TRI-MODE SYSTEM (M) BERHAD

[Registration No. 199101018953 (229265-X)]
(Incorporated in Malaysia)

MINUTES OF THE THIRTY-FOURTH (34TH) ANNUAL GENERAL MEETING ("AGM") OF TRI-MODE SYSTEM (M) BERHAD ("TRI-MODE" OR "THE COMPANY") HELD AT WISMA TRI-MODE, NO 1 (LOT 48), JALAN SUNGAI CHANDONG 24/KS11, TAMAN PERINDUSTRIAN PULAU INDAH (FASA 3), 42920 PULAU INDAH, SELANGOR, MALAYSIA ON THURSDAY, 25 JUNE 2026 AT 11:00 A.M.

Directors

1. Dato' Markiman Bin Kobiran (Independent Non-Executive Chairman)
2. Dato' Hew Han Seng ("**Dato' Hew**") (Group Managing Director)
3. Datin Sam Choi Lai (Executive Director)
4. Mr. Chiam Tau Meng (Independent Non-Executive Director)
5. Dato' Sim Kia Ju (Independent Non-Executive Director)

Company Secretaries

1. Ms. Lau Hooi Pin
2. Mr. Tan Tong Lang

Invitee

1. Mr. Sua Hee Yuan (Chief Financial Officer)
2. Ms. Khoo Yi Xian (Representative of UHY Malaysia PLT)
3. Mr. Voon Xuan Ming (Representative of UHY Malaysia PLT)

Shareholders/ Proxies
As per the Attendance List

1.0 CONVENING OF MEETING

1.1 Dato' Markiman Bin Kobiran ("**the Chairman**") chaired the meeting and welcomed the shareholders and proxies ("**Members**") to the 34th AGM of the Company.

1.2 There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 11:00 a.m.

1.3 The Chairman introduced the Directors and Company Secretary present and drew attention to some housekeeping matters including manner of posting questions, and poll voting, which would be conducted during the deliberations of all agenda items for the seven (7) resolutions in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"). The Members were informed that Symphony Corporate Services Sdn. Bhd. was appointed as the Poll Administrator to conduct the e-polling process, whilst Propoll Solutions Sdn. Bhd. was appointed as the Scrutineers to verify the poll results.

1.4 The Chairman informed the Members that their questions, if any, would be addressed after each agenda item is read out.

1.5 With the consent of the Members, the notice convening the 34th AGM was taken as read. The Chairman then proceeded to the official business of the 34th AGM.

2.0 TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

2.1 The Chairman informed that the audited financial statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon ("**Audited Financial Statements**") was meant for discussion only, and therefore, it would not be put forward for voting, in accordance with Section 340(1)(a) of the Companies Act 2016 (the "**Act**"). Hereafter, the Chairman declared that the Audited Financial Statements were received.

3.0 ORDINARY RESOLUTION 1
TO RE-ELECT DATO' HEW HAN SENG, WHO RETIRES IN ACCORDANCE WITH CLAUSE 165 OF THE CONSTITUTION OF THE COMPANY

3.1 The Chairman informed that the next agenda of the 34th AGM was to re-elect Dato' Hew, who retires in accordance with Clause 165 of the Constitution of the Company, and being eligible, has offered himself for re-election.

3.2 The Chairman then sought questions from the Members. As there were no questions raised by Members, the Ordinary Resolution 1 was put forward for voting.

3.3 Upon voting, the poll result for Ordinary Resolution 1 was projected on the screen as follows, and was accordingly declared carried by the Chairman: -

Ordinary Resolution 1	Voted For		Voted Against		Results
	No. of Shares	%	No. of Shares	%	
	31,106,225	100.0000	0	0.0000	Carried

"THAT Dato' Hew Han Seng, who retires in accordance with Clause 165 of the Constitution of the Company and being eligible, has offered himself for re-election, be hereby re-elected as Director of the Company."

3.4 The Chairman proceeded with the next agenda of the 34th AGM.

[At this junction, the Chairman declared his interest in respect of the next agenda which was related to himself, and invited Dato' Hew to facilitate the said agenda.]

4.0 ORDINARY RESOLUTION 2
TO RE-ELECT DATO' MARKIMAN BIN KOBIRAN, WHO RETIRES IN ACCORDANCE WITH CLAUSE 165 OF THE CONSTITUTION OF THE COMPANY

4.1 Dato' Hew informed that Ordinary Resolution 2 was to re-elect Dato' Markiman Bin Kobiran, who retires in accordance with Clause 165 of the Constitution of the Company, and being eligible, has offered himself for re-election.

4.2 Dato' Hew then sought questions from the Members. As there were no questions raised by Members, the Ordinary Resolution 2 was put forward for voting.

4.3 Upon voting, the poll result for Ordinary Resolution 2 was projected on the screen as follows, and was accordingly declared carried by Dato' Hew: -

Ordinary Resolution 2	**Voted For**		**Voted Against**		**Results**
	No. of Shares	**%**	**No. of Shares**	**%**	
	114,484,300	100.0000	0	0.0000	Carried

"*THAT Dato' Markiman Bin Kobiran, who retires in accordance with Clause 165 of the Constitution of the Company and being eligible, has offered himself for re-election, be hereby re-elected as Director of the Company.*"

4.4 Dato' Hew passed the Chair back to the Chairman. The Chairman proceeded with the next agenda of the 34th AGM.

5.0 ORDINARY RESOLUTION 3
TO RE-ELECT DATO' SIM KIA JU, WHO RETIRES IN ACCORDANCE WITH CLAUSE 156 OF THE CONSTITUTION OF THE COMPANY

5.1 The Chairman informed that the next agenda of the 34th AGM was to re-elect Dato' Sim Kia Ju, who retires in accordance with Clause 156 of the Constitution of the Company, and being eligible, has offered himself for re-election.

5.2 The Chairman then sought questions from the Members. As there were no questions raised by Members, the Ordinary Resolution 3 was put forward for voting.

5.3 Upon voting, the poll result for Ordinary Resolution 3 was projected on the screen as follows, and was accordingly declared carried by the Chairman: -

Ordinary Resolution 3	**Voted For**		**Voted Against**		**Results**
	No. of Shares	**%**	**No. of Shares**	**%**	
	114,702,500	100.0000	0	0.0000	Carried

"*THAT Dato' Sim Kia Ju, who retires in accordance with Clause 156 of the Constitution of the Company and being eligible, has offered himself for re-election, be hereby re-elected as Director of the Company.*"

5.4 The Chairman proceeded with the next agenda of the 34th AGM.

6.0 ORDINARY RESOLUTION 4
TO APPROVE THE PAYMENT OF DIRECTORS' FEES TO THE NON-EXECUTIVE DIRECTORS UP TO RM120,000.00 FOR THE PERIOD FROM 34TH AGM UP TO THE 35TH AGM

6.1 The Chairman informed that the next agenda of the 34th AGM was to approve the payment of Directors' fees to the Non-Executive Directors up to RM120,000 for the period from 34th AGM up to the 35th AGM of the Company. The Chairman further informed that the Independent Non-Executive Directors would abstain from voting on this resolution.

6.2 The Chairman then sought questions from the Members. As there were no questions raised by Members, the Ordinary Resolution 4 was put forward for voting.

6.3 Upon voting, the poll result for Ordinary Resolution 4 was projected on the screen as follows, and was accordingly declared carried by the Chairman: -

Ordinary Resolution 4	**Voted For**		**Voted Against**		**Results**
	No. of Shares	**%**	**No. of Shares**	**%**	
	114,322,300	99.9240	87,000	0.0760	Carried

"THAT the payment of Directors' fees to the Non-Executive Directors up to RM120,000.00 for the period from 34th AGM up to the 35th AGM of the Company be hereby approved."

6.4 The Chairman proceeded with the next agenda of the 34th AGM.

7.0 ORDINARY RESOLUTION 5
TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY UP TO AN AMOUNT OF RM9,000 FOR THE PERIOD FROM 34TH AGM UP TO THE 35TH AGM

7.1 The Chairman informed that the next agenda of the 34th AGM was to approve the payment of directors' benefits to the Non-Executive Directors of the Company up to an amount of RM9,000 for the period from 34th AGM up to the 35th AGM of the Company. The Chairman further informed that the Independent Non-Executive Directors would abstain from voting on this resolution.

7.2 The Chairman then sought questions from the Members. As there were no questions raised by Members, the Ordinary Resolution 5 was put forward for voting.

7.3 Upon voting, the poll result for Ordinary Resolution 5 was projected on the screen as follows, and was accordingly declared carried by the Chairman: -

Ordinary Resolution 5	**Voted For**		**Voted Against**		**Results**
	No. of Shares	**%**	**No. of Shares**	**%**	
	114,322,300	99.9240	87,000	0.0760	Carried

"THAT an amount of up to RM9,000 as benefits payable to the Non-Executive Directors for the period from 34th AGM up to the 35th AGM of the Company be hereby approved."

7.4 The Chairman proceeded with the next agenda of the 34th AGM.

8.0 ORDINARY RESOLUTION 6
TO RE-APPOINT MESSRS. UHY MALAYSIA PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

8.1 The Chairman informed that the next agenda of the 34th AGM was to re-appoint Messrs. UHY Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. Messrs. UHY Malaysia PLT had expressed their willingness to accept the re-appointment as the Company's auditors for the ensuing year.

8.2 The Chairman then sought questions from the Members. As there were no questions raised by Members, the Ordinary Resolution 6 was put forward for voting.

8.3 Upon voting, the poll result for Ordinary Resolution 6 was projected on the screen as follows, and was accordingly declared carried by the Chairman: -

Ordinary Resolution 6	**Voted For**		**Voted Against**		**Results**
	No. of Shares	**%**	**No. of Shares**	**%**	
	114,702,500	100.0000	0	0.0000	Carried

"THAT the re-appoint Messrs. UHY Malaysia PLT as auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration be hereby approved."

8.4 The Chairman proceeded with the next agenda of the 34th AGM.

9.0 SPECIAL BUSINESS - ORDINARY RESOLUTION 7
AUTHORITY TO ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

9.1 The Chairman informed that the next agenda of the 34th AGM under special business was to seek shareholders' approval to authorise the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Act.

9.2 The Chairman explained that upon passing this resolution, the authority would provide the flexibility to the Company and empower the Directors to speedily allot and issue new shares from time to time for such purposes as the Directors in their absolute discretion deemed fit to be in the best interest of the Company. This exercise is subjected to the limitation that the shares to be allotted and issued does not exceed 10% of the total issued share capital of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being. This authority, unless revoked or varied by the Company in general meeting, shall be in force until the conclusion of the next AGM of the Company.

AND THAT in connection with the above, pursuant to Section 85 of the Act to be read together with Clause 31 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.

9.3 The Chairman then sought questions from the Members. As there were no questions raised by Members, the Ordinary Resolution 7 was put forward for voting.

9.4 Upon voting, the poll result for Ordinary Resolution 7 was projected on the screen as follows, and was accordingly declared carried by the Chairman: -

Ordinary Resolution 7	Voted For		Voted Against		Results
	No. of Shares	%	No. of Shares	%	
	114,605,400	99.9241	87,100	0.0759	Carried

"THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 to be issued does not exceed ten per centum (10%) of the total issued share capital of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being 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 such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 31 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."

9.5 The Chairman proceeded with the next agenda of the 34th AGM.

10.0 ANY OTHER BUSINESS

10.1 The Chairman informed that the next agenda of the 34th AGM was to transact any other business for which due notice should have been given in accordance with the Act. Upon consulting the Company Secretary, the Chairman informed that no notice was received from any members for tabling as any other business at the 34th AGM.

11.0 CLOSURE

11.1 There being no other business, the 34th AGM was closed at 11:24 a.m. with a vote of thanks to the Chairman.

Confirmed as a correct record of the proceedings held thereat

- signed -

DATO' MARKIMAN BIN KOBIRAN
Chairman

Date: 16 July 2026

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(Incorporated in Malaysia)

QUESTIONS FROM SHAREHOLDERS AND RESPONSES FROM THE COMPANY RECEIVED PRIOR TO THE THIRTY-FOURTH ANNUAL GENERAL MEETING (“34TH AGM”) OF THE COMPANY HELD ON THURSDAY, 25 JUNE 2026

Question 1:
The current financial year profitability has been impacted by one-off unusable old fleet of RM823,254.

(i) What was the cost, accumulated depreciation, and net book value of the unusable old fleet being scrapped/disposed?

Response:

Prime Mover	Year	Cost	Accum. Dpn.	NBV	Scrap Value	Loss/unit	Unit	Total Loss
Actros 2640LS 6x2	2009	310,000	228,529.23	81,470.77	42,290.42	39,180.35	9	352,623.15
	2009	310,000	227,627.99	82,372.01	42,290.42	40,081.59	8	320,652.72
	2009	310,000	227,627.99	82,372.01	25,290.48	57,081.53	1	57,081.53
	2010	310,000	221,346.29	88,653.72	77,801.53	10,852.18	1	10,852.18
	2010	310,000	219,401.25	90,598.75	79,321.57	11,277.18	5	56,385.18
	2011	323,000	215,770.29	107,229.71	81,571.42	25,658.29	1	25,658.29
						32,930.15	25	**823,253.77**

(ii) With these unusable old fleet being scrapped/disposed before end of useful life and incurred losses, does it warrant the Group to review and re-assess the economic useful lives of the fleets?

Response:
We have reviewed and revised our 15 years’ fleet’s residual value to meet current scrap value.

Question 2:
Why the revenue of container haulage decreased significantly by RM6 million @ 21% in the current financial year? What strategies and measures that the Group is pursuing to improve the performance of container haulage segment?

Response:
Reasons of decreased in container haulage revenue in FY2025:

1. We have lower cargo movement activities due to global supply chain disruption as a result from geopolitical tension and US tariffs irregularities during FY2025.
2. We have intense competition amongst haulage services provider due to decrease in overall cargo movement activities in the market.
3. The old fleets and unusable fleets reduce efficiency/productivity (high & frequent down time resulting service failure).
4. We have experienced shortage of haulage/truck driver in our country’s transportation industry.

Our Group’s strategies in haulage segment business:

1. Focus on operation efficiency – reduce fleet size by dispose-off unusable / high repair costs old fleet, replace with new fuel efficient fleet to reduce break down, repair and maintenance costs.
2. Strategized market coverage / area to increase productivity and reduce operation fuel cost on futile trips.
3. Joint training program with truck vendor to recruit drivers, to overcome current market shortage of driver.

4. Focus on improving profitability (high margin activities) instead of revenue generation.

Question 3:
How the MD&A, it is stated that the Group received high demand of warehousing services during FY2025 which the Group will continue focus on developing in this business segment. However, the revenue of warehousing only increased by RM90k @ 1.1%. Why the Group was unable to convert the high demand into the warehousing revenue? What strategies and measures that the Group is pursuing to grow the warehousing business segment?

Response:
Our warehouse business growth is subject to the availability of space capacity expansion. Our current warehouse capacity already reached a range of 90%-95% since year 2024, therefore experienced limitation for additional growth. Please find our warehouse facilities as per following:

Warehouse Facility	Completion year	Size ~ (sf)
WH 1	April 2021	92,000
WH 2	February 2022	28,000
WH 3	November 2023	150,000

Additionally, there are no new warehouse build during the year of 2024 and 2025.

Our new purchased industrial lands of 12.85 acres still under progress development, estimate to deliver vacant possession by January 2027. As mentioned in MD&A, the Group intended to develop the said lands into logistics related services facilities in the next 2 to 5 years.

Our strategies on warehousing segment will be mixture of fixed long-term contract base and activities base warehousing operation. Fixed contract base to secure stable incoming cash flow and activities base to support our existing logistics services clients' 3PL requirements.