

SINARAN ADVANCE GROUP BERHAD
[Registration No. 202001007513 (1363833-T)]
(Incorporated in Malaysia)

MINUTES OF THE FIFTH ANNUAL GENERAL MEETING OF THE COMPANY CONDUCTED ON A HYBRID MODE AT 4TH FLOOR, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ("MAIN VENUE") AND THROUGH REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES VIA [HTTPS://REBRAND.LY/SINARANAGM](https://rebrand.ly/sinaranagm) IN MALAYSIA ("ONLINE MEETING PLATFORM") ON TUESDAY, 3 JUNE 2025 AT 3:00 P.M.

DIRECTORS : Mr. Koo Kien Yoon
(Non-Independent Non-Executive Director)
(Chairman of the Meeting)

Encik Ahmad Nasirruddin Bin Harun
(Independent Non-Executive Director)

Mr. Chuah Hoon Hong
(Independent Non-Executive Director)
(via video-conferencing)

Encik Abdul Menon Bin Arsad @ Abdul Manan Bin Arshad
(Independent Non-Executive Director)
(via video-conferencing)

Ms. Charissa Lim Zhu Ai
(Independent Non-Executive Director)
(via video-conferencing)

IN ATTENDANCE : Ms. Chua Siew Chuan (Company Secretary)

BY INVITATION : Ms. Pauline Tee (Finance Manager)

Ms. Joanne Kong (Account cum Admin Assistant)

Mr. Kong Tung Sam
(Representative of External Auditors, ChengCo PLT)
(via video-conferencing)

MEMBERS, PROXIES AND CORPORATE REPRESENTATIVES : As per Attendance List

CHAIRMAN

Mr. Koo Kien Yoon, the Non-Independent Non-Executive Director of the Company, was appointed as the Chairman of the Fifth Annual General Meeting of the Company ("**Fifth AGM**") ("**Chairman**") pursuant to Clause 19.4 of the Company's Constitution. He welcomed all present to the Fifth AGM and informed that the Fifth AGM was conducted on a hybrid mode.

The Chairman then introduced the Directors, Management and the External Auditors who were in attendance.

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QUORUM

The requisite quorum being present pursuant to Clause 24.6 of the Company's Constitution, the Chairman declared the Meeting duly convened.

The Chairman informed the Meeting that the Company was using 27 May 2025 as the determinant date of the General Meeting Record of Depositors.

NOTICE

The Notice convening the Meeting dated 30 April 2025 having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

PROXIES, PROCEEDINGS AND POLL VOTING

The Chairman briefed the Meeting that Bursa Malaysia Securities Berhad had mandated poll voting for all resolutions set out in the notice of general meetings.

The Chairman then highlighted to the shareholders and proxies present both physically and virtually at the Meeting of their right to ask questions in relation to the agenda items for the Meeting and vote on the resolution to be tabled at the Fifth AGM. The Chairman further informed that in his capacity as Chairman of the Meeting, he had been appointed as proxy by some shareholders who were unable to participate in the Meeting, and would be voting as their proxy in accordance with their voting instructions, where indicated.

The Meeting was informed that as there was no legal requirement for a proposed resolution to be seconded, the Chairman would take the Meeting through each item on the Agenda followed by a "Question and Answer" session upon completion of deliberations of items to be transacted at the Meeting, prior to the poll voting session.

The Meeting was informed that the Share Registrar of the Company, Prosec Share Registration Sdn. Bhd. was appointed to act as the Poll Administrator and SharePolls Sdn. Bhd. was appointed to act as the Independent Scrutineer to verify the results of the poll tabulation. The Meeting was informed that the poll for resolutions would be conducted upon completion of the formality and discussion of the business tabled at the Meeting.

Shareholders and proxies present both physically and virtually were informed that they could proceed to cast and submit their votes in the manner indicated, once announced by the Chairman during the Meeting, until the closure of the voting session

For virtual attendees, a short video clip was played at the Meeting showing the step-by-step guide on the online voting module to guide shareholders and proxies on where and how they could post their questions and for voting.

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PRESENTATION OF LETTER FROM THE MINORITY SHAREHOLDERS WATCH GROUP

The Chairman briefed the Meeting that the Company had on 29 May 2025 received a letter from the Minority Shareholders Watch Group ("**MSWG**"), which raised several issues on operation/financial matters and corporate governance matters of the Company.

As requested by MSWG, the Meeting noted the points raised by MSWG and the Company's reply thereto as presented by the Chairman. A copy of the same was annexed to this minutes as Annexure "A".

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

The Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon.

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

The Chairman declared that the Audited Financial Statements the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon, be received.

2.0 APPROVAL OF DIRECTORS' FEES PAYABLE TO THE DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025

The Chairman informed that the second item on the Agenda was to approve the payment of Directors' Fees payable to the Directors of the Company of up to RM280,000/- for the financial year ending 31 December 2025 and to be made payable on monthly basis.

3.0 APPROVAL OF AN AMOUNT OF UP TO RM20,000/- AS BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY WITH EFFECT FROM 4 JUNE 2025, A DAY AFTER THE FIFTH AGM UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY IN YEAR 2025 PURSUANT TO SECTION 230(1)(b) OF THE COMPANIES ACT 2016

The Chairman informed that the third item on the Agenda was to approve an amount of up to RM20,000/- as benefits payable to the Non-Executive Directors of the Company with effect from 4 June 2025, a day after the Fifth AGM until the next Annual General Meeting of the Company in year 2026 pursuant to Section 230(1)(b) of the Companies Act 2016.

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4.0 RE-ELECTION OF THE FOLLOWING DIRECTORS, WHO RETIRED PURSUANT TO CLAUSE 21.7 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, OFFERED THEMSELVES FOR RE-ELECTION:-

- (A) MR. KOO KIEN YOON; AND**
(B) ENCIK ABDUL MENON BIN ARSAD @ ABDUL MANAN BIN ARSHAD

The Chairman informed that the fourth item on the Agenda was to re-elect himself as he retired pursuant to Clause 21.7 of the Constitution of the Company and therefore, the Chairman proposed to handover the chairmanship for this item of the Agenda to Encik Ahmad Nasiruddin Bin Harun ("**Encik Nasir**").

Encik Nasir informed that the fourth item on the Agenda was to re-elect Mr. Koo Kien Yoon and Encik Abdul Menon Bin Arsad @ Abdul Manan Bin Arshad, who retired pursuant to Clause 21.7 of the Constitution of the Company and being eligible, had each offered themselves for re-election.

Encik Nasir thereafter handed over the chairmanship back to the Chairman. The Chairman thanked Encik Nasir for chairing the Agenda of the Meeting.

5.0 RE-APPOINTMENT OF CHENGCO PLT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025 AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY AT A REMUNERATION TO BE DETERMINED BY THE DIRECTORS

The Chairman informed that the fifth item on the Agenda was to re-appoint ChengCo PLT as Auditors of the Company for the financial year ending 31 December 2025 and to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be determined by the directors.

The Meeting noted that ChengCo PLT had indicated their willingness to continue in office as Auditors of the Company.

The Meeting then proceeded with the Special Business.

6.0 SPECIAL BUSINESS

AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

The Chairman informed that the sixth item on the Agenda was a special business for the approval of the Ordinary Resolution in respect of the Authority to issue shares pursuant to Companies Act 2016 and waiver of pre-emptive rights.

The Meeting was informed that the ordinary resolution was primarily to give flexibility to the Company to issue and allot new shares at any time to such persons in their absolute discretion without convening a general meeting, provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the total number of issued

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shares of the Company for the time being. Additionally, approval was sought to waive the statutory pre-emptive rights of shareholders of the Company for the offering of new shares, which would rank equally with the existing issued shares arising from any new share issuance. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

7.0 ANY OTHER BUSINESS

There was no other notice received to transact any other business.

8.0 QUESTION AND ANSWER SESSION

After tabling of all resolutions, the Chairman proceeded with the "Question and Answer" session.

The Chairman informed the Meeting that the following questions were received during the Meeting and he addressed the questions accordingly:-

8.1 Question from Mr. Reevanash Poravi

"Thank you for the hybrid meeting and opportunity for those presiding them to participate in this meeting."

Answer

The Company is making its best effort to accommodate all shareholders and ensure their participation in the Meeting.

8.2 Question from Mr. Mono Kari Sokkalingam

"Any way our Company can come to the black? Making losses every year."

Answer

As explained in the response to MSWG, the Company is working to reduce losses and is currently re-strategising its overall business plan with the aim of moving forward and eventually returning to profitability.

8.3 Question from Mr. Reemarchana Poravi

"Good afternoon. We seem not to be moving forward at all. The financial situation is really bad. Wonder if we can remain as a listed entity any further? Directors need to do something urgently before the Company sinks completely."

Answer

The Company is focusing on improving its bottom line by strategising and concentrating on its core business, particularly the construction segment, with the

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aim of delivering stronger performance in the upcoming quarters and achieving significant results by 2026. The Company is actively identifying more projects to participate in upcoming project tenders, with the aim of elevating the business to the next level.

There being no further questions, the Chairman proceeded with the polling process.

9.0 POLLING PROCESS

The Chairman announced that voting session would continue for another ten (10) minutes to allow shareholders and proxy holders to complete their voting.

After the closure of the voting session and the Meeting was adjourned for the Scrutineer to verify the poll results.

10.0 ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 3:58 p.m. and the Chairman called the Meeting to order for the declaration of the polling results for all resolutions set out in the Agenda.

Based on the poll results verified by the Scrutineer, the Chairman announced the poll results as follows: -

10.1 ORDINARY RESOLUTION 1

APPROVAL OF DIRECTORS' FEES PAYABLE TO THE DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025

The poll results for Ordinary Resolution 1 which was carried as follows:-

Ordinary Resolution 1	No. of Shareholders	No. of Ordinary Shares	Percentage (%)
Vote in Favour	4	620,734,100	99.9862
Vote Against	12	85,600	0.0138
Total	16	620,819,700	100.0000
Result	CARRIED		

The Meeting **RESOLVED** that the following Ordinary Resolution 1 be **CARRIED**:

"That the Directors' Fees payable to the Directors of the Company of up to RM280,000/- for the financial year ending 31 December 2025 be and is hereby approved for payment and to be made payable on monthly basis."

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10.2 ORDINARY RESOLUTION 2

APPROVAL OF AN AMOUNT OF UP TO RM20,000/- AS BENEFITS PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY WITH EFFECT FROM 4 JUNE 2025, A DAY AFTER THE FIFTH AGM UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY IN YEAR 2026 PURSUANT TO SECTION 230(1)(b) OF THE COMPANIES ACT 2016

The poll results for Ordinary Resolution 2 which was carried as follows:-

Ordinary Resolution 2	No. of Shareholders	No. of Ordinary Shares	Percentage (%)
Vote in Favour	7	620,818,200	99.9998
Vote Against	9	1,500	0.0002
Total	16	620,819,700	100.0000
Result	CARRIED		

The Meeting **RESOLVED** that the following Ordinary Resolution 2 be **CARRIED**:

"That the amount of up to RM20,000/- as benefits payable to the Non-Executive Directors of the Company be and is hereby approved with effect from 4 June 2025, a day after the Fifth AGM until the next Annual General Meeting of the Company in year 2026 pursuant to Section 230(1)(b) of the Companies Act 2016."

10.3 ORDINARY RESOLUTION 3

RE-ELECTION OF MR. KOO KIEN YOON WHO RETIRED IN ACCORDANCE WITH CLAUSE 21.7 OF THE COMPANY'S CONSTITUTION

The poll results for Ordinary Resolution 3 which was carried as follows:-

Ordinary Resolution 3	No. of Shareholders	No. of Ordinary Shares	Percentage (%)
Vote in Favour	10	620,818,500	99.9998
Vote Against	6	1,200	0.0002
Total	16	620,819,700	100.0000
Result	CARRIED		

The Meeting **RESOLVED** that the following Ordinary Resolution 3 be **CARRIED**:-

"That the retiring Director, Mr. Koo Kien Yoon who retired pursuant to Clause 21.7 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

10.4 ORDINARY RESOLUTION 4

RE-ELECTION OF ENCIK ABDUL MENON BIN ARSAD @ ABDUL MANAN BIN ARSHAD WHO RETIRED IN ACCORDANCE WITH CLAUSE 21.7 OF THE COMPANY'S CONSTITUTION

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The poll results for Ordinary Resolution 4 which was carried as follows:-

Ordinary Resolution 4	No. of Shareholders	No. of Ordinary Shares	Percentage (%)
Vote in Favour	9	620,818,401	99.9998
Vote Against	7	1,300	0.0002
Total	16	620,819,701	100.0000
Result	CARRIED		

The Meeting **RESOLVED** that the following Ordinary Resolution 4 be **CARRIED**:-

"That the retiring Director, Encik Abdul Menon Bin Arsad @ Abdul Manan Bin Arshad who retired by rotation pursuant to Clause 21.7 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

10.5 ORDINARY RESOLUTION 5

RE-APPOINTMENT OF CHENGCO PLT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025 AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY AT A REMUNERATION TO BE DETERMINED BY THE DIRECTORS

The poll results for Ordinary Resolution 5 which was carried as follows:-

Ordinary Resolution 5	No. of Shareholders	No. of Ordinary Shares	Percentage (%)
Vote in Favour	10	620,818,501	99.9998
Vote Against	6	1,200	0.0002
Total	16	620,819,701	100.0000
Result	CARRIED		

The Meeting **RESOLVED** that the following Ordinary Resolution 5 be **CARRIED**:-

"That the retiring Auditors, ChengCo PLT be re-appointed as External Auditors of the Company for the financial year ending 31 December 2025 and that authority given for the Directors to fix their remuneration."

11.0 SPECIAL BUSINESS

11.1 ORDINARY RESOLUTION 6

AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

The poll results for Ordinary Resolution 6 which was carried as follows:-

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Ordinary Resolution 6	No. of Shareholders	No. of Ordinary Shares	Percentage (%)
Vote in Favour	6	620,734,301	99.9862
Vote Against	10	85,400	0.0138
Total	16	620,819,701	100.0000
Result	CARRIED		

The Meeting **RESOLVED** that the following Ordinary Resolution 6 be **CARRIED**:-

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the Constitution of the Company, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 7.2 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016;

AND THAT the Directors be and are empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

12.0 CONCLUSION

The Chairman concluded the Meeting at 3:59 p.m. and thanked all for shareholders and proxies for their participation at the Fifth Annual General Meeting.

SIGNED AS A CORRECT RECORD

-duly signed-

CHAIRMAN OF THE MEETING
KOO KIEN YOON

Dated: 3 June 2025



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3 June 2025

Badan Pengawas Pemegang Saham Minoriti Berhad
Level 23, Unit 23-2
Menara AIA Sentral
No. 30, Jalan Sultan Ismail
50250 Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur

Attention: Encik Norhisam

Dear Sir,

SINARAN ADVANCE GROUP BERHAD ("SAG" OR "THE GROUP" OR "THE COMPANY")
RE: FIFTH ANNUAL GENERAL MEETING ("FIFTH AGM") OF SAG HELD ON TUESDAY, 3 JUNE 2025

Operational & Financial Matters

1. Continuing Operations

The Group recorded a lower loss in FYE 2024 from its continuing operations with a loss of RM3.7 million compared to a loss of RM7.4 million in FYE 2023, representing a 50% improvement (Page 96 of the Annual Report (AR) 2024).

With the significant improvement recorded in FYE 2024, what is the prospect of turning to a positive bottom-line result for SAG's continuing business operations in FYE 2025 after exiting the sports footwear business?

Answer:

Following the Group's exit from the sports footwear business in December 2024, SAG has refocused its efforts on core areas, primarily the construction segment. The Group recorded a lower loss from continuing operations of RM3.7 million in FYE 2024, representing a significant 50% improvement from RM7.4 million in FYE 2023. This improvement reflects the initial impact of its realignment strategy.

While the Group remains cautiously optimistic, the Board acknowledges that challenges such as margin pressures and operational costs persist in the construction industry. Nevertheless,



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with the strategic disposal of underperforming subsidiaries and the establishment of new construction-focused entities—namely Sinaran Trinity Sdn. Bhd. and Sinaran Infinity Sdn. Bhd.—the Group expects a more stable and focused business platform that could potentially return to profitability in FYE 2025, barring unforeseen external shocks.

2. Construction segment

Construction segment's revenue declined to RM14.6 million in FYE 2024 against RM27.1 million in the previous year, decreased by RM12.5 million or 46.2%. This reduction was primarily due to a slowdown in business caused by margin pressures and cash flow constraints. (Page 17 of AR 2024).

- a) As the segment is now the primary contributor to SAG's top line, how does the Board intend to address the significant decline in the segment's revenue immediately?
What strategies are being formulated to address the aforementioned factors that may continue to hinder the segment's revenue growth?

Answer:

The 46.2% revenue decline in the construction segment to RM14.6 million in FYE 2024 was mainly due to margin pressures and cash flow constraints. In response, the Group has taken decisive steps, including the disposal of Sinaran Trillion Sdn. Bhd. and the formation of new subsidiaries, Sinaran Trinity Sdn. Bhd. and Sinaran Infinity Sdn. Bhd. These companies target infrastructure, renewable energy, and high-demand residential/commercial projects—areas with better margins and sustainability prospects.

To mitigate cash flow challenges, the Group is adopting a more disciplined approach to tendering, focusing on projects with favourable payment terms and lower working capital requirements. It is also improving project management efficiency, investing in technology (e.g., Building Information Modelling), and strengthening relationships with reliable clients and suppliers.

- b) What is the latest outlook for the segment's business in FYE 2025? What is the current orderbook and orderbook replenishment plan for the next two financial years?

Answer:

For FYE 2025, SAG remains cautiously optimistic about the construction segment, leveraging on government-backed infrastructure projects and private sector demand,



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especially in urban centres. In March 2025, Sinaran Infinity Sdn. Bhd. secured a Letter of Award worth RM4.1 million for an interior fit-out project with Alpine Return Sdn. Bhd., expected to be completed by September 2025.

The Group is actively pursuing further contract awards and tender opportunities, particularly in areas such as urban redevelopment, hospitality, and green building initiatives.

Corporate Governance Matters

3. Following the passing of Mr. Ding Jian Ping in November 2023, both the Chairman and CEO positions have remained vacant. In its response to MSWG's question at the previous AGM, the Company stated that it was actively seeking a suitable candidate. However, as disclosed in the 2024 Corporate Governance Report, the search is still ongoing, and no appointment has been made.

What is the latest update on the appointment of a new Chairman and CEO? In the interim, who is leading the Company's strategic direction and overseeing daily operations?

Answer:

As disclosed in the 2024 Corporate Governance Report, the Chairman and CEO positions remain vacant following the passing of Mr. Ding Jian Ping in November 2023. The Board continues its efforts to identify and appoint suitably qualified candidates for both roles.

In particular, the Company's Nomination Committee has requested management to initiate the search for a new CEO and has engaged a professional headhunter to assist in identifying suitable candidates for the position.

In the interim, the Board collectively provides strategic oversight of the Group. Day-to-day executive functions are being undertaken by experienced Board members, including Mr. Koo Kien Yoon, together with the Company's senior management team. To ensure continuity and proper governance during this transitional period, the scope of the Sustainability and Risk Management Committee has been expanded to strengthen oversight across key operational and strategic areas.



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Yours sincerely,

For and on behalf of
Sinaran Advance Group Berhad

-duly signed-

Koo Kien Yoon
Non-Independent Non-Executive Director