinary Resolution 3 Proposed Renewal of Authority for Shares Buy-Back	86,586,232	99.6703	286,400	0.3297	Passed

It is hereby resolved that all the resolutions were passed by the members of the Company.

Before concluding the meeting, the Chairman informed that Mr Lau Tiang Hua would be resigning as a Director of the Company at the conclusion of the Twenty-First Annual General Meeting. The Chairman then recorded the Board's appreciation to Mr Lau Tiang Hua for his valuable contributions and dedicated service to the Company during his tenure. Mr Lau Tiang Hua expressed his gratitude to the Board, Management, and shareholders for their support and cooperation, and conveyed his best wishes for the continued success of the Company.

The Chairman then concluded the business of the Twenty-First Annual General Meeting at 10.45 a.m.

Signed as a correct record

CHAIRMAN