

ASDION BERHAD
(Registration No. 200201023149 (590812-D))
(Incorporated in Malaysia)

**MINUTES OF THE TWENTY-SECOND (“22ND”) ANNUAL GENERAL MEETING
OF THE COMPANY HELD AT MATAHARI 3 & 4, LEVEL 5, CITITEL MID
VALLEY, MID VALLEY CITY, LINGKARAN SYED PUTRA, 59200 KUALA
LUMPUR ON THURSDAY, 26 MARCH 2026 AT 11.00 A.M**

ATTENDANCE OF DIRECTORS

Encik Abdul Latib Bin Tokimin	- Independent Non-Executive Chairman
Puan Noraizwa Binti Mohd Shariff	- Independent Non-Executive Director
Encik Mohamad Farid Bin Mohd Yusof	- Independent Non-Executive Director
Mr. Koay Wei Feng	- Independent Non-Executive Director
Encik Razmi Bin Alias	- Executive Director
Mr. Ang Chin Poo	- Executive Director, Operations

IN ATTENDANCE

Shareholders, Proxies, Corporate Representative, Company Secretary and Invitees
As per Attendance List

1. CHAIRMAN

The Chairman, Encik Abdul Latib Bin Tokimin took the Chair and welcomed all present to the Meeting and then introduced the Members of the Board to the shareholders present.

2. QUORUM

The requisite quorum being present pursuant to Clause 70 of the Company’s Constitution, the Chairman declared the Meeting duly convened.

3. NOTICE OF MEETING

The Chairman addressed the meeting and declared the meeting duly convened as the Notice of the Annual General Meeting (“AGM”) dated 30 January 2026 had been circulated to all shareholders of the Company and advertised in Newspaper in accordance with the Company’s Constitution and addendum to the Notice of AGM announced on 5 March 2026.

It was unanimously agreed that the notice convening the Meeting having been circularised was taken as read.

4. BRIEFING ON HOUSEKEEPING PROCEDURES

Before proceeding with the Agenda of the AGM, the Company Secretary, was called upon to explain the proceedings of the meeting and voting procedures to the shareholders.

The Company Secretary highlighted that the businesses to be transacted in the Meeting involved the moving and passing of seven (7) proposed Ordinary Resolutions which require the approval by a simple majority of the shareholders or their proxies present.

The Company Secretary further said that the Agenda 1 which is to receive the Audited Financial Statements for the financial period ended 30 September 2025 together with the Directors' and Auditors' Reports is meant for discussion only and is not a business which requires a resolution to be put to vote by the shareholders.

Each of the motion would require one proposer and a seconder before putting to the floor to vote; and that pursuant to the Listing Requirements of Bursa Malaysia Securities Berhad, any resolution set out in the notice of any general meeting or notice of resolution must be voted by way of poll.

5. PRESENTATION ON ISSUES RAISED FROM MINORITY SHAREHOLDERS WATCH GROUP

Before proceeding with the first item of the Agenda, Encik Razmi Bin Alias, the Executive Director and Puan Noraizwa presented to the shareholders the issues raised by the Minority Shareholders Watch Group (MSWG) stated under a letter dated 18 March 2026 and the written responses from the Company as annexed herewith and marked **Appendix A**.

6. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2025 TOGETHER WITH THE DIRECTORS' AND AUDITORS' REPORTS THEREON

The Audited Financial Statements for the financial period ended 30 September 2025 together with the Directors' and Auditors' Reports thereon as attached in the 2025 Annual Report which had been previously circulated, were tabled for discussion.

QUESTIONS AND ANSWERS SESSION

The Chairman invited questions pertaining to the financial statements from the floor.

Q1: Ms. Nur Amirah Binti Amirudin, the representative from MSWG followed up on Question 2 in the MSWG letter raised earlier and presented during the AGM. She noted that Management had indicated that not all matters were conclusively resolved and requested clarification from the auditors on the key outstanding areas and whether these would continue to affect the audit opinion.

Company's Response

The Audited Financial Statements for the financial period ended 30 September 2025 have been prepared in accordance with the applicable accounting standards, based on the available records, and submitted to the auditors accordingly. The disclaimer of opinion primarily reflects limitations in audit scope rather than specific misstatements, and efforts are ongoing to address these matters and enhance the audit process moving forward.

All matters highlighted in the disclaimer of opinion have been addressed or are in the process of being resolved, primarily from a documentation perspective. For example, in relation to the issue of Golden Shares, confirmation from the company secretary of the affected company has been obtained, and a third-party legal opinion has been secured. Management is currently drafting the Shareholders' Agreement to formalise and affirm the status of Golden Shares.

- Q2: Ms. Nur Amirah Binti Amirudin requested comments from the auditors to provide additional assurance on any remaining unresolved matters.

LTTT PLT's Response

The representative from LTTT PLT stated that he is unable to provide further comments beyond what has already been disclosed in the audited report.

Further Company's Response

Management further explained that one of the disclaimer issues relates to the Indonesia subsidiaries, which are audited by component auditors in Indonesia. Certain scope limitations arose in accordance with local audit requirements in Indonesia. Nevertheless, Management has provided all available documentation to the auditors.

Following that, the Company has strengthened internal oversight, including involvement of the Chief Financial Officer in reviewing operations at the Indonesia subsidiaries.

In respect of litigation matters, the case between Pencetak Weng Fatt Sdn. Bhd. and Asdion Berhad is nearing resolution and is currently under a repayment schedule, which is expected to be settled in the following month. Another matter involves a winding-up order by Martin Rodney Leonard against Asdion Property Management Sdn. Bhd., which is in the process of settlement. The Jabatan Insolvency Malaysia is expected to confirm the debt settlement amount by the end of the month, after which payment will be made and the winding-up status lifted. Asdion Property Management Sdn. Bhd. is a dormant subsidiary.

The Company had previously obtained an extension of time for its submission of Proposed Regularisation Plan until 31 January 2026 and has since applied for a further extension, which is currently pending approval from Bursa Securities Malaysia Berhad (“Bursa Securities”). Any updates will be announced accordingly. The Proposed Regularisation Plan remains in progress.

On the going concern assessment, Management noted that under the current structure, the operating subsidiaries, both in Indonesia and locally, remain active. Expansion initiatives are being undertaken under Transeaways Shipping Sdn. Bhd., including operations by Konsortium Perkapalan Timur Sdn. Bhd., which has commenced business.

- Q3: Refer to the most recent quarterly financial results announcement, it was noted that cash flow has increased by approximately one-third. Is this cash position sustainable? Should we expect any funding exercise, or is this merely due to working capital movements? Given the Company’s GN3 status, what is the likelihood of finalising a proposal acceptable to Bursa Securities, or does the Company still have sufficient time to seek further extensions?

Company’s Response

The Company is currently under GN3 status, and any corporate exercise, including fund-raising activities, is subject to clearance from Bursa Securities. For the operating subsidiaries, PT Indoexpress is in the process of arranging capital funding to accelerate operations and secure additional contracts. In particular, Konsortium Perkapalan Timur Sdn. Bhd. currently operates one vessel of 300 TU capacity and plans to expand its fleet to further enhance its business operations.

- Q4: Whether the most recent cash flow position remains a concern?

Company’s Response

Management explained that the improvement is mainly at the operating subsidiary level. The Group is currently able to sustain operations within its existing cash flow. However, additional funding will be required to support further business expansion. The Company is aligning its funding requirements with the Proposed Regularisation Plan, including initiatives such as the Tumpat Support Base Project.

- Q5: The Company has recorded two consecutive quarters of losses, which appear to be quite substantial.

Company’s Response

The losses recorded over the last two consecutive quarters were mainly due to impairment adjustments and accounting clean-up exercises, as recommended by the auditors.

The Company currently has zero gearing, and upon settlement of ongoing litigation matters, no further legal cases are expected at the Group level.

- Q6: With the Company's GN3 status due in July 2026, what is the likelihood of achieving a concrete outcome? If no progress is made, does the Company still have sufficient grounds to request a further extension of time, or is there a high risk of delisting?

Company's Response

In relation to the GN3 status, Management stated that the decision on any extension of time rests with Bursa Securities. The Company is actively working towards securing an extension and implementing its Regularisation Plan to improve its financial position and exit GN3 status.

- Q7: What are the reasons that the Company has not been uplifted from its GN3 status since 2024?

Company's Response

From Bursa Securities' perspective, the Company is expected to clean up its financial position and achieve profitability for at least two consecutive quarters.

- Q8: In relation to the Proposed Regularisation Plan to be submitted to Bursa Securities, will there be any proposals such as capital reduction or share consolidation?

Company's Response

At this stage, the Company does not foresee undertaking capital reduction or share consolidation. Details of the Proposed Regularisation Plan will be announced in due course, and the Company continues to work closely with its Principal Adviser of GN3.

- Q9: Can you share how the current geopolitical tensions, particularly the war, may impact the Company's operations?

Company's Response

Management noted that ongoing geopolitical developments, including the Iran conflict, may impact the logistics business. Asdion's operations in bulk transportation may be affected, as rising costs have caused some mining activities to slow down or cease operations.

Since there were no further questions, the Chairman declared that the Audited Financial Statements for the financial period ended 30 September 2025 together with the Reports of the Directors and Auditors thereon were duly received by the shareholders of the Company.

7. RESOLUTION 1

- **PAYMENT OF DIRECTORS' FEES AND BENEFITS FROM 27 MARCH 2026 UNTIL THE NEXT AGM OF THE COMPANY**

Resolution 1 of the Agenda was to approve the Directors' Fees and Benefits of up to RM250,000/- for the Directors of the Company from 27 March 2026 until the next AGM of the company to be held in 2026.

On the proposal of Mr. Liau Boon Seong and duly seconded by Mr. Wong Wai Tsung, the Chairman put the motion to vote.

8. RESOLUTION 2

- **RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 97.1 OF THE COMPANY'S CONSTITUTION – ENCIK RAZMI BIN ALIAS**

Resolution 2 of the Agenda was to re-elect Encik Razmi Bin Alias, an Executive Director of the Company who was retiring in accordance with Clause 97.1 of the Company's Constitution.

On the proposal of Mr. Wong Wai Tsung and duly seconded by Mr. Yeoh Seng Tee, the Chairman put the motion to vote.

9. RESOLUTION 3

- **RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 104 OF THE COMPANY'S CONSTITUTION – MR. ANG CHIN POO**

Resolution 3 of the Agenda was to re-elect Mr. Ang Chin Poo, an Executive Director, Operations of the Company who was retiring in accordance with Clause 104 of the Company's Constitution.

On the proposal of Mr. Wong Wai Tsung and duly seconded by Mr. Liau Boon Seong, the Chairman put the motion to vote.

10. RESOLUTION 4

- **RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 104 OF THE COMPANY'S CONSTITUTION – ENCIK MOHAMAD FARID BIN MOHD YUSOF**

Resolution 4 of the Agenda was to re-elect Encik Mohamad Farid Bin Mohd Yusof, an Independent Non-Executive Director of the Company who was retiring in accordance with Clause 104 of the Company's Constitution.

On the proposal of Mr. Wong Wai Tsung and duly seconded by Mr. Yeoh Seng Tee, the Chairman put the motion to vote.

11. RESOLUTION 5

- **RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 104 OF THE COMPANY'S CONSTITUTION – MS. LU KE PING**

Mr. Chairman informed the shareholders that Ms. Lu Ke Ping has resigned from the Board with effect from 11 February 2026. Therefore, Resolution 5 is now withdrawn.

12. RESOLUTION 6

- **APPOINTMENT OF AUDITORS**

Resolution 6 of the Agenda was to appoint Auditors of the Company in place of the retiring Auditors, LTTT PLT at this AGM and to authorise the Directors to fix their remuneration was tabled before the meeting.

On the proposal of Mr. Wong Wai Tsung and duly seconded by Mr. Yeoh Seng Tee, the Chairman put the motion to vote.

13. RESOLUTION 7

- **AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

Resolution 7 of the Agenda was to obtain the shareholders' approval on the renewal of authority for Directors to issue shares of not more than ten percent (10%) of the total number of issued shares of the Company pursuant to Sections 75 and 76 of the Companies Act, 2016 as set out in the notice of AGM.

On the proposal of Mr. Wong Wai Tsung and duly seconded by Mr. Yeoh Seng Tee, the Chairman put the motion to vote.

14. RESOLUTION 8

• RE-ELECTION OF DIRECTOR PURSUANT TO CLAUSE 104 OF THE COMPANY'S CONSTITUTION – MR. KOAY WEI FENG

Resolution 8 of the Agenda was to re-elect Mr. Koay Wei Feng, an Independent Non-Executive Director of the Company who was retiring in accordance with Clause 104 of the Company's Constitution.

On the proposal of Mr. Wong Wai Tsung and duly seconded by Mr. Yeoh Seng Tee, the Chairman put the motion to vote.

15. ANY OTHER BUSINESS

The Company Secretary confirmed that the Company had not received any notice to transact any other business at the Meeting.

16. BRIEFING BY COMPANY SECRETARY ON POLLING

The Company Secretary was called upon to brief on the polling procedures to the shareholders.

17. ADJOURNED OF MEETING FOR POLL VOTING

The meeting was adjourned at 11.55 a.m. for the poll voting to commence immediately.

18. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF RESULTS

The meeting re-convened at 12.30 p.m. for the announcement of the results of the poll voting by the Chairman as follows:-

ASDION BERHAD

(Registration No. 200201023149 (590812-D))

Minutes of the Twenty-Second Annual General Meeting held on 26 March 2026 (Cont'd)

Agenda	For		Against		Abstained	Results
	No. of Shares	%	No. of Shares	%		
Resolution 1 To approve the Directors' fees and benefit payable of up to RM250,000/- to the Directors of the Company from 27 March 2026 until the next Annual General Meeting of the Company to be held in 2027.	222,061,936	99.9955	9,900	0.0045	0	Carried
Resolution 2 To re-elect Encik Razmi Bin Alias, who is retiring by rotation pursuant to Clause 97.1 of the Company's Constitution.	222,063,236	99.9961	8,600	0.0039	0	Carried
Resolution 3 To re-elect Mr. Ang Chin Poo, who is retiring by rotation pursuant to Clause 104 of the Company's Constitution.	222,063,336	99.9962	8,500	0.0038	0	Carried

ASDION BERHAD

(Registration No. 200201023149 (590812-D))

Minutes of the Twenty-Second Annual General Meeting held on 26 March 2026 (Cont'd)

Agenda	For		Against		Abstained	Results
	No. of Shares	%	No. of Shares	%		
Resolution 4 To re-elect Encik Mohamad Farid Bin Mohd Yusof, who is retiring by rotation pursuant to Clause 104 of the Company's Constitution.	222,063,336	99.9962	8,500	0.0038	0	Carried
Resolution 6 To appoint Auditors of the Company for the ensuing year and authorise the Directors to fix their remuneration.	222,063,186	99.9961	8,650	0.0039	0	Carried
Resolution 7 Authority to Issue Share Pursuant to Sections 75 and 76 of the Company Act, 2016.	222,063,036	99.9960	8,800	0.0040	0	Carried
Resolution 8 To re-elect Mr. Koay Wei Feng, who is retiring by rotation pursuant to Clause 104 of the Company's Constitution.	222,063,336	99.9962	8,500	0.0038	0	Carried

Based on the poll results, Mr. Chairman declared that all resolutions as set out in the Notice were duly carried, except for Ordinary Resolution 5 which was withdrawn.

RESOLUTION 1

PAYMENT OF DIRECTORS' FEES AND BENEFITS

RESOLVED THAT the Directors' Fees and Benefits payable of up to RM250,000/- to the Directors of the Company from 27 March 2026 until the next Annual General Meeting of the Company to be held in 2027 be and is hereby approved.

RESOLUTION 2

RE-ELECTION OF ENCIK RAZMI BIN ALIAS AS DIRECTOR PURSUANT TO CLAUSE 97.1 OF THE COMPANY'S CONSTITUTION

RESOLVED THAT Encik Razmi Bin Alias who is retiring as a Director of the Company in accordance with Clause 97.1 of the Company's Constitution be and is hereby re-elected as Director of the Company.

RESOLUTION 3

RE-ELECTION OF MR. ANG CHIN POO AS DIRECTOR PURSUANT TO CLAUSE 104 OF THE COMPANY'S CONSTITUTION

RESOLVED THAT Mr. Ang Chin Poo who is retiring as a Director of the Company in accordance with Clause 104 of the Company's Constitution be and is hereby re-elected as Director of the Company.

RESOLUTION 4

RE-ELECTION OF ENCIK MOHAMAD FARID BIN MOHD YUSOF AS DIRECTOR PURSUANT TO CLAUSE 104 OF THE COMPANY'S CONSTITUTION

RESOLVED THAT Encik Mohamad Farid Bin Mohd Yusof who is retiring as a Director of the Company in accordance with Clause 104 of the Company's Constitution be and is hereby re-elected as Director of the Company.

RESOLUTION 6

APPOINTMENT OF AUDITORS

RESOLVED THAT the Directors be and is hereby authorized to appoint an Auditors of the Company for the financial year ending 30 September 2026 in place of the retiring Auditors, LTTH PLT at the Annual General Meeting and to authorise the Directors to fix their remuneration was tabled before the meeting.

RESOLUTION 7

AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE

COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

RESOLVED THAT subject always to the Companies Act, 2016, Constitution of the Company and approvals of the relevant governmental/regulatory bodies where such approvals shall be necessary, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Companies Act, 2016 to allot and issue 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 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 for the time being of the Company and that the Directors 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 the Directors of the Company whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/she/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate.

RESOLUTION 8

RE-ELECTION OF MR. KOAY WEI FENG AS DIRECTOR PURSUANT TO CLAUSE 104 OF THE COMPANY'S CONSTITUTION

RESOLVED THAT Mr. Koay Wei Feng who is retiring as a Director of the Company in accordance with Clause 104 of the Company's Constitution be and is hereby re-elected as Director of the Company.

19. TERMINATION OF MEETING

There being no other business to be transacted, the Meeting terminated at 12.35 p.m. with a vote of thanks extended to the Chair.

CONFIRMED AS A CORRECT RECORD
OF THE PROCEEDINGS THEREAT

.....
CHAIRMAN
Date: 26 March 2026

ASDION BERHAD
(Registration No. 200201023149 (590812-D))
(Incorporated in Malaysia)

TWENTY-SECOND (22ND) ANNUAL GENERAL MEETING (“AGM”)

**ANSWERS TO QUESTIONS
RAISED FROM MINORITY SHAREHOLDERS WATCH GROUP**

Operational & Financial Matters

The auditors issued a Disclaimer of Opinion because they were unable to obtain sufficient audit evidence over several material areas items in the financial statements, including: -

- foreign subsidiaries’ financial records
- valuation of investments and financial instruments
- impairment assessments for goodwill
- recoverability of deferred expenditure
- credit risk of receivables
- project advance valuation

1. Management has since stated that various analyses, reconciliations, and documentation will be prepared. (Source: Bursa Announcement dated 30 January 2026)

Why were these analyses and supporting documents not prepared and provided to the auditors during the audit process, and what improvements have been made to strengthen financial reporting discipline, internal controls and Audit and Risk Management Committee (“ARMC”) oversight to prevent this from recurring?

Management Response

The matters raised by the Auditor primarily relate to complex areas involving foreign subsidiaries, valuation assessments, and technical accounting judgments, rather than a lack of underlying transactions or records.

As clarified in the Company’s response to Bursa Securities:

- The limitation on audit evidence for foreign subsidiaries was largely due to inaccessibility of the component auditor, which was beyond Management’s control and not due to any refusal to cooperate
- Management had in fact provided supporting documentation, including fixed asset registers, photographic evidence, and bank confirmations obtained through the Indonesian management team

However, the audit process highlighted those certain analyses (e.g. impairment

ASDION BERHAD

(Registration No. 200201023149 (590812-D))

Answers to Questions Raised from Minority Shareholders Watch Group (Cont'd)

models, valuation workings, and reconciliations) required a higher level of formalisation and documentation to meet audit expectations.

Improvements implemented:

To address this, the Group has initiated the following enhancements:

1. **Strengthening Financial Reporting Discipline**
 - Implementation of standardised reporting templates across subsidiaries (including foreign operations)
 - Monthly and quarterly submission timelines enforced at Group level
2. **Enhanced Internal Controls**
 - Direct reporting line from foreign finance teams to Group CFO
 - On-site engagement with Indonesian subsidiaries to validate records, systems, and personnel
3. **Improved ARMC Oversight**
 - More frequent ARMC reviews on:
 - Impairment assessments
 - Recoverability of balances
 - Audit readiness status
 - Early engagement with auditors on key judgemental areas
4. **Audit Coordination Improvements**
 - Plan to appoint auditors for foreign subsidiaries aligned with Group auditors to avoid recurrence of access limitations

These measures are aimed at ensuring that audit-ready documentation is prepared proactively, rather than reactively.

2. Management has indicated that steps are being taken to obtain documentation, perform valuations, and prepare supporting analyses for several items highlighted by the auditor. (Source: Bursa Announcement dated 30 January 2026)

Have the relevant documents and analyses been provided to the auditors, and can the auditors confirm whether these matters have been resolved such that the key balances in the financial statements can now be verified?

Management Response

Management has substantially provided the relevant documentation and analyses to support the balances in question, including:

- Fixed asset records and supporting evidence
- Independent valuation reports
- Cash flow projections for impairment testing

ASDION BERHAD

(Registration No. 200201023149 (590812-D))

Answers to Questions Raised from Minority Shareholders Watch Group (Cont'd)

- Supporting documents for deferred expenditures and project-related balances

As previously disclosed:

- Management remains fully cooperative and continues to provide additional information where required
- Certain items (e.g. third-party confirmations and audit validations) are still subject to audit verification procedures, which are ongoing

At this stage:

- The resolution of these matters ultimately depends on the Auditor's independent assessment and satisfaction
- Management has not been formally informed that all matters are conclusively resolved, but is actively working towards closure

The Group remains committed to ensuring that all balances are fully supportable and compliant with MFRS requirements.

3. The auditor also noted that insufficient evidence was provided to support the feasibility of the regularisation plan and the going concern assumption. The Company has applied for an extension of time until 31 July 2026 to submit its regularisation plan.

What is the status of the regularisation plan, its key components, and the basis for concluding that the Group can continue as a going concern?

Management Response

The Regularisation Plan is currently **in progress and under active development**, as disclosed in the Bursa submission.

As stated earlier:

- The plan is still being **finalised and refined**, including:
 - Funding arrangements
 - Implementation timeline
 - Regulatory approvals
 - Strategic restructuring initiatives

Key components (high-level):

- Strengthening core logistics operations
- Monetisation / optimisation of existing assets
- Potential strategic partnerships or corporate exercises
- Operationalisation of new subsidiaries (e.g. maritime/logistics expansion)

Going Concern Basis:

ASDION BERHAD

(Registration No. 200201023149 (590812-D))

Answers to Questions Raised from Minority Shareholders Watch Group (Cont'd)

Management's conclusion on going concern is supported by:

1. **Continuation of existing operations**
 - Revenue-generating subsidiaries remain operational
2. **Ongoing business developments**
 - Newly established subsidiaries expected to contribute (e.g. upcoming operational commencement)
3. **Active regularisation efforts**
 - Continuous engagement with advisers, regulators, and stakeholders
4. **Improving financial discipline and governance**
 - Strengthened reporting and internal controls

The disclaimer in this area reflects a conservative audit stance pending full finalisation of the Regularisation Plan, rather than the absence of a plan or viability concerns.

Corporate Governance Matters

1. Ordinary Resolution 2 proposes the re-election of Encik Razmi Bin Alias, who is retiring by rotation pursuant to Clause 97.1 of the Company's Constitution.

Encik Razmi has served as Executive Director since 1 March 2017, responsible for business expansion and corporate functions. (Source: Page 6 of Annual Report 2025)

However, the Company has been loss-making for over a decade, including during his tenure, and has recently fallen into GN3 status with the auditor issuing a Disclaimer of Opinion. While the Group recently reported a turnaround, it appears largely driven by acquisitions rather than organic improvement.

Given these circumstances, what are the Nomination and Remuneration Committee ("NRC") rationales for recommending the re-election of Encik Razmi as Executive Director and what specific contributions or strategic leadership he has provided that justify his continued position on the Board?

Management Response

The Nomination and Remuneration Committee (NRC), after due assessment, recommended the re-election of Encik Razmi Bin Alias based on the following considerations:

1. Experience and Institutional Knowledge

ASDION BERHAD

(Registration No. 200201023149 (590812-D))

Answers to Questions Raised from Minority Shareholders Watch Group (Cont'd)

- Over 8 years of service with the Group
- Deep understanding of:
 - Group operations
 - Industry dynamics (logistics and related sectors)
 - Corporate structure and ongoing restructuring initiatives

2. Role in Strategic Developments

- Actively involved in:
 - Business expansion initiatives
 - Corporate restructuring efforts
 - Identification of new business opportunities

3. Continuity During Critical Phase

- The Group is currently undergoing:
 - Regularisation process (GN3)
 - Operational restructuring
- Continuity at Board level is critical to:
 - Ensure execution of strategic plans
 - Maintain stability and institutional direction

4. Forward-Looking Contribution

While the Group has faced historical losses, the Board recognises that:

- Recent improvements and initiatives are transitional in nature
- The focus is now on:
 - Operational turnaround
 - Sustainable revenue generation
 - Strengthened governance

Encik Razmi's continued presence is viewed as instrumental in executing these forward-looking strategies, rather than solely being assessed on historical performance.