

IQ GROUP HOLDINGS BERHAD
(200301034523) (636944-U)
(Incorporated in Malaysia)

Minutes of the Twenty-Second Annual General Meeting of the Company held at R & D Detection Test Floor, IQ Group Holdings Berhad, 149 Jalan Sultan Azlan Shah, Taman Perindustrian Bayan Lepas, Fasa 1 (FTZ), Bayan Lepas, 11900 Penang on Thursday, 26 August 2025 at 2.30 p.m.

Attendance

As per Attendance List

The Meeting commenced at 2.30 p.m. with the requisite quorum being present.

Notice

The Notice convening the Meeting was taken as read.

1. CHAIRMAN'S ADDRESS

The Chairman of the Board, Mr Chen, Wen-Chin also known as Kent Chen ("Mr Kent Chen"), called the Meeting to order at 2.30 p.m. and welcomed all to the Company's Twenty-Second Annual General Meeting ("22nd AGM"). The Chairman briefed that the Notice of the Meeting had been sent to all shareholders within the prescribed period. The Notice convening the Meeting was taken as read.

The Chairman then introduced the Board of Directors and Officers of the Company to the members. He informed that Mr Daniel John Beasley, the Managing Director and Chief Executive Officer could not attend the AGM physically and instead, joined the AGM via Teams as he was on a business trip to the United States. The Chairman extended Mr Daniel's apology to the floor. He also informed that the representatives of the external auditors, Deloitte PLT were also present at the Meeting.

After confirming with the Secretary of the Company that a quorum was present, the Chairman called the Meeting to order.

The Chairman informed that voting would be by way of poll. The poll would be conducted by Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrator and the results of the poll would be verified by J. Heng Corporate Advisors Sdn. Bhd. as Independent Scrutineers. He also informed that the conduct of the poll would be deferred to the end of the Meeting to enable a more efficient running of the Meeting.

The Chairman informed the floor that there were eight (8) ordinary resolutions to be tabled for consideration and approval from the shareholders. All the ordinary resolutions required a simple majority of more than 50% from those members present in person or by proxies and voting at the Meeting. in the event of an equality of votes, he as the Chairman of the Meeting, would then exercise his casting vote as provided under the Constitution of the Company.

The Chairman then invited Mr Daniel John Beasley to give a presentation on IQ Group's business updates.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Audited Financial Statements for the year ended 31 March 2025 together with the Reports of the Directors and of the Auditors thereon, copies of which had been circulated, were tabled before the Meeting.

The Chairman highlighted to all present that the receipt of the Audited Financial Statements was meant for discussion only as the provision of Section 248(2) and Section 340(1)(a) of the Companies Act 2016 did not require a formal approval of the shareholders and hence, no resolution was put forward for voting.

The Chairman invited questions from the floor.

There being no question from the floor, it was declared that the Audited Financial Statements for the financial year ended 31 March 2025 together with the Reports of the Directors and Auditors thereon be received.

3. RE-ELECTION OF MR CHEN, WEN-CHIN ALSO KNOWN AS KENT CHEN

As the proposed Ordinary Resolution 1 was to approve his own re-election, Mr Kent Chen passed the Chair to Mr Tan Boon Hoe ("Mr Tan").

Mr Tan informed the members that the proposed Ordinary Resolution 1 was for the re-election of Mr Kent Chen who retired under Clause 76(3) of the Constitution of the Company.

Mr Tan informed the floor that before they put the resolution to vote by way of a poll at the end of the Meeting, he requested for a proposer and seconder for the resolution.

Mr Phang Yu Shang proposed and followed by Mr Chew Soon Hin who seconded the motion.

It was noted that the poll on the above motion would be conducted later.

Mr Tan then passed the Chair back to the Chairman of the Meeting.

4. RE-ELECTION OF MADAM TERESA TAN SIEW KUAN

Members were informed that Ordinary Resolution 2 was to re-elect Madam Teresa Tan Siew Kuan who retired as a Director of the Company in accordance with Clause 76(3) of the Company's Constitution.

The Chairman informed the floor that before they put the resolution to vote by way of a poll at the end of the Meeting, he requested for a proposer and seconder for the resolution.

Puan Asrina Nayan proposed and followed by Mr Lim Ming Wei who seconded the motion.

It was noted that the poll on the above motion would be conducted later.

5. RE-ELECTION OF MR KOAY HUCK KHIM

Members were informed that Ordinary Resolution 3 was to re-elect Mr Koay Huck Khim who retired as a Director of the Company in accordance with Clause 78 of the Company's Constitution.

The Chairman informed the floor that before they put the resolution to vote by way of a poll at the end of the Meeting, he requested for a proposer and seconder for the resolution.

Mr Tan Chao Qun proposed followed by Ms Khor Shwu Fang who seconded the motion.

It was noted that the poll on the above motion would be conducted later.

6. PAYMENT OF DIRECTORS' FEES

Members were informed that the proposed Ordinary Resolution 4 was to approve the Directors' fees amounting to Ringgit Malaysia Four Hundred and Eighty Thousand (RM480,000) for the financial year ending 31 March 2026.

Mr Phang Yu Shang proposed and followed by Ms Gan Siew Cheng who seconded the motion.

It was noted that the poll on the above motion would be conducted later.

7. PAYMENT OF DIRECTORS' BENEFIT

Members were informed that the proposed Ordinary Resolution 5 was to approve the Directors' benefit in accordance with Section 230(1) of the Companies Act 2016 Three Hundred and Forty-One Thousand (RM341,000.00) from 26 August 2025 until the next Annual General Meeting of the Company.

Mr Phang Yu Shang proposed and followed by Ms Khor Shwu Fang who seconded the motion.

It was noted that the poll on the above motion would be conducted later.

8. RE-APPOINTMENT OF AUDITORS

Members were informed that the proposed Ordinary Resolution 6 was for the re-appointment of Deloitte PLT to hold office until the conclusion of the next Annual General Meeting, at a remuneration to be determined by the Directors.

Mr Phang Yu Shang and Ms Oon Ai Ping proposed and seconded the motion respectively.

It was noted that the poll on the above motion would be conducted later.

9. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Members were informed of the following proposed Ordinary Resolution 7:-

“THAT subject to the provisions under the Companies Act, 2016 (“the Act”), the Constitution of the Company, Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements and the approvals of all relevant authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company (“IQGHB Shares”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase (“Proposed Renewal of Share Buy-Back Authority”).

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any IQGHB Shares so purchased by the Company in the following manner:-

- (i) the IQGHB Shares so purchased could be cancelled; or
- (ii) the IQGHB Shares so purchased could be retained as treasury shares for distribution as share dividends to the shareholders of the Company and/or resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or
- (iii) combination of (i) and (ii) above; or
- (iv) in accordance with the relevant prevailing statutory provisions and guidelines.

THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution until:-

- (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed, at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
 - (ii) the passing of the date on which the next annual general meeting of the Company is required by law to be held; or
 - (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting;
- whichever occurs first.

And THAT the Directors of the Company be and are authorised to take such steps to give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

Mr Phang Yu Shang proposed and followed by Puan Asrina Nayan who seconded the motion.

It was noted that the poll on the above motion would be conducted later.

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

The Chairman informed the floor that he was regarded as an interested party in the resolution and therefore he would abstain from voting on this resolution in respect of his direct and indirect shareholdings. He would also ensure that persons connected with him would also abstain from voting in respect of this resolution. He then passed the chair to Mr Tan Boon Hoe.

Mr Tan thanked the Chairman and invited a shareholder/proxy each to propose and second the following motion:-

"THAT subject always to the provisions of the Companies Act 2016 ("the Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad Main Market Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions with the following corporations as set out in Section 2.4 of the Circular to Shareholders dated 25 July 2025 ("the Circular"), which are necessary for the day to day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders as set out in the Circular ("Mandate"):-

(a) Sensolite Inc. (formerly known as Interquartz Taiwan Ltd.)

(b) IQ (America) Inc.

THAT the Directors be empowered to do all such acts and things considered necessary or expedient to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be imposed by the relevant authorities.

THAT such Mandate shall commence upon passing this ordinary resolution and to be in force until:-

- (a) the conclusion of the Annual General Meeting ("AGM") of the Company at which time the authority shall lapse unless the authority is renewed by a resolution passed at the meeting;
 - (b) the expiration of the period within which the AGM after that date it 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 ordinary resolution of the shareholders of the Company at a general meeting;
- whichever is earlier.

And THAT the Directors of the Company be and are hereby authorised to complete and to 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 transactions contemplated and/or authorised by this ordinary resolution."

Mr Tan informed the floor that the interested directors, major shareholders and persons connected with them as listed in Section 6 on pages 12 and 13 of the Circular were deemed interested in the proposed shareholders' mandate and would accordingly abstain from voting.

10. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (CONTINUED...)

Mr Phang Yu Shang proposed and followed by Ms Gan Siew Cheng who seconded the motion.

Mr Tan then passed the chair back to the Chairman.

It was noted that the poll on the above motion would be conducted later.

11. CONDUCT OF POLL

Before proceeding with the polling, the Chairman informed that the voting kiosks had been setup in the meeting room to facilitate the e-voting. A video on the polling procedures was then played.

The Poll Administrators were present at each polling station to assist in the voting process while the Scrutineers were also present to monitor the process.

The Chairman then adjourned the Meeting at 3.25 p.m. to facilitate with the counting of the votes. He then invited the members to partake of refreshments at the back of the meeting room.

12. DECLARATION OF POLL RESULTS

The Meeting resumed at 3.50 p.m. with the requisite quorum being present.

The Chairman then called the Meeting to order for the declaration of results. He informed that the poll voting results had been duly validated by the Scrutineer and invited the Scrutineer to read the poll results.

Result on Voting by Poll

Resolution(s)	Vote For		Vote Against		Total Votes	
	No. of Units	%	No. of Units	%	No. of Units	%
Ordinary Resolution 1	162,539	100.0000	0	0.0000	162,539	100.0000
Ordinary Resolution 2	58,229,691	100.0000	0	0.0000	58,229,691	100.0000
Ordinary Resolution 3	58,229,691	100.0000	0	0.0000	58,229,691	100.0000
Ordinary Resolution 4	121,928	99.5014	611	0.4986	122,539	100.0000
Ordinary Resolution 5	121,928	99.5014	611	0.4986	122,539	100.0000
Ordinary Resolution 6	58,229,691	100.0000	0	0.0000	58,229,691	100.0000
Ordinary Resolution 7	58,229,691	100.0000	0	0.0000	58,229,691	100.0000
Ordinary Resolution 8	162,539	100.0000	0	0.0000	162,539	100.0000

Based on the results, the Chairman declared that all the resolutions tabled before the Twenty-Second Annual General Meeting were thus carried.

13. CLOSURE

There being no further business, the Meeting ended at 3.52 p.m. with a vote of thanks to the Chairman.

Signed as a correct record,

CHAIRMAN

Date: