

# HARVEST MIRACLE CAPITAL BERHAD

[Registration No. : 199601010679 (383028-D)]

(Incorporated in Malaysia)

MINUTES OF THE TWENTY-NINTH ANNUAL GENERAL MEETING (“29<sup>TH</sup> AGM”) OF THE COMPANY HELD AT GREENS III, SPORTS WING, JALAN KELAB TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA ON TUESDAY, 26 SEPTEMBER 2025 AT 9.32 A.M.

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## PRESENT

### SHAREHOLDERS AND PROXIES

As per attendance list

### BOARD OF DIRECTORS

Dato’ Liu Han Ming	: Executive Chairman
Mr. See Toh Kean Yaw	: Executive Director
Ms. Sherene Lee Mong Ee	: Executive Director
Mr. Ling Wee Tak	: Independent Non-Executive Director
Mr. Chua Ei Ming	: Independent Non-Executive Director
Ms. Lim Peng Peng	: Independent Non-Executive Director

### IN ATTENDANCE

Ms. Leong Sue Ching	: Company Secretary
Ms. Kok Yi Jing	: Company Secretary’s Representative
Mr. Lim Jen-Yen	: Company Secretary’s Representative

### BY INVITATION

Mr. Siew Kar Fong	: Group Financial Controller
Mr. Johnny Sia	Representative of BDO (Johor) PLT
Ms. Loo Jia Hui	Representative of BDO (Johor) PLT
Ms. Liew Jia Wen	Representative of BDO (Johor) PLT
Mr. Lee Kok Wai	Representative of Crowe Malaysia PLT
Ms. Lean Wei Ee	Representative of Crowe Malaysia PLT
Ms. Soh Eng Shan	Representative of Crowe Malaysia PLT

## 1. CHAIRMAN OF MEETING

- 1.1 Dato’ Liu Han Ming, presided as the Chairman and welcomed all present at the Twenty-Ninth Annual General Meeting (“AGM”) of the Company.
- 1.2 The Chairman then introduced the Board of Directors who were present at the meeting physically.
- 1.3 Dato’ Liu Han Ming apologetically informed the meeting of his limited command of the English language and to ensure clearer and effective communication throughout the AGM, he appointed Ms. Sherene Lee, an Executive Director, to chair the meeting on his behalf.

**2. QUORUM**

- 2.1 With the confirmation of the Secretary that a quorum was present pursuant to Clause 91 of the Constitution of the Company, Ms. Sherene Lee declared the meeting duly constituted at 9.32 a.m.

**3. NOTICE**

- 3.1 Ms. Sherene Lee informed that the 2025 Annual Report of the Company dated 31 July 2025 together with the Notice of the Meeting therein had been circulated to all members and the Notice was available on the Company's website.
- 3.2 There being no objection, the notice convening the meeting, having been circulated to all the shareholders of the Company within the statutory period, was taken as read.
- 3.3 Ms. Sherene Lee further informed the members present that all resolutions at this meeting shall be put to the vote by way of a poll which will be conducted upon the completion of the deliberation of all items to be transacted at the AGM. There will also be a Q&A session held before the poll voting is taken.
- 3.4 For the poll voting, Ms. Sherene Lee announced that the Company had appointed Symphony Corporate Services Sdn Bhd ("**Symphony**") as Poll Administrator to conduct the polling process, and Propoll Solutions Sdn Bhd ("**Propoll**") as Independent Scrutineers to validate the votes cast at the Meeting.
- 3.5 Ms. Sherene Lee informed the floor that the purpose of the 29<sup>th</sup> AGM was to seek the approval of the shareholders for 5 Ordinary Resolutions. Details of all the resolutions, she explained, can be found in the Company's 2025 Annual Report.
- 3.6 Before proceeding with the business of the 29<sup>th</sup> AGM, Ms. Sherene Lee informed the shareholders/proxy holders that the Company had received a list of questions from the Minority Shareholders Watch Group ("MSWG") on 19 September 2025 and she then read out the said questions and the corresponding responses by the Company. Full details of the reply are set out in Appendix A attached to this Minutes.

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

- 4.1 The audited Financial Statements ("AFS") for the financial year ended 31 March 2025 with the Reports of the Directors and Auditors thereon, having been circulated to all the shareholders of the Company within the statutory period, were tabled at the Meeting for discussion.

4.2 Ms. Sherene Lee explained that the AFS would not require an approval from the shareholders in accordance with Section 340(1)(a) of the Companies Act 2016 and was meant for discussion only. Hence, this Agenda item was not put forward for voting.

4.3 Ms. Sherene Lee then invited comments and/or queries from the shareholders/proxy holders (if any) to be raised at the Q&A session later.

## **5. RE-ELECTION OF DIRECTORS (ORDINARY RESOLUTIONS 1 & 2)**

5.1 Ms. Sherene Lee informed that 2 Directors, namely Mr. See Toh Kean Yew (Ordinary Resolution 1) and Mr. Ling Wee Tak (Ordinary Resolution 2), who are retiring by rotation in accordance with Clause 131 of the Constitution of the Company and being eligible, had offered themselves for re-election.

5.2 The profiles and attendance records of the retiring Directors standing for re-election were provided to the Members in the 2025 Annual Report.

5.3 Ms. Sherene Lee put the motion to a vote to be conducted at the end of the meeting and invited the shareholders/proxy holders to raise questions during the Q&A session held later.

## **6. DIRECTORS' FEE (ORDINARY RESOLUTION 3)**

6.1 Ms. Sherene Lee informed the Meeting that the next resolution was to approve the payment of Directors' Fees up to an aggregate amount of RM350,000.00 for the financial year ending 31 March 2026, to be payable quarterly in arrears.

6.2 She then invited the shareholders/proxies to raise questions during the Q&A session held later.

## **7. DIRECTORS' BENEFITS (ORDINARY RESOLUTION 4)**

7.1 The Meeting proceeded to consider the motion on approval of payment of Directors' benefits up to an aggregate amount of RM30,000.00 from the passing of this resolution until the next Annual General Meeting of the Company.

7.2 Ms. Sherene Lee then invited the shareholders/proxy holders to raise questions during the Q&A session held later.

## **8. SPECIAL BUSINESS – PROPOSED RENEWAL OF THE 10% GENERAL MANDATE TO GRANT AUTHORITY TO DIRECTORS TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 (ORDINARY RESOLUTION 5)**

8.1 The Meeting continued to consider the motion on the authority granted to the directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016. The full text of the proposed Ordinary Resolution 5 as set out in the Notice of the 29<sup>th</sup> AGM and the same was taken as read.

8.2 Ms. Sherene Lee then invited the shareholders/proxy holders to raise any questions during the Q&A session held later.

## **9. QUESTION AND ANSWER SESSION**

9.1 After tabling all the resolutions as set out in the Notice of the AGM, Ms. Sherene Lee welcomed questions from the floor and the summary of proceedings were recorded as follows:-

9.2 (i) Mr. Poravi A/L Sithambaram Pillay, a shareholder, made the following enquiries which the Board responded accordingly :-

9.2.1 (a) Mr. Poravi commented that The Group's revenue had jumped significantly from RM90 million to RM129 million. Profit after tax and total comprehensive income on a consolidated basis also surged from RM1.77 million to RM7.80 million, following the completion of the share consolidation exercise. However, he observed that the Group's borrowings had also risen sharply from RM3 million to RM30 million, and sought clarification on the reasons underlying this substantial increase.

9.2.2 In response, Ms. Sherene Lee explained that a substantial portion of the borrowings was attributed to the manufacturing division. She elaborated that the borrowings were primarily channelled towards financing the expansion of the production line dedicated to premium bricks.

9.2.3 (b) Referring to the list of properties on pages 133 and 134 of the Annual Report, Mr. Poravi pointed out several vacant lots in Kota Tinggi and inquired about the Group's strategic plans for the utilisation or development of these vacant land?

9.2.4 With regards to the second query, Ms. Sherene Lee expounded that the majority of the landholdings of HMCB are situated in Kota Tinggi. She explained that 2 parcels of industrial land have been designated for the Group's manufacturing facilities, while the remaining parcels encompass quarry sites that serve as a source of raw materials for the manufacturing operations.

9.3 (ii) Ms. Nur Amirah Amirudin, a corporate representative of MSWG, sought for an update on the status of the Antara Project in Genting and whether the units will be contributing revenue to the Group soon?

9.3.1 In response, Ms. Sherene Lee, informed the members present that the Management team has outlined plans to monetise the Antara Project in Genting Highlands through short-term vacation rentals under the trading name of 'Harvinton Mansion'. She further highlighted that Management is exploring strategic collaborations with digital platforms to optimise occupancy rates and enhance revenue potential. To provide greater context, Ms. Sherene Lee presented a promotional video showcasing Harvinton Mansion to the members present.

9.4 There being no further questions, Ms. Sherene Lee thanked Mr. Poravi & Ms. Nur Amirah for their questions and declared that the Q&A session closed.

## 10. VOTING SESSION

10.1 At 10:02 a.m., Ms. Sherene Lee announced the commencement of poll voting session after completion of the deliberation of all items transacted at the AGM. She then invited Symphony to explain the procedures for polling.

10.2 On behalf of the Chairman, Ms. Sherene Lee then announced that the Meeting was adjourned at 10:18 a.m. for the poll vote count and shall resume after 20 minutes for the declaration of poll results in respect of Ordinary Resolutions 1 through 5. The results of the poll shall be verified by the Scrutineers, Propoll.

## 11. ANNOUNCEMENT OF POLL RESULTS

11.1 Upon completion of the counting of the votes, Ms. Sherene Lee called the meeting to order at 10.20 a.m. for declaration of results of the poll. The poll voting results are attached as 'Appendix 1'. Based on the poll results verified by the Scrutineers, Ms. Sherene Lee declared all resolutions tabled at the 29<sup>th</sup> AGM as carried.

11.2 (i) Re-election of Mr. See Toh Kean Yew in accordance with Clause 131 of the Constitution of the Company (*Resolution 1*)

11.2.1 Ms. Sherene Lee announced the poll results in respect of Resolution 1 which was carried as follows:-

Resolution	FOR			AGAINST		
	No. of shareholders	No. of shares	%	No. of shareholders	No. of shares	%
Ordinary Resolution	15	809,357,227	99.999685	2	2,549	0.000315

11.2.2 Ms. Sherene Lee declared that **Resolution 1** was duly passed as follows:-

“THAT Mr. See Toh Kean Yew who retired by rotation in accordance with Clause 131 of the Constitution of the Company, be hereby re-elected as Director of the Company.”

11.3 (ii) Re-election of Mr. Ling Wee Tak in accordance with Clause 131 of the Constitution of the Company (*Resolution 2*)

11.3.1 Ms. Sherene Lee announced the poll results in respect of Resolution 2 which was carried as follows:-

Resolution	FOR			AGAINST		
	No. of shareholders	No. of shares	%	No. of shareholders	No. of shares	%
Ordinary Resolution	15	809,357,227	99.999685	2	2,549	0.000315

11.3.2 Ms. Sherene Lee declared that **Resolution 2** was duly passed as follows:-

11.3.3 “THAT Mr. Ling Wee Tak who retired by rotation in accordance with Clause 131 of the Constitution of the Company, be hereby re-elected as Director of the Company.”

11.4 (iii) Directors’ fees for the financial year ending 31 March 2026 (*Resolution 3*)

11.4.1 Ms. Sherene Lee announced the poll results in respect of Resolution 3 which was carried as follows:-

Resolution	FOR			AGAINST		
	No. of shareholders	No. of shares	%	No. of shareholders	No. of shares	%
Ordinary Resolution	13	803,694,345	99.999681	3	2,565	0.000319

11.4.2 Ms. Sherene Lee declared that **Resolution 3** was duly passed as follows:-

“THAT the payment of Directors’ fees up to an aggregate amount of RM350,000 for the financial year ending 31 March 2026 which is payable quarterly in arrears be hereby approved.”

11.5 (iv) Directors’ benefits up to an aggregate amount of RM30,000 from the passing of this resolution until the next Annual General Meeting of the Company (*Resolution 4*)

11.5.1 Ms. Sherene Lee announced the poll results in respect of Resolution 4 which was carried as follows:-

Resolution	FOR			AGAINST		
	No. of shareholders	No. of shares	%	No. of shareholders	No. of shares	%
Ordinary Resolution	13	803,694,345	99.999681	3	2,565	0.000319

11.5.2 She declared that **Resolution 4** was duly passed as follows :-

“THAT the payment of Directors’ benefits up to an amount of RM30,000 from the passing of this resolution until the next Annual General Meeting of the Company be hereby approved.”

11.6 (v) Authority to Directors pursuant to Sections 75 and 76 of the Companies Act 2016 (*Resolution 5*)

11.6.1 Ms. Sherene Lee announced the poll results in respect of Resolution 5 which was carried as follows:-

Resolution	FOR			AGAINST		
	No. of shareholders	No. of shares	%	No. of shareholders	No. of shares	%
Ordinary Resolution	15	809,357,227	99.999685	2	2,549	0.000315

11.6.2 Ms. Sherene Lee declared that **Resolution 5** was duly passed as follows :-

“THAT, subject always to the Companies Act 2016, the Company’s Constitution, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“AMLR”) and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to:

1. allot shares in the Company; and/or
2. grant rights to subscribe for shares in the Company; and/or
3. convert any security into shares in the Company; and/or
4. allot shares under an agreement or option or offer, (“Proposed 10% General Mandate”).

at any time and from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that it does not exceed 10% of the total number of issued shares of the Company as prescribed by the AMLR at the time of issuance of shares and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, and such authority under this resolution shall continue to be in force until the conclusion of the next Annual General Meeting (AGM) of the Company or when it is required by law to be held, whichever is earlier, AND THAT:

- a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and
- b) the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 14 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company.”

**13. CONCLUSION**

13.1 There being no other notice received to transact any other business (as confirmed by the Company Secretary), the Chairman concluded the Meeting and thanked all members who were present for their attendance.

13.2 The Meeting terminated at 10.16 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A CORRECT RECORD

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*CHAIRMAN*

Dated:



Harvest Miracle Capital Berhad

26 September 2025

BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD  
Level 23, Unit 23-2, Menara AIA Sentral,  
No 30, Jalan Sultan Ismail,  
50250 Kuala Lumpur.

Attn: Nur Amirah Amirudin  
Manager, Corporate Monitoring

Dear Madam,

**RE: 29<sup>th</sup> Annual General Meeting (AGM) of Harvest Miracle Capital Berhad (“HMCB” or “the Group”) to be held on Friday, 26<sup>th</sup> September 2025**

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With reference to your letter dated 19 September 2025, we are pleased to answer the points that you had raised in the interest of minority shareholders and all other stakeholders of the Group.

**Operational & Financial Matters**

1. The IT division remained the Group’s largest revenue contributor in FYE2025 with RM89.1 million, but PBT margin averaging to 0.3% in FYE2024 and FYE2025 due to margin pressures and higher costs. (Source: Page 12 of Annual Report 2025)
  - a. Does the Board expect margins in this segment to improve going forward? If yes, what specific measures are being taken?

**HMCB reply:**

The IT division continues to face margin pressures due to intense competition and rising operating costs. While margin recovery remains challenging in the near term, the Group is focused on boosting sales volume through strategic cooperation with smaller dealers and expanding product offerings. These efforts aim to strengthen market presence and improve overall cost efficiency, which may support margin improvement over time.

- b. Does the Group intend to continue focusing on IT & ICT as a core business? If yes, what is the competitive edge that could realistically lift margins against larger distributors and online channels?

**HMCB reply:**

While the IT & ICT division continues to contribute to Group revenue, it faces persistent margin pressures driven by intense competition and rising operating costs. In response, the Group has implemented several proactive measures — including strategic cooperation with smaller dealers, expansion of product offerings, and cost optimisation initiatives — aimed at boosting sales volume, strengthening market presence, and supporting margin recovery over time.

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Despite these proactive measures, the industry's structural challenges remain. Accordingly, the Group is also evaluating strategic alternatives — with divestment being considered only as a last resort, and only if other recovery efforts do not yield sustainable improvements.

2. The manufacturing division posted revenue of RM20.5 million in FYE2025 (FYE2024: RM3.6 million). During the year, the division incurred additional costs from the expansion of its manufacturing plant, an investment expected to enhance capacity and efficiency in the long term. (Source: Page 12 of Annual Report 2025)

- a. How much was spent on the plant expansion during FYE2025, and how will these costs impact cash flow in the near term?

**HMCB reply:**

As at 31 Mar 2025, RM24.7 million was spent on the expansion. The expansion of the manufacturing plant was financed through borrowings with an 18-month grace period. This structure avoids near-term cash pressure while positioning the Group to improve capacity and efficiency over time.

- b. What utilisation rate of the expanded plant is required for the division to return to its pre-expansion profit margin level?

**HMCB reply:**

Based on internal forecasts, the division is expected to return to its pre-expansion profit margin level once the utilisation rate of the expanded plant reaches approximately 70%. The new plant is designed to enhance operational efficiency, which includes improvements in process control and automation that are expected to reduce rejection rates and wastage.

Our plant expansion will focus on premium brick products—Facing Bricks, Veneers, Clay Pavers, and others—positioning us as a leading premium brick manufacturer in Southeast Asia. This quality-driven strategy differentiates us from common brick producers, supports higher margins, and opens scalable global market opportunities.

3. The money lending division recorded a revenue of RM4.7 million and a segment profit before taxation of RM8.5 million, making it the most profitable segment within the Group in FYE2025. (Source: Page 12 of Annual Report 2025)

- a. Is the money lending division regarded as a core long-term pillar of the Group, or primarily as a cash-generating side business to support other divisions such as IT and manufacturing?

**HMCB reply :**

The money lending division is positioned as a standalone business segment within the Group. Its consistent profitability and strong performance underscore its strategic value. While it complements the Group's broader portfolio, it is not merely a supporting function — it is expected to continue contributing meaningfully to the Group's earnings and long-term growth.

- b. Even excluding fair value gains, the division delivered around 65% PBT margins. Is this level sustainable? Please disclose the current Non-Performing Loan (NPL) ratio for this segment — the proportion of loans in default relative to the total loan book — and how this has trended over the past 2 years?

**HMCB reply:**

The money lending division has consistently delivered strong profitability, with around 65% PBT margins even after excluding fair value gains. This performance is supported by disciplined credit assessment, prudent portfolio management, and a focus on sustainable lending practices.

While margins may fluctuate depending on market conditions and lending mix, the division continues to maintain healthy repayment performance. Over the past two years, the Non-Performing Loan (NPL) ratio has remained below 2%, reflecting effective risk management and borrower quality. The Group actively monitors credit exposure and applies conservative provisioning and compliance standards to safeguard long-term sustainability.

We remain confident in the division's ability to contribute meaningfully to Group earnings while managing credit risk responsibly.

4. Short-term investments rose sharply from RM9.0 million in FYE2024 to RM73.3 million in FYE2025, comprising 23.7% in quoted shares and 76.3% in money market funds. (Source: Pages 62 & 89 of Annual Report 2025)

What is the Group's strategy in placing such sizeable funds into short-term investments instead of deploying them into core business segments?

**HMCB reply:**

The increase in short-term investments was primarily due to proceeds raised from the rights issue, which were temporarily placed in money market instruments to preserve capital and generate modest returns while awaiting deployment. These funds were earmarked for specific strategic purposes, including expansion in the moneylending and property segments.

As of 15 September, the funds have been fully utilised in line with the approved plan.

As part of HMCB's strategic initiatives, the management is actively identifying and evaluating investment opportunities that offer immediate financial gains and long-term growth potential.

The investment in quoted shares was carefully selected based on potential investment gains and their potential to generate synergies with the Group's existing business activities. This strategy enables the Group to optimise capital utilisation while supporting complementary growth opportunities.

## SUSTAINABILITY MATTERS

5. The Sustainability Statement covers the Group's principal operations in IT and manufacturing. Other businesses within the Group's diversified portfolio are currently not included in the scope of this Statement, as the Group continues to enhance ESG data availability and governance structures across its operations. (Source: Page 22 of Annual Report 2025)

When do the Board and management expect to include other portfolios under the Sustainability Statement, such as the money lending and plantation divisions?

**HMCB reply:**

The Board recognizes the importance of expanding the scope of sustainability reporting to reflect the full breadth of the Group's operations. While the current focus is on IT and manufacturing, we are progressively enhancing ESG data governance and monitoring capabilities across other divisions.

The inclusion of segments such as money lending and plantation will be considered as these frameworks mature. The Group remains committed to aligning with Bursa Malaysia's ESG framework and will ensure compliance with its reporting expectations as they evolve.

Thank you.

Your Sincerely,  
For and on behalf of  
**HARVEST MIRACLE CAPITAL BERHAD**

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