ONETECH SOLUTIONS HOLDINGS BERHAD
Registration No: 201901002105 (1311431-K)
(Incorporated in Malaysia)

Minutes of the Sixth Annual General Meeting ("6th AGM" or "Meeting") of OneTech Solutions Holdings Berhad ("the Company") held at F-6-18, Sunway Geo Avenue 2, Jalan Lagoon Selatan Sunway South Quay, Subang Jaya, 47500 Selangor on Friday, 26 June 2026 at 2.00 p.m. for the following purposes: -

Present : The attendance below was as per the Attendance List of Directors and Company Secretary in "Annexure 1" attached herewith.

1. Mr. Kang Wei Luen (Independent Non-Executive Director)
2. Ms. Wong Chui Chui (Independent Non-Executive Director) (or "Ms. Wong")

In Attendance : Ms. Pang Kah Man (Company Secretary)
Mr. Tan Yuh Pei (Group Chief Executive Officer) ("CEO" or "Mr. Tan")
Mr. Koh Kean Mum (Group Chief Operating Officer) ("COO" or "Mr Koh")

: The attendance of shareholders/proxies and others was as per the Summary of Attendance List in "Annexure 2" attached herewith.

1. **CHAIRPERSON OF THE MEETING**

Mr. Kang Wei Luen was elected as Chairperson of the Meeting.

2. **QUORUM**

The quorum for the Meeting was confirmed as present.

3. **NOTICE OF THE MEETING**

The Notice convening this Meeting ("AGM Notice") had been sent to all shareholders within the prescribed time.

4. **PRELIMINARY OF THE MEETING**

4.1 The Chairperson introduced the Director, the Company Secretary, the representatives of the external auditors, TGS TW PLT, the CEO, Mr. Tan, the COO, Mr. Koh and the Finance Manager, Ms. Leong Yue Kwan ("Ms. Regine") who also joined the Meeting.

4.2 Before the Meeting dealt with the business on hand, the Chairperson briefed that pursuant to Clause 16.6 of the Constitution of the Company (or "Constitution"), all resolutions set out in the notice of the general meeting should be decided on a show of hands unless a poll was demanded. Accordingly, the Chairperson exercised his right to direct the voting on the resolutions set out in the AGM Notice to be conducted by way of polling pursuant to Clause 16.6 (a) of the Constitution. For this purpose, Tricor Investor & Issuing House Services Sdn. Bhd. was appointed as the Poll Administrator and the Independent Scrutineer respectively.

4.3 The shareholders and proxies were being briefed on their rights to vote on the resolutions set out in the AGM Notice as well as the procedure of poll voting. The Chairperson further informed that all Agenda items to be transacted at the 6th AGM would be deliberated first and the shareholders and proxies may raise questions either after each resolution tabled or during the Questions and Answers ("Q&A") session.

4.4 The Company had received several questions from the shareholder, Mr. Lau King Yew via emails only one (1) day prior to the Meeting ("Pre-AGM Questions"). Those questions, together with the Company's responses thereto, would be presented by way of PowerPoint at the beginning of the Q&A session for a better understanding by the shareholders and proxies present today. Thereafter, questions would be taken from the floor, and the Board and Management team would endeavour to respond to those questions raised.

4.5 The Chairperson further reminded the shareholders any questions should be submitted at least five (5) days prior to the Meeting to allow the Board and Management sufficient time to prepare the comprehensive responses and gather any relevant supporting information, where necessary. For the Pre-AGM Questions and questions which were answered during the 6th AGM, the response would be posted on the Company's website within thirty (30) business days from the date of Meeting based on the Practice 13.6 as promulgated by the Malaysian Code on Corporate Governance 2021.

4.6 The Chairman also briefed the Meeting that there was no legal requirement for a proposed resolution to be seconded before deliberation. Accordingly, the Chairman would take the Meeting through each item on the Agenda. Without any objection from the floor, the Chairman proceeded with the business on hand.

5. AGENDA 1
RECEIPT OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 AND THE REPORTS OF DIRECTORS AND AUDITORS THEREON

Noted : The motion was put for discussion as the provision of Section 340(1)(a) of the Companies Act 2016 (or "the Act") and the Constitution did not require a formal approval of the shareholders.

Resolved : "***THAT the Audited Financial Statements of the Company for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon be hereby received.***"

Questions & Answers ("Q&A") : Please refer to the attached Q&A marked and attached as "Annexure 3".

6. AGENDA 2 (ORDINARY RESOLUTION NO. 1)
APPROVAL OF DIRECTORS' FEES UP TO RM48,000 IN AGGREGATE TO THE DIRECTORS OF THE COMPANY FOR THE PERIOD FROM 1 JULY 2026 TO 30 JUNE 2027

Noted : This resolution was to approve an amount of RM48,000 in aggregate for the payment of Directors' fees to all the Directors of the Company for the period from 1 July 2026 to 30 June 2027.

7. AGENDA 3 (ORDINARY RESOLUTION NO. 2)
RE-ELECTION OF MS. WONG CHUI CHUI AS DIRECTOR RETIRING IN ACCORDANCE WITH CLAUSE 18.3 OF THE CONSTITUTION OF THE COMPANY

Noted : Clause 18.3 of the Company's Constitution provided that one-third (1/3) of the Directors of the Company shall retire by rotation at an annual general meeting. With the current Board size of two (2) only, any one (1) Director was to retire accordingly.

A retiring Director shall be eligible for re-election and retain office until the close of the forthcoming annual general meeting at which she retired. Having consented to her re-election, Ms. Wong Chui Chui was abstained and would be abstained from deliberation and recommendation on the motion tabled herein.

8. **AGENDA 4 (ORDINARY RESOLUTION NO. 3)**
RE-APPOINTMENT OF TGS TW PLT AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORIZE THE DIRECTORS TO FIX THE AUDITORS' REMUNERATION

Noted : The Board had assessed and satisfied with the suitability and independence of the external auditors, TGS TW PLT based on the competency, sufficiency of resources deployed by the audit team to the Company and its subsidiaries.

Accordingly, the Board recommended their re-appointment as external auditors of the Company for the ensuing year to the shareholders for approval at this 6th AGM.

TGS TW PLT had earlier, indicated their willingness to continue in office.

9. **AGENDA 5 (ORDINARY RESOLUTION NO. 4 – SPECIAL BUSINESS)**
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 (“THE ACT”)

Noted : The proposed Ordinary Resolution 4 was for the purpose of seeking a general mandate to empower the Directors to issue and allot new shares in the Company pursuant to Sections 75 and 76 of the Act and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad for such purposes as the Directors may consider to be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, would expire at the next annual general meeting of the Company.

The mandate would provide flexibility to the Company to issue new shares for any possible fund-raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares as settlement of purchase consideration or such other applications that the Directors may in their absolute discretion deemed fit.

10. **AGENDA 6 (ORDINARY RESOLUTION NO. 5 - SPECIAL BUSINESS)**
AUTHORITY TO APPOINT DIRECTOR(S) AND OFFICER(S) OF THE GROUP

Noted : The proposed Ordinary Resolution 5 was for the purpose of granting a fresh general mandate (“General Mandate”), empowering the Directors of the Company, pursuant to the Constitution of the Company, to identify and appoint suitable candidates as Director(s) and officer(s) of the Group and to determine his/their remuneration (including but not limited to the replacement and/or removal) as they may, in their absolute discretion, deem fit.

The Company recognized and embraced the benefits of having a diverse Board and saw increasing diversity at Board level as an essential element in maintaining competitive advantage. The General Mandate, if granted would provide flexibility to the Company and/or the Board for the appointment, replacement and removal of new Director(s) and officer(s) as per the criteria as set out in the Policy on Nomination and Assessment to ensure that there was a range of skills, experience and diversity (including gender diversity) represented in addition to an understanding of the business, the markets and the industry in which the Group operated for the long-term viability; and the accounting, finance as well as legal matters.

By obtaining the General Mandate and where appropriate, the renewal thereof on an annual basis, the necessity to announce or convene separate general meetings, whether or not by requisition, from time to time to procure shareholders' approval for such transactions would not arise. This would reduce substantially the administrative time and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

11. **OTHER BUSINESS**

11.1 The Chairperson sought confirmation from the Company Secretary that the Company had not received any notice for transaction of any other business which had been given in accordance with the Act and the Constitution.

12. **POLL VOTING SESSION**

12.1 The Chairperson informed that the poll voting would commence soon and briefed the Meeting on the procedures for the conduct of poll and time required for counting and validation of votes casted.

13. **ANNOUNCEMENT OF POLL RESULTS**

After the votes had been counted and verified by the Independent Scrutineer, the Chairperson then called the Meeting to order at 2.35 p.m. The poll results were read out and/or shown on screen as follows:

13.1 Ordinary resolution 1

	No. and Percentage of Shares
For	39,881,500 (53.5257%)
Against	34,627,500 (46.4743%)
Total	74,509,000 (100%)

In view thereof, the Chairperson declared that Ordinary Resolution 1 was hereby carried as follows:

Resolved : "***THAT the payment of Directors' fees amounting to RM48,000.00 in aggregate to the Directors of the Company for the period from 1 July 2026 to 30 June 2027 be hereby approved***."

13.2 Ordinary resolution 2

	No. and Percentage of Shares
For	39,881,500 (53.5257%)
Against	34,627,500 (46.4743%)
Total	74,509,000 (100%)

In view thereof, the Chairperson declared that Ordinary Resolution 2 was hereby carried as follows:

Resolved : "***THAT Ms. Wong Chui Chui, retiring pursuant to Clause 18.3 of the Constitution of the Company, is hereby re-elected as a Director of the Company***."

13.3 Ordinary resolution 3

	No. and Percentage of Shares
For	39,881,500 (53.5257%)
Against	34,627,500 (46.4743%)
Total	74,509,000 (100%)

In view thereof, the Chairperson declared that Ordinary Resolution 3 was hereby carried as follows:

Resolved : "***THAT TGS TW PLT is hereby re-appointed as the Company's Auditors for the ensuing year and the Directors be hereby authorised to fix the Auditors' remuneration***."

13.4 Ordinary resolution 4

	No. and Percentage of Shares
For	39,881,500 (53.5257%)
Against	34,627,500 (46.4743%)
Total	74,509,000 (100%)

In view thereof, the Chairperson declared that Ordinary Resolution 4 was hereby carried as follows:

Resolved : "***THAT, subject always to the Companies Act 2016 ("the Act"), the Company's Constitution, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant government and/or regulatory authorities, the Directors are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deemed fit, PROVIDED THAT the aggregate number of the shares to be issued pursuant to this Resolution must be not more than one hundred percent (100%) of the total number of issued shares, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must be not more than fifty percent (50%) of the total number of issued shares for the time being and that the Directors are also empowered to obtain the***

approval from Bursa Securities for the listing of and quotation for the additional shares to be issued.

***AND THAT pursuant to Section 85 of the Act read together with Clause 13.2 of the Company's Constitution, approval be and is hereby given to the Company to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act*.**"

13.5 Ordinary resolution 5

	No. and Percentage of Shares
For	39,881,500 (53.5257%)
Against	34,627,500 (46.4743%)
Total	74,509,000 (100%)

In view thereof, the Chairperson declared that Ordinary Resolution 5 was hereby carried as follows:

Resolved : "***THAT the Directors of the Company be hereby empowered, pursuant to the Constitution, to identify and appoint suitable new Director(s) and officer(s) of the Group and to determine his/their remuneration (including and not limited to the replacement and/or removal) as they may, in their absolute discretion, deem fit ("General Mandate")***;

AND THAT the Directors of the Company and/or the Company Secretary be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the General Mandate for and on behalf of the Company;

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."

14. **CONCLUSION OF MEETING**

14.1 Before the Chairperson declared the Meeting closed, the shareholder, Mr. Lau King Yew cited that the Board should read out the Pre-AGM Questions with the Management's responses. This would allow him to interact with the Board tactfully and seek further clarity, if any.

14.2 The Chairperson noted the concern posed by Mr. Lau King Yew and cited that the shareholders were encouraged to forward to the Company any further questions regarding the Agenda items of the Meeting. Together with those of the Pre-AGM Questions, the responses would be posted on the Company's website within thirty (30) business days from the date of Meeting.

14.3 There being no further business, the Meeting ended at 2.50 p.m. with a vote of thanks to the Chairperson. The Chairperson thanked the shareholders and proxies for their participation.

Confirmed as correct records:

- signed -

………………………………
Mr. Kang Wei Luen
Chairperson of the Meeting

Dated this 3 August 2026

Formal Responses to Shareholder Inquiries

OneTech Solutions Holdings Berhad

6th Annual General Meeting
Date: Friday, 26 June 2026 | Time: 2:00 PM
Venue: F-6-18, Sunway Geo Avenue 2, Subang Jaya

CORPORATE GOVERNANCE STATEMENT

Framework of Transparency

In alignment with the **Malaysian Code on Corporate Governance (MCCG)** and the baseline requirements of **Bursa Malaysia Securities Berhad**, the Board presents its detailed point-by-point structural responses to the written questions submitted by shareholder **Mr. Lau King Yew** on 25 and 26 June 2026.

Question 1

- 1. Revenue Down but Administrative Costs Increased

Question:

- Revenue declined by approximately 4% while administrative expenses increased. What specific cost management initiatives is management implementing to restore profitability in FY2026?

Answer:

- The Group continues to review its cost structure and implement cost optimisation measures, including monitoring operating expenses and improving resource utilisation.
- At the same time, management remains focused on strengthening existing customer relationships, exploring new business opportunities, and improving operational efficiency to support future profitability.

Question 2

- 2. Significant Increase in Other Receivables
- Other receivables increased from RM572,834 to RM1,220,501 (+113%).
- Question:
- Other receivables increased significantly from RM572,834 to RM1.22 million. Could the Board explain the nature of these receivables, whether they are recoverable, and the expected collection timeline?

Answer:

- The increase mainly relates to prepayments for maintenance costs paid to suppliers. These amounts are recognised over the relevant contract periods in line with the related maintenance income.
- They are not trade receivables and are not subject to customer collection.

Question 3

- 3. Contract Liabilities Increased Sharply
- Contract liabilities increased from RM1.05 million to RM1.73 million (+65%).

Question:

- Contract liabilities increased substantially during the year. Does this represent new project wins or customer deposits, and when does management expect these amounts to be recognised as revenue?

Answer:

- The increase mainly relates to maintenance income received from customers in advance.
- The income will be recognised progressively on a monthly basis over the contract period when the Group fulfils its service obligations.

Question 4

- 4. Trade Receivables Remain High
- Trade receivables remain at RM1.14 million.

The following table provide information about the exposure to credit risk and allowance for ECLs for trade receivables:

	Gross amount RM	ECLs RM	Net amount RM
Group			
2025			
Not past due	439,586	(2,234)	437,352
Past due:			
Less than 30 days	168,422	(81)	168,341
30 to 60 days	39,877	(346)	39,531
60 to 90 days	43,045	(387)	42,658
More than 90 days	508,852	(60,679)	448,173
	1,199,782	(63,727)	1,136,055

Question:

- What is the ageing profile of trade receivables and what percentage is overdue beyond 90 days?

Answer:

- The detailed ageing analysis is disclosed in the audited financial statements on page 39.
- As at the reporting date, the amount overdue beyond 90 days was RM448,173. Management continues to monitor and follow up on outstanding balances closely.

Question 5

- 5. Deferred Tax Asset Increased
- Deferred tax asset increased from RM107,000 to RM140,000 despite the Group recording losses.
- Question:
- What assumptions support the recognition of deferred tax assets, and when does management expect sufficient taxable profits to utilise these tax benefits?

Answer:

- The deferred tax asset relates mainly to tax benefits arising from temporary differences, including those relating to right-of-use assets, the increase in advance billings (contract liabilities) during the year, and unutilised tax losses.
- The recognition of deferred tax assets is based on management's assessment that sufficient future taxable profits are expected to be available for utilisation. The Group will continue to reassess the recoverability of the deferred tax asset based on future business performance and financial outlook.

Question 6

- 6. Equity Declining
- Retained earnings declined from RM765,939 to RM594,997.
- Total equity decreased from RM4.00 million to RM3.83 million.
- Question:
- What is management's target timeline for returning the Group to sustainable profitability and rebuilding retained earnings?

Answer:

- The Board recognises the importance of restoring profitability and strengthening shareholders’ equity.
- Management continues to focus on improving operational efficiency, retaining customers, expanding business opportunities, and exploring new solutions to support sustainable growth.

Question 7

- 7. Given the Group's strong cash position and relatively low borrowings, what are the Board's considerations regarding dividend distribution, and what financial milestones must be achieved before shareholders can expect a dividend policy?
- The company appears to have been struggling to achieve consistent profitability for three consecutive years. (2023,2024,2025)

Answer:

- The Board remains committed to the Group’s dividend policy. However, dividend payments are subject to the Group achieving sufficient profitability and having adequate distributable reserves.

- As the Group recorded a loss for FY2025, there is currently no profit available for dividend distribution. The Board will continue to focus on achieving sustainable profitability while considering factors such as cash position, working capital requirements, future expansion plans, and overall business conditions before recommending any dividend.

Question 7.1

7.1 Question
What gives the Board confidence that the Group can achieve sustainable profitability rather than fluctuating between small profits and losses?

Answer:

- The Board recognises the challenges faced by the Group in recent years, which were affected by overall market conditions and business uncertainties.
- Management continues to strengthen the core business, maintain customer relationships, improve operational efficiency, and explore new opportunities, including assessing the feasibility of AI-related solutions to enhance future competitiveness.

Question 7.2

- 7.2 Question
  Given the financial performance over the past three years, what specific achievements of the CEO and COO justify the Board's continued confidence in the current leadership team?

Answer:

- The Board’s confidence is based on their contribution beyond short-term financial results.
- The CEO and COO have maintained strong relationships with existing customers, supported customer confidence, and ensured business continuity through their industry experience and operational knowledge.

Question 7.3

- 7.3 Question
  Can the Board share the key financial and operational targets set for the CEO and COO for FY2026, and whether management remuneration is linked to achieving those targets?

Answer:

- Given the current economic uncertainties and business environment, the Board has adopted a flexible approach in setting priorities.
- Currently, there are no specific financial targets linked to management remuneration. Performance is assessed based on overall business development, operational execution, customer retention, and long-term sustainability.

Question 8

- 8 Question
  The board is now run by the 2 directors. How frequent do they come to office to monitor the company's management and operation?

Answer:

- The directors serve in a non-executive capacity and are not involved in daily operations.
- However, they maintain regular oversight through meetings with the CEO and COO, held several times each quarter, either physically or online, to review business performance and strategic matters.

Question 9

- Question
  What is the current salary of CEO and COO?

Answer:

- There has been no change to the salary packages of the CEO and COO since 2024. The Board continues to review management remuneration periodically, taking into consideration the Group’s financial position, business performance, and market conditions

Thank you!