

**MAXLAND BERHAD**  
**(FORMERLY KNOWN AS PRICWORTH INTERNATIONAL BERHAD)**  
(Registration No. 199601026940 (399292-V))  
(Incorporated in Malaysia)

**MINUTES OF THE TWENTY-SEVENTH ("27TH") ANNUAL GENERAL MEETING ("AGM") OF MAXLAND BERHAD (FORMERLY KNOWN AS PRICWORTH INTERNATIONAL BERHAD) ("MAXLAND" OR "THE COMPANY") HELD AT KM 11, JALAN SINORA, BATU SAPI, WDT 79, 90009 SANDAKAN, SABAH ON THURSDAY, 28 NOVEMBER 2024 AT 10.00 A.M.**

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Shareholders/Proxies Present : As per the Attendance List

Directors Present : Dato' Abd Aziz Bin Sheikh Fadzir (Non-Independent Non-Executive Director) – Dato' Chairman  
Datuk Lim Nyuk Sang @ Freddy Lim (Managing Director)  
Mr Yin Kong Fung (Independent Non-Executive Director)  
En. Adam Yusuff Bin Abd Aziz (Executive Director)  
Datuk Zulkarnain Bin Md Eusope (Independent Non-Executive Director)  
Madam Teo Gim Suan (Independent Non-Executive Director)

In Attendance : Ms. Heidi Thien Lee Mee (Company Secretary)

By Invitation : As per the Attendance List

**1. CHAIRMAN**

Dato' Aziz, Dato' Chairman of the Company welcomed all shareholders, proxies and attendees to the 27th AGM of the Company.

Dato' Chairman then introduced the Board of Directors and the Company Secretary to the meeting.

**2. QUORUM**

Dato' Chairman advised that the Constitution of the Company required the presence of at least two members or proxies or corporate representatives to form a quorum.

Dato' Chairman then informed that there was a requisite quorum present pursuant to the Company's Constitution and he called the meeting to order at 10.00 a.m.

**3. NOTICE**

There being no objection, the Notice convening the Meeting, having been circulated earlier to all members of the Company within the prescribed notice period, was taken as read.

**4. PRELIMINARY**

Dato' Chairman explained the procedure of the meeting and informed that all resolutions would be put to vote by way of poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Dato' Chairman informed the shareholders and proxies that Aldpro Corporate Services Sdn Bhd had been appointed as Poll Administrator and Messrs. Jeta PLT, the Independent Scrutineer ("Scrutineers") had been appointed as Scrutineer to verify the poll results.

With the consent and approval of the meeting, Dato' Chairman informed that the polling process for all the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the AGM.

**5. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

Dato' Chairman dealt with the first item of the agenda, which was to receive the Audited Financial Statements for the financial year ended 30 June 2024, together with the Reports of the Directors and Auditors thereon ("Audited Financial Statements") were circulated to all the shareholders of the Company within the prescribed period.

Dato' Chairman explained that the Audited Financial Statements were meant for discussion only as a provision of Section 340(1)(a) of the Companies Act, 2016 does not require the formal approval of the members of the Company. Hence, this item was not put forward for voting.

Dato' Chairman informed that the Company had received a letter dated 21 November 2024 with a total of 9 questions raised by the Minority Shareholders Watch Group ("MSWG") and the responses to the questions raised were presented to the shareholders on the screen as annexed marked as "Appendix A".

There being no other questions received, Dato' Chairman then declared that the Audited Financial Statements be received.

**6. ORDINARY RESOLUTION 1**  
**TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND OTHER BENEFITS FOR AN AMOUNT OF NOT EXCEEDING RM700,000 TO BE DIVIDED AMONGST THE DIRECTORS IN SUCH MANNER AS THE DIRECTORS MAY DETERMINE FOR THE PERIOD COMMENCING FROM THE CONCLUSION OF THE 27TH AGM OR AT ANY ADJOURNMENT THEREOF UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY TO BE HELD IN 2025**

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Dato' Chairman informed that Ordinary Resolution 1 was to approve the payment of Directors' fees and other benefits for an amount of not exceeding RM700,000 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from the conclusion of the 27th AGM or at any adjournment thereof until the conclusion of the next AGM of the Company to be held in 2025.

**7. ORDINARY RESOLUTION 2**

**TO RATIFY AND APPROVE THE ADDITIONAL PAYMENT OF DIRECTORS' FEES AND OTHER BENEFITS AMOUNTING TO RM98,250, WHICH WAS IN EXCESS OF THE EARLIER APPROVED AMOUNT OF RM650,000.00 FOR THE PERIOD COMMENCING FROM 16 JUNE 2023 UNTIL 28 NOVEMBER 2024**

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Dato' Chairman informed that Ordinary Resolution 2 was to ratify and approve the additional payment of Directors' Fees and other benefits amounting to RM98,250, which was in excess of the earlier approved amount of RM650,000.00 for the period commencing from 16 June 2023 until 28 November 2024.

**8. ORDINARY RESOLUTION 3**

**RE-ELECTION OF ADAM YUSUFF BIN ABD AZIZ, WHO RETIRES BY ROTATION IN ACCORDANCE WITH CLAUSE 105(1) OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

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Dato' Chairman informed that Ordinary Resolution 3 on the agenda was on the re-election of Adam Yusuff Bin Abd Aziz, who was retiring pursuant to Clause 105(1) of the Company's Constitution and being eligible, had offered himself for re-election.

**9. ORDINARY RESOLUTION 4**

**RE-ELECTION OF DATO' ABD AZIZ BIN HJ SHEIKH FADZIR WHO RETIRES PURSUANT TO CLAUSE 114 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

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Dato' Chairman informed that he was the Director standing for the re-election. He then passed the Chair to Mr Yin Kong Fung to conduct the proceeding of this meeting.

Mr Yin Kong Fung informed that Ordinary Resolution 4 was related to the re-election of Dato' Abd Aziz Bin Haji Sheikh Fadzir who retires pursuant to Clause 114 of the Company's Constitution and being eligible, has offered himself for re-election.

The Chair was passed back to the Chairman to proceed with the next agenda.

**10. ORDINARY RESOLUTION 5**

**RE-ELECTION OF DATUK ZULKARNAIN BIN MD EUSOPE WHO RETIRES PURSUANT TO CLAUSE 114 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**

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Dato' Chairman informed that Ordinary Resolution 5 was related to the re-election of Datuk Zulkarnain Bin Md Eusope who retires pursuant to Clause 114 of the Company's Constitution and being eligible, has offered himself for re-election.

**11. ORDINARY RESOLUTION 6**  
**RE-APPOINTMENT OF MESSRS. PKF PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION**

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Dato' Chairman informed that Ordinary Resolution 6 was related to the re-appointment of PKF PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

Dato' Chairman informed that PKF PLT had expressed their willingness to continue in office.

**12. SPECIAL BUSINESS - ORDINARY RESOLUTION 7**  
**AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT, 2016**

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Dato' Chairman informed that the proposed Ordinary Resolution 7 of the meeting was to approve the authority for directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

The following resolution was put to the meeting for voting:-

"THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 ("the Act") read together with Clause 61 of the Company's Constitution.

THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company 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 the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

"The proposed Ordinary Resolution 7, if passed, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued share of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company ("10% General Mandate"). The 10% General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions. The 10% General Mandate, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier. After having considered all aspects of the 10% General Mandate, the Board is of the opinion that the adoption of the 10% General Mandate

would be in the best interest of the Company and its shareholders, on the basis that it is the most optimum and cost-efficient method of fund raising for the Company.

There being no questions raised from the floor, Dato' Chairman proceeded with the next agenda.

### **13. ANY OTHER BUSINESS**

Dato' Chairman informed that the Company had not received any notice to deal with any other business for which due notice was required to be given pursuant to the Company's Constitution and the Companies Act, 2016.

### **14. POLLING PROCEDURES**

Dato' Chairman informed that the poll voting would commence soon and briefed the meeting on the procedures for the conduct of the poll and the time required for counting and validation of votes cast.

He informed that the representatives from Aldpro Corporate Services Sdn. Bhd. ("Poll Administrator") would collect the completed polling slips from the shareholders/proxies.

Upon collection of the polling forms, Dato' Chairman, with consent of the meeting, adjourned the meeting at 10.15 a.m. for the counting and verification of the poll results.

### **17. ANNOUNCEMENT OF POLL RESULTS**

Dato' Chairman called the meeting to order for the declaration of results and announced the results of the poll voting. The results of the poll voting were as follows:-

| <b>Resolution</b>     | <b>Voted For</b>    |          | <b>Voted Against</b> |          |
|-----------------------|---------------------|----------|----------------------|----------|
|                       | <b>No of Shares</b> | <b>%</b> | <b>No of Shares</b>  | <b>%</b> |
| Ordinary Resolution 1 | 603,800,613         | 100.0000 | 0                    | 0.00     |
| Ordinary Resolution 2 | 603,800,613         | 100.0000 | 0                    | 0.00     |
| Ordinary Resolution 3 | 603,800,613         | 100.0000 | 0                    | 0.00     |
| Ordinary Resolution 4 | 587,634,513         | 100.0000 | 0                    | 0.00     |
| Ordinary Resolution 5 | 603,800,613         | 100.0000 | 0                    | 0.00     |
| Ordinary Resolution 6 | 603,800,613         | 100.0000 | 0                    | 0.00     |
| Ordinary Resolution 7 | 603,800,613         | 100.0000 | 0                    | 0.00     |

Based on the above poll results, Dato' Chairman declared that Ordinary Resolutions 1 to 7 were all carried.

**18. CLOSURE OF MEETING**

There being no other business, Dato' Chairman, on behalf of the Board thanked all present for their attendance at the Meeting and declared the 27<sup>th</sup> AGM duly closed at 10.40 a.m.

***Confirmed as a correct record***

*Signed*

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Chairman of the Meeting  
DATO' ABD AZIZ BIN HAJI SHEIKH FADZIR

Dated: 28 November 2024

## MINORITY SHAREHOLDERS WATCH GROUP (“MSWG”) QUESTIONS VIS ITS LETTER DATED 21 NOVEMBER 2024 AND RESPONSE BY THE COMPANY

| MSWG’s question  | Response by the Company   |
|--|---|
| <p><b>Operational and Financial Matters</b></p> <p>1. The external auditors have raised a material uncertainty related to going concern due to:</p> <ul style="list-style-type: none"> <li>• The Group incurred gross loss and net loss of RM31.5 million and RM61.2 million, respectively, for FPE 2024; and</li> <li>• The Group’s current liabilities exceeding current assets by RM69.8 million at the end of FPE 2024, which includes a material obligation of RM59.6 million to a third- party creditor that the Group has not complied with pursuant to the repayment terms of the settlement agreement.</li> </ul> <p>These circumstances cast significant doubt on the Group’s ability to continue as a going concern. (Page 93 of AR2024)</p> <p>(a) To address these challenges, one plan is to raise funds through the exercise of Warrants B, with Directors indicating their intention to proceed with the exercise within the next financial year. (Page 93 of AR2024) Given the uncertainties in warrant holder decisions, what alternative plan does the Group have if it cannot secure the necessary funds through Warrant B exercise?</p> | <p>The material uncertainty related to going concern was mainly due to the net current liabilities position of RM69.8 million as at the financial year end. The major creditors are mainly such as the following 2 creditors.</p> <p>In respect of the amount owing to a creditor by our wholly owned subsidiary, Sinora Sdn Bhd amounted to RM59million, it represented unsecured trade advances given to Sinora since 2017. The management has been actively in negotiation with the creditor to reach an amicable solution to restructure the said outstanding sum. The management is confident that the creditor will not enforce the repayment of the amounts within the next 12 months.</p> |

|  |   |
|--|---|
|  | <p>Included in the current liabilities is a provision of amounts for replanting costs, interest, arbitrator's fees, and representation costs arising from the Final Award in an arbitration between wholly owned subsidiary, GSR Pte Ltd, and Transkripsi Pintar Sdn. Bhd., consolidated with an arbitration involving Sinora Sdn. Bhd. and Anika Desiran Sdn. Bhd., totaling RM20,556,812. This Final Award is currently in the process of being appealed in the High Court. The management is constantly in discussion with the parties concerned and will only negotiate for settlement arrangement after the High court had decided on the matter. The hearing date of the case will be decided in the next case management scheduled on 5 December 2024.</p> <p>The Board does not anticipate an immediate settlement is required to the said creditors in the near term. As a contingency, other alternatives to the exercising of warrants would be such as raising funds through equity or bank borrowings and disposal of lands not within the core businesses of the Group.</p> |
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## QUESTIONS VIS ITS LETTER DATED 21 NOVEMBER 2024 AND MANAGEMENT'S RESPOND

| MSWG's question   | Management's respond   |
|---|--|
| <p>(b) Another plan involves achieving "future profitable operations" (Page 93 of AR2024). Please provide more details on "future profitable operations" and the Board's confidence in achieving this aspect.</p> | <p>Barring any unforeseen circumstances, the Board expects the timber operation to remain profitable based on the current timber market prices.</p> <p>The Group is also actively pursuing other business opportunities and continues to explore further prospective projects in sectors such as marine engineering and energy.</p>  |
| <p>(c) Which operating segments mainly contributed to the gross loss of RM31.5 million? What factors led to the gross loss, and does the Board expect this trend to continue into FYE2025?</p>                    | <p>The gross loss was mainly due to the weak global timber market resulted in an average monthly sales volume of only 600m<sup>3</sup> for the Group's main product, plywood, during the first three quarters of 2023. As compared to the current sales order per month in the range of 2,000 to 3,000 M3. Despite the Group had controlled most of the operating cost to a minimum level amid the weak market, however, fixed cost such as depreciation and amortization, amounting to RM13 million, were still included in the cost of sales.</p> <p>However, sales trends had showed gradual improvement from fourth quarter of 2023 and continued into 2024. The Board is optimistic that the loss trend will not persist into FYE 2025.</p> |

## QUESTIONS VIS ITS LETTER DATED 21 NOVEMBER 2024 AND MANAGEMENT'S RESPOND

| MSWG's question  | Management's respond   |
|--|--|
| <p>2. The Engineering segment was the only profitable segment, with a segment profit of RM3.8 million, backed by governmental ship repair and dredging contracts. (Pages 10 &amp; 144 of AR2024)</p> <p>(a) What is the outlook for this segment in terms of revenue growth and profitability?</p>   | <p>The said profits were mainly from both Sand dredging contracts and Ship repairing contracts in Malaysia. Going forward, the outlook particularly on marine engineering sectors such as sand dredging, port maintenance, logistic support service, civil and building construction remain robust. In the coming financial year, the Group will focus mainly on marine engineering sector instead of ship repairing contract as it involves high capital outlay and comparable lower profit margin.</p> |
| <p>(b) What is the current outstanding order book? Additionally, please provide an update on progress in securing new contracts and expanding the segment's operations.</p>  | <p>The total current orders book is approximately RM1 million. The Group is continuously sourcing for new projects under the marine engineering sector.</p>  |
| <p>3. The major third-party creditor, with an outstanding balance of RM59.6 million (2022: RM33.0 million), charges interest at 12% per annum on the outstanding principal, payable in 44 monthly instalments, with the final payment due in June 2021. Any delays incur an additional penalty of 6% per annum. The Group remains in default, having made no repayments during the FPE 2024, and interest of RM25.2 million has been provided for in the financial statements. (Page 130 of AR2024)</p> <p>(a) Based on a monthly compounded annual interest rate of 18% on the 2022 outstanding balance of RM33.0 million, the interest for 18 months would approximate RM10.1 million. Please clarify the calculation of RM25.2 million interest recorded in the financial statements.</p> | <p>The majority of the interest comprised third-party creditor interest charged on the trade advances given by the timber buyer. The said amount of RM25.2 million included foreign exchange losses in view of the strengthening of USD as at 30/6/2024 compared to previous financial year end and interest/penalty interest charged by the creditor for current and previous financial years.</p>  |

MINORITY SHAREHOLDERS WATCH GROUP ("MSWG")

## QUESTIONS VIS ITS LETTER DATED 21 NOVEMBER 2024 AND MANAGEMENT'S RESPOND

| MSWG's question  | Management's respond  |
|--|---|
| (b) What is the Group's plan to settle this outstanding balance, and has it initiated negotiations with the major creditor on repayment terms? | Yes, the Group is actively engaged in negotiations with the third-party creditor toward reaching a mutually agreeable settlement.   |
| (b) What is the risk of the Company being classified as a PN17 Company in response to the default repayment to the creditor?                   | The creditor is an unsecured creditor and represented the trade advances for purchase of export logs by an oversea logs buyer given to the Group, and all associated interest and principle have been duly recorded in the books. Negotiations with the creditor are ongoing and the management will try its best to achieve a best solution for the best interest of the Group. The said trade advances were given to the wholly owned subsidiary, Sinora Sdn Bhd. The total assets of Sinora Sdn Bhd represented 33% of the total assets of the whole group which doesn't cross the 50% threshold. Hence, in the worst-case scenario, the Group doesn't expect it will risk the Group being classified as a PN17 company. |

## QUESTIONS VIS ITS LETTER DATED 21 NOVEMBER 2024 AND MANAGEMENT'S RESPOND

| MSWG's question  | Management's respond   |
|--|--|
| <p>4. In FPE 2024, the Group acquired seven parcels of long-term leasehold land for a total purchase price of RM46.5 million by acquiring 100% equity interest in Melur Azim Sdn Bhd. This acquisition was executed to settle the amounts due from the Logs Suppliers through a Settlement Agreement, with the remaining balance of RM7.9 million waived by the Group. (Pages 112 &amp; 118 of AR2024). The Group disclosed that these 96.01-acre lands, located in a special industrial area as per the Jabatan Perancang Bandar dan Desa Negeri Sabah, are demised for livestock farming and furniture factory sites. (Company Announcement dated 15 &amp; 19 December 2024)</p> <p>(a) What is the Group's plan for the newly acquired leasehold land, given the current cash flow constraints?</p> | <p>The lands, located adjacent to our existing shipyard operations, offers potential for expansion and is also being considered by the Board for a future solar power plant project. This is also part of the Group's planning to embark into the solar and energy business sector as per the collaboration agreement signed between the wholly owned subsidiary, Maxland Energy Sdn Bhd and Destini Energy Sdn Bhd in September 2023.</p> |
| <p>(b) Will the Group consider monetising these lands to settle the outstanding balance owed to the major third-party creditor mentioned above?</p>  | <p>Yes, this could serve as an alternative option. As the lands are located in the special industrial zone and close proximity to the Sandakan Palm Oil Industrial Cluster. It also gives a good opportunity for future price appreciation.</p> <p>The management will consider to monetise some of the lands when there is an opportunity arise</p>   |

MINORITY SHAREHOLDERS WATCH GROUP (“MSWG”)  
QUESTIONS VIS ITS LETTER DATED 21 NOVEMBER 2024 AND MANAGEMENT’S RESPOND

| MSWG’s question  | Management’s respond  |                     |                                  |                 |                                  |   |          |                     |           |   |         |                     |           |   |                             |                     |           |   |      |                     |            |   |           |                |              |   |        |                |              |   |         |                |            |   |                    |                |           |       |  |  |              |
|--|---|---------------------|----------------------------------|-----------------|----------------------------------|---|----------|---------------------|-----------|---|---------|---------------------|-----------|---|-----------------------------|---------------------|-----------|---|------|---------------------|------------|---|-----------|----------------|--------------|---|--------|----------------|--------------|---|---------|----------------|------------|---|--------------------|----------------|-----------|-------|--|--|--------------|
| <p>5. The Group’s capital work-in-progress was RM7.9 million at the end of FPE 2024. (Page 111 of AR2024)</p> <p>(a) Please provide details on the capital work-in-progress and their locations.</p> | <table><tr><th><u>No.</u></th><th><u>Item</u></th><th><u>Location</u></th><th><u>Net Amount</u><br/><u>(RM)</u></th></tr><tr><td>1</td><td>Workshop</td><td>Maxland Timber Camp</td><td>20,369.00</td></tr><tr><td>2</td><td>Kitchen</td><td>Maxland Timber Camp</td><td>14,490.00</td></tr><tr><td>3</td><td>Container (Labour Quarters)</td><td>Maxland Timber Camp</td><td>40,203.82</td></tr><tr><td>4</td><td>Camp</td><td>Maxland Timber Camp</td><td>403,006.10</td></tr><tr><td>5</td><td>Machinery</td><td>Sinora factory</td><td>4,555,444.57</td></tr><tr><td>6</td><td>Boiler</td><td>Sinora factory</td><td>2,374,177.30</td></tr><tr><td>7</td><td>Roofing</td><td>Sinora factory</td><td>428,703.21</td></tr><tr><td>8</td><td>Sand Drying Shades</td><td>Marine factory</td><td>42,852.00</td></tr><tr><td colspan="3">Total</td><td>7,879,246.00</td></tr></table> | <u>No.</u>          | <u>Item</u>                      | <u>Location</u> | <u>Net Amount</u><br><u>(RM)</u> | 1 | Workshop | Maxland Timber Camp | 20,369.00 | 2 | Kitchen | Maxland Timber Camp | 14,490.00 | 3 | Container (Labour Quarters) | Maxland Timber Camp | 40,203.82 | 4 | Camp | Maxland Timber Camp | 403,006.10 | 5 | Machinery | Sinora factory | 4,555,444.57 | 6 | Boiler | Sinora factory | 2,374,177.30 | 7 | Roofing | Sinora factory | 428,703.21 | 8 | Sand Drying Shades | Marine factory | 42,852.00 | Total |  |  | 7,879,246.00 |
| <u>No.</u>   | <u>Item</u>   | <u>Location</u>     | <u>Net Amount</u><br><u>(RM)</u> |                 |                                  |   |          |                     |           |   |         |                     |           |   |                             |                     |           |   |      |                     |            |   |           |                |              |   |        |                |              |   |         |                |            |   |                    |                |           |       |  |  |              |
| 1  | Workshop  | Maxland Timber Camp | 20,369.00                        |                 |                                  |   |          |                     |           |   |         |                     |           |   |                             |                     |           |   |      |                     |            |   |           |                |              |   |        |                |              |   |         |                |            |   |                    |                |           |       |  |  |              |
| 2  | Kitchen   | Maxland Timber Camp | 14,490.00                        |                 |                                  |   |          |                     |           |   |         |                     |           |   |                             |                     |           |   |      |                     |            |   |           |                |              |   |        |                |              |   |         |                |            |   |                    |                |           |       |  |  |              |
| 3  | Container (Labour Quarters)   | Maxland Timber Camp | 40,203.82                        |                 |                                  |   |          |                     |           |   |         |                     |           |   |                             |                     |           |   |      |                     |            |   |           |                |              |   |        |                |              |   |         |                |            |   |                    |                |           |       |  |  |              |
| 4  | Camp  | Maxland Timber Camp | 403,006.10                       |                 |                                  |   |          |                     |           |   |         |                     |           |   |                             |                     |           |   |      |                     |            |   |           |                |              |   |        |                |              |   |         |                |            |   |                    |                |           |       |  |  |              |
| 5  | Machinery   | Sinora factory      | 4,555,444.57                     |                 |                                  |   |          |                     |           |   |         |                     |           |   |                             |                     |           |   |      |                     |            |   |           |                |              |   |        |                |              |   |         |                |            |   |                    |                |           |       |  |  |              |
| 6  | Boiler  | Sinora factory      | 2,374,177.30                     |                 |                                  |   |          |                     |           |   |         |                     |           |   |                             |                     |           |   |      |                     |            |   |           |                |              |   |        |                |              |   |         |                |            |   |                    |                |           |       |  |  |              |
| 7  | Roofing   | Sinora factory      | 428,703.21                       |                 |                                  |   |          |                     |           |   |         |                     |           |   |                             |                     |           |   |      |                     |            |   |           |                |              |   |        |                |              |   |         |                |            |   |                    |                |           |       |  |  |              |
| 8  | Sand Drying Shades  | Marine factory      | 42,852.00                        |                 |                                  |   |          |                     |           |   |         |                     |           |   |                             |                     |           |   |      |                     |            |   |           |                |              |   |        |                |              |   |         |                |            |   |                    |                |           |       |  |  |              |
| Total  |   |                     | 7,879,246.00                     |                 |                                  |   |          |                     |           |   |         |                     |           |   |                             |                     |           |   |      |                     |            |   |           |                |              |   |        |                |              |   |         |                |            |   |                    |                |           |       |  |  |              |
| <p>(b) There were impairment losses on capital work-in-progress totalling RM1.1 million in FPE 2024. What were the factors that led to this impairment?</p>  | <p>The impairment arose from sea reclamation work undertaken at the Sinora factory in 2022 as part of an initiative to expand the logyard. However, the project was discontinued in view of the unfavorable timber market.</p>  |                     |                                  |                 |                                  |   |          |                     |           |   |         |                     |           |   |                             |                     |           |   |      |                     |            |   |           |                |              |   |        |                |              |   |         |                |            |   |                    |                |           |       |  |  |              |

## MINORITY SHAREHOLDERS WATCH GROUP (“MSWG”)

## QUESTIONS VIS ITS LETTER DATED 21 NOVEMBER 2024 AND MANAGEMENT’S RESPOND

| MSWG’s question   | Management’s respond  |
|---|---|
| <p>6. Maxland Energy Sdn Bhd, a wholly-owned subsidiary of the Company, entered into a Heads of Agreement (HOA) with W&amp;R Resources Sdn Bhd (WRSB) on 11 July 2024 to explore opportunities to expand Maxland Energy's business and operations through a potential acquisition of shares in Go Automobile Manufacturing Sdn Bhd held by WRSB. (Company Announcement dated 12 July 2024) Please provide details on the capital work-in-progress and their locations.</p> <p>What is the status of the proposed acquisition? Has Maxland Energy entered into a definitive agreement with WRSB pursuant to the HOA?</p> | <p>The proposed acquisition is still under discussion between both parties to finalize mutually agreeable terms. Both parties are actively collaborated to secure public transport supply contract in Malaysia. Other than this, Maxland Auto Sdn Bhd had also entered into a distribution agreement with Higer Bus Company Limited from China in which Higer has granted Maxland Auto the distribution right to sell their bus products.</p> |

MINORITY SHAREHOLDERS WATCH GROUP (“MSWG”)  
 QUESTIONS VIS ITS LETTER DATED 21 NOVEMBER 2024 AND MANAGEMENT’S RESPOND

| MSWG’s question  | Management’s respond   |
|--|--|
| <p><b>Sustainability Matters</b></p> <p>1. In addition to monitoring and filtering emissions, we are also exploring opportunities to reduce emissions at the source. This includes optimising our energy use, improving the efficiency of our manufacturing processes, and investing in cleaner technologies. (Page 34 of AR2024)</p> <p>(a) What progress has been made in collecting GHG emissions data for enhanced sustainability reporting, and when can this data be expected in the Sustainability Statement?</p> | <p>The Group is gathering the necessary data on a timely basis to ensure compliance with sustainability reporting standards. The management is expecting more data can be included in the Sustainability statement in the next financial year.</p> |

## MINORITY SHAREHOLDERS WATCH GROUP (“MSWG”)

## QUESTIONS VIS ITS LETTER DATED 21 NOVEMBER 2024 AND MANAGEMENT’S RESPOND

| MSWG’s question   | Management’s respond   |
|---|--|
| <p>(b) Please elaborate on the Group’s plans to invest in renewable energy over the next two years.</p> | <p>The Group is actively pursuing opportunities in solar power projects and will publicly announce further details once the plans are finalized. As mentioned in paragraph 4(a) above, this is also part of the Group’s planning to embark into the solar and energy business sector as per the collaboration agreement signed between the wholly owned subsidiary, Maxland Energy Sdn Bhd and Destini Energy Sdh Bhd in September 2023.</p> |



MINORITY SHAREHOLDERS WATCH GROUP (“MSWG”)  
 QUESTIONS VIS ITS LETTER DATED 21 NOVEMBER 2024 AND MANAGEMENT’S RESPOND

| MSWG’s question  | Management’s respond  |
|--|---|
| <p><b>Corporate Governance Matters</b></p> <p>1. Datuk Lim Nyuk Sang, Managing Director of the Company, is also the Executive Non- Independent Director and Chief Executive Officer of Kretam Holdings Berhad, another public company listed on Bursa Malaysia. Mr. Yin Kong Fung, Executive Director of the Company, is also the Executive Non-Independent Director and Chairman of Kretam Holdings Berhad.</p> <p>As the Managing Director and Executive Director of the Company, Datuk Lim and Mr Yin are expected to devote his full-time commitment to Maxland Berhad which is loss making, as both are drawing salary, bonuses and other benefits under the contract to service with the Company.</p> <p>How do Datuk Lim and Mr. Yin manage their time effectively, given their dual fulltime executive positions at two publicly listed companies?</p> | <p>First of all, Both Datuk Lim and Mr Yin had been with Kretam Holding Berhad for many years as elaborated in the following paragraphs. Since they joined the Board of Maxland, they had gradually allocated most of their time in overseeing the day to day businesses in Maxland, despite they are still carrying the title of Executive role in Kretam, as the Executive function in Kretam will only be gradually discharged expecting over the next 12 months.</p> <p>Datuk Lim brings over 30 years of extensive experience in the plantation business and timber industry. His deep understanding of these sectors, combined with his well established networks, is expected to provide substantial value and strategic insight to the Company.</p> |

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|---|--|
|   | <p>Mr. Yin brings over 20 years of professional experience, including a notable 8-year tenure at Kretam Holdings Berhad, a company specializing in plantation, oil refining, and milling. Shortly after joining the company, he was promoted to Head of the Finance &amp; Accounts Department during a challenging period when the company was facing a net loss of over RM38 million.</p> <p>During his tenure with Kretam, the company experienced a remarkable turnaround. Within two years of his appointment, Kretam began generating profits. By the time of its latest audited financial statements, the company reported an impressive net profit after tax of RM108 million. This significant achievement highlighted Mr. Yin's exceptional financial and strategic acumen.</p> <p>Recognizing his ability to drive growth and deliver results, he was later promoted to Chairman of Kretam Holdings Berhad. Building on his proven track record, Mr. Yin was appointed as Executive Director of Maxland Berhad in March 2024. In this role, he is anticipated to apply his extensive expertise to advance the company's strategic goals, enhance operational performance, and contribute to its sustainable growth trajectory.</p> <p>Both directors are firmly committed to dedicating the necessary time and focus to their roles within Maxland Berhad, leveraging their proven experience and expertise in turning around loss-making companies.</p> |
| <p>2. The Company departed from Practice 5.9 of the Malaysian Code on Corporate Governance 2021 (MCCG) which advocates that the Board comprises at least 30% women directors. The Board currently comprises six (6) Directors, out of whom one (1) is woman, which translates to a 17% female representation.</p> <p>Given the current gender disparity on the Board, when does the Board plan to appoint additional female directors? What are the challenges/issues faced by the Company in sourcing for women directors?</p> | <p>The Board recognizes the current gender disparity and is committed to improving diversity by appointing additional female directors. Efforts are ongoing to identify qualified candidates with the necessary expertise, experience, and alignment with the Company's strategic goals.</p> <p>The Board is expected to appoint additional female directors before the end of the current financial year by 30 June 2025.</p>   |

