**RICHTECH DIGITAL BERHAD**
Registration No. 202301037196 (1531119-U)
(Incorporated in Malaysia)

**MINUTES OF THE THIRD ANNUAL GENERAL MEETING OF THE COMPANY ("3rd AGM") HELD AT TIOMAN ROOM, SECOND FLOOR, BUKIT JALIL GOLF & COUNTRY RESORT JALAN JALIL PERKASA 3, BUKIT JALIL 57000 KUALA LUMPUR, W.P. KUALA LUMPUR ON TUESDAY, 29 SEPTEMBER 2026 AT 10.30 A.M.**

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**Present:**

**Directors**

Mr Wong Koon Wai – *Chairman*
Mr Lee Teik Keong
Ms Agnes Wong Eei Nien
Ms Koo Woon Kan
Mr. Yeoh Jie Hu
Mr. Ang Seng Wong

**In Attendance**

| | | |
|---|---|---|
| Ms Khoo Ming Siang | - | *Company Secretary* |

**By invitation**

| | | |
|---|---|---|
| Mr Hong Chuan Keong | - | *Chief Financial Officer* |
| Ms Tan Lea Ling | - | *Representative of Messrs. TGS TW PLT* |
| Mr Carence Loh | - | *Representative of Messrs. TGS TW PLT* |
| Mr Yong De Sheng | - | *Representative of Messrs. TGS TW PLT* |
| Ms Norhasliliwati Binti Abdullah Hashim | - | *Representatives of Securities Services Holdings Sdn. Bhd.* |
| Ms Nur Suhaila Binti Che Ani | - | *Representatives of Securities Services Holdings Sdn. Bhd.* |
| Ms Suraya Binti Yunus | - | *Representatives of Securities Services Holdings Sdn. Bhd.* |
| Ms Siti Nurshahida Binti Mat Leh | - | *Representatives of Commercial Quest Sdn. Bhd.* |
| Mr Lim Laang Feng | - | *Representatives of Aquilla Services Sdn. Bhd.* |

## CHAIRMAN

Mr Wong Koon Wai ("the Chairman") presided as Chairman of the Meeting and welcomed all shareholders to the 3rd AGM.

The Chairman proceeded to introduce the Board of Directors, the Auditors, and the Company Secretary who were in attendance.

## QUORUM

Ms Khoo Ming Siang, the Company Secretary confirmed that a quorum was present for the Meeting. With the requisite quorum being present, the Chairman called the Meeting to order at 10.30 a.m.

## NOTICE AND SUMMARY OF PROXIES RECEIVED

The Notice convening the Meeting, having been circulated in the prescribed period, was with the consent of the members present, taken as read. The Chairman then proceeded with the business of the 3rd AGM.

As part of good governance, the Chairman informed that based on the report issued by the Poll Administrator, Securities Services Holdings Sdn. Bhd., a total of 30 proxies for a total of 51,135,200 ordinary shares representing 25.26% of the issued shares of the Company, had been appointed to participate in the 3rd AGM.

## POLLING AND ADMINISTRATIVE GUIDE

The Chairman informed the Meeting that pursuant to the requirements of the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), all resolutions set out in the Notice of the 3rd AGM must be voted by poll. The Chairman thereafter demanded for a poll to be taken on all the resolutions set forth in the Notice of the 3rd AGM.

For all six proposed resolutions, the Chairman and Ms Agnes Wong Eei Nien, shareholders of the Company, acted as proposer and seconder, respectively. This will not be repeated for each resolution.

The Chairman further informed that the Company had appointed Securities Services Holdings Sdn. Bhd. as the Poll Administrator to conduct the poll voting and Commercial Quest Sdn. Bhd. as the Scrutineer to verify the poll results. The results of the poll voting will be announced after the Scrutineer verified the poll results upon closure of the voting session.

**AS ORDINARY BUSINESS**

**1. AUDITED FINANCIAL STATEMENTS ("AFS") FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Chairman informed the Meeting that the AFS for the financial year ended 31 March 2026 together with the Directors' and Auditors' Report were meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders.

It was recorded that the AFS for the financial year ended 31 March 2026 together with the Directors' and the Auditors' Reports thereon were properly laid and had been duly received.

**2 DIRECTORS' FEES AND BENEFITS TO THE NON-EXECUTIVE DIRECTORS**

Ordinary Resolution 1 was to approve the payment of Directors' Fees and Benefits payable to the Non-Executive Directors up to an aggregate amount of RM220,000.00 for the period from 30 September 2026 until the conclusion of the next annual general meeting of the Company to be held in 2027.

**3 RE-ELECTION OF DIRECTOR – MR. WONG KOON WAI**

Ordinary Resolution 2 was on the re-election of Mr. Wong Koon Wai, who retired as Director of the Company pursuant to Clause 113 of the Constitution of the Company, and being eligible, had offered himself for re-election.

**4. RE-ELECTION OF DIRECTOR – MS. KOO WOON KAN**

Ordinary Resolution 3 was on the re-election of Ms. Koo Woon Kan, who retired as Director of the Company pursuant to Clause 113 of the Constitution of the Company, and being eligible, had offered herself for re-election.

**5. RE-ELECTION OF DIRECTOR – MR. ANG SENG WONG**

Ordinary Resolution 4 was on the re-election of Mr. Ang Seng Wong, who retired as Director of the Company pursuant to Clause 119 of the Constitution of the Company, and being eligible, had offered himself for re-election.

**6. RE-APPOINTMENT OF MESSRS TGS TW PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION.**

Ordinary Resolution 5 was to re-appoint Messrs TGS TW PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

**AS SPECIAL BUSINESS**

**7. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

Ordinary Resolution 6 under Special Business was to seek shareholders' approval of a general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the total number of issued shares of the Company for purpose of funding the working capital or strategic development of the Group.

**QUESTIONS AND ANSWERS**

The Chairman then opened the floor to all attendees for questions. The list of questions raised together with the response from the Directors is set out in Annex 1.

**VOTING**

After dealt with all questions raised, the Chairman proceeded with the voting session and declared the registration for attendance at the Meeting closed. The Chairman briefed the procedures of taking a poll to the Shareholders. The voting session commenced at 10.49 a.m., and shareholders and proxies were given 15 minutes to cast their votes by completing voting slips.

The Chairman further noted that several shareholders had appointed the Chairman as their proxy and that he would vote in accordance with the instructions received.

The Chairman informed the Meeting that the poll voting session would be closed after the allotted time and that the Scrutineers would require approximately 20 minutes to verify the results. The outcome of the poll would be announced once the Scrutineers had completed the verification process.

**POLL RESULTS**

The Chairman called the Meeting to order at 10.54 a.m. and the results are as follows:-

| **Ordinary Resolution 1** | **Votes in favour** | | **Votes against** | | **Results** |
|---|---|---|---|---|---|
| | **No. of shares** | **%** | **No. of shares** | **%** | |
| To approve the payment of Directors' Fees and Benefits of RM220,000.00 to the Non-Executive Directors for the period from 30 September 2026 until the conclusion of the next Annual General | 143,399,613 | 99.9958 | 6,000 | 0.0042 | Accepted |

| | | | | | |
|---|---|---|---|---|---|
| Meeting of the Company to be held in 2027 | | | | | |

It was RESOLVED:-

THAT the payment of Directors' Fees and Benefits to the Non-Executive Directors up to an aggregate amount of RM220,000.00 for the period from 30 September 2026 until the conclusion of the next Annual General Meeting of the Company to be held in 2027 be and is hereby approved.

| **Ordinary Resolution 2** | **Votes in favour** | | **Votes against** | | **Results** |
|---|---|---|---|---|---|
| | **No. of shares** | **%** | **No. of shares** | **%** | |
| To re-elect Mr. Wong Koon Wai, who is retiring in accordance with Clause 113 of the Constitution of the Company | 143,405,613 | 100.00 | 0 | 0.0000 | Accepted |

It was RESOLVED:-

THAT Mr. Wong Koon Wai who is retiring pursuant to Clause 113 of the Constitution of the Company be and is hereby re-elected as a Director of the Company.

| **Ordinary Resolution 3** | **Votes in favour** | | **Votes against** | | **Results** |
|---|---|---|---|---|---|
| | **No. of shares** | **%** | **No. of shares** | **%** | |
| To re-elect Ms. Koo Woon Kan, who is retiring in accordance with Clause 113 of the Constitution of the Company | 143,405,613 | 100.00 | 0 | 0.0000 | Accepted |

It was RESOLVED:-

THAT Ms. Koo Woon Kan who is retiring pursuant to Clause 113 of the Constitution of the Company be and is hereby re-elected as a Director of the Company.

| **Ordinary Resolution 4** | **Votes in favour** | | **Votes against** | | **Results** |
|---|---|---|---|---|---|
| | **No. of shares** | **%** | **No. of shares** | **%** | |
| To re-elect Mr. Ang Seng Wong, who is retiring in accordance with Clause 119 of the Constitution of the Company | 143,405,613 | 100.00 | 0 | 0.0000 | Accepted |

It was RESOLVED:-

THAT Mr. Ang Seng Wong who is retiring pursuant to Clause 119 of the Constitution of the Company be and is hereby re-elected as a Director of the Company.

| **Ordinary Resolution 5** | **Votes in favour** | | **Votes against** | | **Results** |
|---|---|---|---|---|---|
| | **No. of shares** | **%** | **No. of shares** | **%** | |
| To re-appoint Messrs TGS TW PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. | 143,405,613 | 100.00 | 0 | 0.0000 | Accepted |

It was RESOLVED:-

THAT the retiring Auditors, Messrs TGS TW PLT, having indicated their willingness to continue in office, be and are hereby re-appointed as the Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting and that the Directors be and are hereby authorised to fix their remuneration.

| **Ordinary Resolution 6** | **Votes in favour** | | **Votes against** | | **Results** |
|---|---|---|---|---|---|
| | **No. of shares** | **%** | **No. of shares** | **%** | |
| Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares. | 143,402,602 | 99.9979 | 3,011 | 0.0021 | Accepted |

It was RESOLVED:-

THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and the Constitution of the Company and subject to the approvals from Bursa Malaysia Securities Berhad and other relevant government/ regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Act to allot shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be allotted during the preceding twelve (12) months does not exceed 10% of the total number of the allotted shares (excluding treasury shares) of the Company for the time being.

AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so allotted on Bursa Malaysia Securities Berhad.

THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution and shall continue to be in force until:

(i) the conclusion of the next AGM of the Company, at which time the said authority would lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
(ii) the expiration of the period within which the next AGM is required by law to be held; or
(iii) the authority is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting, whichever occurs first.

AND THAT the Directors be and are hereby authorised to take such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.

**CONCLUSION**

The Chairman expressed his appreciation to shareholders, proxies and corporate representatives who have participated at this 3rd AGM. There being no other business to be transacted, the Chairman declared the 3rd AGM closed at 11.11 a.m.

SIGNED AS A CORRECT RECORD

*(signed)*

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CHAIRMAN

**Annex I** – Questions and Answers

| No. | Question | Response from Management |
|---|---|---|
| 1. | A Proxy to Kenanga Nominees (Tempatan) Sdn Bhd for account name Rakuten Trade Sdn Bhd for Tan Ching Yuew, Mr. Kwang Qi Cai inquired the Board to clarify the original thesis behind the SRS platform, noting that marketing and promotional expenditure appeared to be moving away from it, and sought to understand whether the Company's strategic focus had shifted away from growing the platform. | Mr. Lee Teik Keong ("Mr. Lee") from the Management clarified that the SRS platform was originally conceived as a self-generated fund model intended to build engagement and acquire new customers. Trials were conducted, but the results did not meet expectations. Consequently, the Company shifted its focus toward serving corporate users through alternate channels, namely web and banking channels. |
| 2. | Mr. Kwang Qi Cai sought to confirm whether the original intention had been to increase usage among existing SRS platform users, or whether there had been another objective. | Mr. Lee reiterated that the Company now services corporate users, who in turn target end users. |
| 3. | Mr. Kwang Qi Cai inquired the Board to elaborate on the commission rate, which he understood to be increasing, and asked why bill-payment activity appeared to be growing in prosperity despite the existence of many competing payment avenues. | The Chairman informed that the acceptance of online payment platforms is growing generally, with more users shifting from prepaid tools toward web-based tools. This trend was cited as the underlying rationale for the Company's strategic refocus toward corporate-channel partnerships rather than broad direct-to-consumer growth. |

| | | |
|---|---|---|
| 4. | Mr. Kwang Qi Cai inquired clarification whether the target audience for mobile credit/services would differ from that for corporate users. | The Chairman further explained that the targeting approach would indeed differ, with mobile credit serving as one channel within the Company's broader corporate-to-end-user model. |
| 5. | Mr. Kwang Qi Cai inquired clarification on how the Company differentiates itself from established competitors such as Shopee and Grab in the payments space. | The Chairman clarified that the endpoint installation and bill-payment integration work together with corporate partners to install and operate at the point of service as the Company's key value proposition in reaching end users, as opposed to competing directly as a consumer-facing app. |
| 6. | Mr. Kwang Qi Cai inquired further information on a newly established company, requesting more detail about its planned activities. | The Chairman informed that the new entity's primary activities would be online advertising and targeted user acquisition, operating as an online platform. |
| 7. | A shareholder, Mr. Zaidi Bin Mahmood inquired clarification on how further exchange took place regarding recent community-based promotional activities. | The Chairman explained that the promotional and marketing activities were primarily targeted at grocery shops, rather than directly at end users, as these shops serve as an important channel to reach the wider community. Although RM4.2 million had been allocated for marketing and promotional activities, only a portion of the allocation, amounting to approximately hundreds of thousands of ringgit, had been utilised to date. The remaining allocation had not yet been fully utilised. |