

AURO HOLDINGS BERHAD

[Registration No. 199901020576 (495476-M)]

(Incorporated in Malaysia)

MINUTES OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING ("26th AGM") OF AURO HOLDINGS BERHAD ("AURO" OR "THE COMPANY") CONDUCTED PHYSICALLY AT LEVEL 1, FUNCTION ROOM 1, KUALA LUMPUR GOLF & COUNTRY CLUB, 10, JALAN 1/70D, OFF JALAN BUKIT KIARA, 60000 KUALA LUMPUR ON FRIDAY, 21 AUGUST 2026 AT 10.30 A.M.

Present:

Directors

1. Dato' Tan Lik Houe (Non-Independent Non-Executive Chairman)
2. Ms Tan Jyy Yeen (Executive Director)
3. Mr. Tan Wye Chuan (Executive Director)
4. Dato' Yeo Chai Poh (Independent Non-Executive Director)
5. Mr. Lim Tock Ooi (Independent Non-Executive Director)

Company Secretary

1. Ms Tan Lay Khoon

Shareholders/ Proxies

As per the Attendance List

1. INTRODUCTION

- 1.1 As agreed by the Directors, Mr. Tan Wye Chuan ("the Chairman") presided at the meeting and welcomed the shareholders and proxies ("Members") to the 26th AGM of the Company.
- 1.2 There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 10.30 a.m.
- 1.3 The Chairman introduced the Directors and Company Secretary present. He drew attention to some housekeeping matters, including the manner of posing questions and poll voting, which would be conducted after completion of deliberations of all agenda items for the six (6) resolutions in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Members were informed that Aldpro Corporate Services Sdn. Bhd. was appointed as the Poll Administrator to conduct the polling process, whilst CSC Securities Services Sdn. Bhd. was appointed as the Scrutineers to verify the poll results.
- 1.4 With the consent of the meeting, the notice convening the 26th AGM having been circulated within the prescribed period was taken as read.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 28 FEBRUARY 2026 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

- 2.1 The Chairman informed that the audited financial statements in respect of the financial year ended 28 February 2026 ("Audited Financial Statements") were meant for discussion only, and therefore, they would not be put forward for voting, in accordance with Section 340(1)(a) of the Companies Act, 2016.

- 2.2 The Chairman also informed that a letter dated 13 August 2026 was received by the Company from Minority Shareholders Watch Group (“MSWG”). The MSWG’s questions and Company’s responses were displayed during the meeting for the shareholders’ information, a copy of which is annexed hereto as “Appendix A”.
- 2.3 The Chairman then invited questions from the floor.

QUESTION AND ANSWER SESSION

Question 1

How does the Company intend to address or settle the Group’s accumulated losses of approximately RM29 million.

Ms. Tan Jyy Yeen explained that the Board continues to evaluate the most appropriate course of action for the relevant entities, including potential divestment or winding down, taking into consideration cost, timing and salvage value. Any material decisions will be announced in accordance with the applicable Bursa Malaysia disclosure requirements. The Board is also focusing on the F&B segment, which contributes approximately 95% of the Group’s revenue. Ms. Tan Jyy Yeen added that the Group’s loss before taxation had improved by over 80% to RM1.45 million in the financial year ended 28 February 2026, driven by (i) the RM2.15 million litigation settlement received; (ii) the reversal of RM1.41 million of tax penalty provisions following a successful appeal which reduced the assessment raised by the Inland Revenue Board; and (iii) the growth in the F&B segment’s revenue of 29.1% to RM24.43 million, with gross margin improving from 19.3% to 22.1%.

Question 2

Whether the Group intends to dispose of its timber-related assets in the Mukim of Kimanis, District of Papar, Sabah, utilise them for other business sectors, or use them for repayment of bank facilities.

Ms. Tan Jyy Yeen explained that the timber segment currently contributes approximately 5% of the Group’s revenue. The Group is actively downsizing the timber segment as part of its strategic shift towards the F&B segment as its core business and principal growth driver. The Group continues to implement prudent cost management and operational efficiency measures for its timber operations. However, there is currently no decision to fully exit the timber business. Capital allocation priority will be directed to the F&B segment, and any change in the future will be announced in accordance with the applicable disclosure requirements.

Question 3

Whether there were any further material litigation matters following the settlement of the previous claim amounting to RM2.15 million.

Ms. Tan Jyy Yeen informed that the Group had received a RM2.15 million settlement relating to the suit against the Estate of Kee Soon Ling, Deceased. Following the settlement reached on 4 July 2025 and receipt of the settlement amount, the Company withdrew its suits against the estate and the matter was fully concluded, with no further exposure to the claim.

Ms. Tan Jyy Yeen further explained that there is an ongoing arbitration proceeding. The Company proceeded with arbitration based on legal advice and, after considering the circumstances, the Board considered it appropriate to pursue the Group’s rights in the matter. The Group will continue to assess the potential benefits of the proceedings as the matter progresses.

Question 4

Why food waste increased from 4.24% in FY2025 to 7.57% in FY2026, despite management's efforts to strengthen inventory controls.

Ms. Tan Jyy Yeen explained that the increase was partly attributable to the Group's focus on product quality and its stringent SOPs. During the year, several new SKUs were introduced. Management emphasised that maintaining product quality and encouraging repeat customers were key considerations. Nevertheless, management is actively monitoring and managing food waste and expects to reduce the level in the following year.

Question 5

How the Group intends to manage competition in the F&B industry, particularly given the increasing number of competitors and the Group's reliance on a brand originating from China.

Ms. Tan Jyy Yeen explained that the Group had carefully considered the brand before entering the F&B segment. The brand has a track record of at least 15 years in China and has operated in a highly competitive market. Ms. Tan also highlighted product differentiation, including its focus on the quality and healthiness of ingredients and products.

In addition, a shareholder suggested that the Company consider giving a 10–15 minute presentation at future AGMs to provide shareholders with a clearer overview of the Company's achievements and future direction.

The shareholder also suggested that the Company consider providing additional arrangements or benefits for loyal shareholders, particularly in view of the limited public transport access to the meeting venue. The Company acknowledged the suggestions and noted that shareholders were also given the opportunity to receive and try the Company's products.

- 2.4 Accordingly, there being no further questions raised, Chairman declared that the Audited Financial Statements were properly laid and received. Chairman proceeded with the next agenda of the meeting.

3. ORDINARY RESOLUTION 1

TO RE-ELECT DATO' TAN LIK HOUE WHO RETIRES PURSUANT TO CLAUSE 115 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

- 3.1 The Chairman informed that the next agenda was to re-elect Dato' Tan Lik Houe who retires pursuant to Clause 115 of the Company's Constitution and being eligible, had offered himself for re-election.
- 3.2 The Chairman then invited questions from the floor. There being no questions raised, Chairman then proceeded with the next agenda item.

4. ORDINARY RESOLUTION 2

TO RE-ELECT MR. TAN WYE CHUAN WHO RETIRES PURSUANT TO CLAUSE 115 OF THE COMPANY'S CONSTITUTION AND WHO BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION

- 4.1 The Chairman informed that the next item on the agenda was to re-elect himself who was retiring pursuant to Clause 115 of the Company's Constitution and since the agenda related to himself, Ms Tan Jyy Yeen was invited to facilitate this agenda.
- 4.2 Ms. Tan Jyy Yeen informed that the agenda was to re-elect Mr. Tan Wye Chuan, who retires pursuant to Clause 115 of the Company's Constitution and who being eligible, has offered himself for re-election.
- 4.3 Ms. Tan Jyy Yeen then invited questions from the floor. There being no questions raised, the Chairman was then invited to facilitate the conduct of the rest of the AGM agendas.

5. ORDINARY RESOLUTION 3

TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF UP TO RM400,000 FOR THE FINANCIAL YEAR ENDING 28 FEBRUARY 2027 TO BE DIVIDED AMONGST THE DIRECTORS IN SUCH MANNER AS THE DIRECTORS MAY DETERMINE AND OTHER BENEFITS PAYABLE OF UP TO RM150,000 FOR THE PERIOD COMMENCING FROM THE CONCLUSION OF 26TH AGM UP TO THE CONCLUSION OF NEXT AGM OF THE COMPANY

- 5.1 The Chairman informed that the next agenda was to approve the payment of Directors' fees of up to RM400,000 for the financial year ending 28 February 2027 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM150,000 for the period commencing from the conclusion of 26th AGM up to the conclusion of next AGM of the Company.
- 5.2 The Chairman then invited questions from the floor. There being no questions raised, Chairman then proceeded with the next agenda item.

6. ORDINARY RESOLUTION 4

TO RE-APPOINT MESSRS. HLB LER LUM CHEW PLT AS AUDITORS OF THE COMPANY AND TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT AGM AT SUCH REMUNERATION TO BE DETERMINED BY THE DIRECTORS OF THE COMPANY

- 6.1 The Chairman informed that the next agenda was to re-appoint Messrs. HLB Ler Lum Chew PLT as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. Messrs. HLB Ler Lum Chew PLT had expressed their willingness to accept re-appointment as the Company's Auditors for the ensuing year.
- 6.2 The Chairman then invited questions from the floor. There being no questions raised, Chairman then proceeded with the next agenda item.

7. SPECIAL BUSINESS - ORDINARY RESOLUTION 5

AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016

- 7.1 The Chairman informed that the next agenda under special business was to seek approval to authorise the Directors of the Company to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

- 7.2 The Chairman explained that this Ordinary Resolution 5 if passed, is a renewal of general mandate to empower the Directors to allot and issue shares from time to time for such purposes as the Directors in their absolute discretion consider to be in the best interest of the Company, without having to convene separate general meetings, subject to the limitation that the shares to be allotted and issued do not exceed 10% of the issued share capital of the Company for the time being.

Besides that, this proposed Resolution should also be read together with Section 85 of the Companies Act, 2016 and Clause 70 of the Company's Constitution. This proposed Resolution if passed, would also waive the statutory pre-emptive rights of the shareholders of the Company.

- 7.3 The Chairman then invited questions from the floor. There being no questions raised, Chairman then proceeded with the next agenda item.

**8. SPECIAL BUSINESS - SPECIAL RESOLUTION 1
PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

- 8.1 The Chairman informed that the next agenda under special business was to seek approval for the Proposed Amendments to the Constitution of the Company.

The Proposed Amendments to the Constitution of the Company, had been circulated together with the Notice of 26th AGM dated 30 June 2026, within the prescribed period.

The purpose of the Proposed Amendments is to enhance administrative efficiency.

- 8.2 The Chairman then invited questions from the floor. There being no questions raised, Chairman then proceeded with the next agenda item.

9. ANY OTHER BUSINESS

- 9.1 The Chairman was advised by the Company Secretary that no notice had been received by the Company to transact any other business.

10. VOTING & COUNTING OF VOTES

- 10.1 The Chairman then proceeded to the polling process. The Chairman explained the polling procedure, whereby Members were to cast their votes electronically by scanning the QR code distributed to them upon registration. The Chairman with the consent of the meeting, adjourned the meeting at 11.06 a.m. for the counting and verification of poll results.

11. DECLARATION OF RESULTS

- 11.1 Upon the verification and confirmation by the Scrutineer of the poll voting results, the Chairman announced the outcome of the poll. The Chairman declared that all the Ordinary Resolutions and the Special Resolution as set out in the notice of AGM dated 30 June 2026 were duly passed. The poll results are attached hereto as "Appendix B".

12. CLOSURE

- 12.1 There being no other business, the meeting ended at 11.31 a.m. with a vote of thanks to the Chairman.

**Confirmed as a correct record
of the proceedings thereat**

-signed-

Tan Wye Chuan
Chairman

21 August 2026

Badan Pengawas Pemegang Saham Minority Berhad Level
23, Unit 23-2, Menara AIA Sentral
No.30, Jalan Sultan Ismail, 50250
Kuala Lumpur.

Dear Minority Shareholders Watch Group,

RE : 26th ANNUAL GENERAL MEETING (“AGM”) OF AURO HOLDINGS BERHAD

With reference to your letter dated 13 August 2026 received by email, the Board of Directors would like to append the following responses to the questions raised.

- 1. The Group operates nine (9) HEYTEA outlets across the Klang Valley, Penang and Pahang. The F&B segment generated RM23.14 million (FYE 2025: RM17.63 million), or 94.7% of total revenue in FYE 2026. (Pages 8-9 of the Annual Report (AR) 2026).**

(a) Have any HEYTEA outlets achieved profitability at the store level?

Of the Group’s nine (9) HEYTEA outlets, seven (7) are currently generating positive monthly EBITDA at the store level. The remaining two (2) outlets are incurring EBITDA losses, and management has implemented active measures to improve their performance, including ongoing discussions with the respective landlords on rental terms. Lease renewals for these outlets will be assessed against the Group’s store-level profitability requirements.

Overall, store-level profitability across the outlet network remains healthy, and the Board is satisfied with the current performance trend.

- (b) As HEYTEA is AURO's core revenue driver, are there plans to expand beyond Klang Valley, Penang and Pahang into East Malaysia or other states of Malaysia? How many new outlets does management plan to open over the next 12-24 months? What total capital expenditure will be required, and what return on invested capital (ROIC) or payback period is the Board targeting for these new outlets?**

The Group’s expansion strategy remains focused on markets where it has an established operational and brand presence. Management has identified and secured a new outlet at a prime, high-footfall location in Kuala Lumpur, with a Letter of Offer already signed, and is targeting an opening within the next six (6) months. The specific location will be announced in due course closer to opening.

The estimated capital expenditure for this new outlet is in the range of RM1.8 million to RM2.0 million, and management’s internal target is to achieve payback within approximately two (2) years, based on the performance trends observed across the Group’s existing outlets.

The Group's Halal certification obtained in November 2025 supports this growth strategy by broadening the brand's addressable customer base. That said, location remains the primary consideration in the Group's expansion decisions, and further expansion into East Malaysia or other states will be evaluated as suitable opportunities arise, rather than on a fixed timeline at this stage.

- 2. Accumulated impairment losses against subsidiary investments now stands at RM93.79 million, 73% of cost (Page 104 of the Annual Report (AR) 2026).**

Additionally, a RM4.1 million deposit for a 30% US stake sits within total deposits of RM8.80 million, against which RM6.80 million in aggregate impairment has been recognised (Page 109 of AR 2026), while the Group's subsidiary is now pleading the underlying 2016 share sale agreement is unenforceable, illegal, null and void due to the counterparty's bankruptcy (Pages 125-126 of AR 2026).

(a) Which subsidiaries make up most of the RM93.79 million?

The accumulated impairment losses relate predominantly to the Group's timber-related subsidiaries, and to other subsidiaries that have since become dormant. This reflects the ongoing downsizing of the Group's timber business, which has been a key factor in the Group's strategic shift toward the F&B segment as its core business and primary growth driver. Management continues to apply prudent cost management and operational efficiency measures in respect of the remaining timber operations.

(b) What is the prospect of impairment reversal?

The accumulated impairment relates to the Group's timber business, which continues to be downsized, as well as other subsidiaries that have since become dormant. Given the current status of these entities, management does not consider a reversal of these impairment losses likely in the foreseeable future. The Group's strategic focus and capital allocation priority remains on the F&B segment, which management regards as offering the strongest growth opportunity for the Group going forward.

(c) How much of the RM4.1 million US deposit exactly has been impaired?

The full amount of RM4.1 million, representing the actual payment made in connection with the proposed acquisition, has been fully impaired in the Group's financial statements. This is consistent with the Group's prudent approach pending the outcome of the ongoing arbitration proceedings described in Note 28(a) of the Annual Report.

(d) In relation to the ongoing arbitration proceedings, what legal and professional costs have been incurred to date, and does management anticipate any further material costs before the matter is concluded?

Legal and professional costs incurred to date in connection with the arbitration proceedings amount to approximately RM120,000. The management does not anticipate any significant further costs before the matter is concluded.

As disclosed in Note 28(a) of the Annual Report, the Respondent is an undischarged bankrupt, and the arbitration proceedings are ongoing. Consistent with this, and as a prudent measure, the Group has fully impaired the underlying RM4.1 million deposit, as noted in the response to Question 2(c).

3. Auro's other payables include RM5.95 million owing to a related party in which certain Directors have interest, unchanged for two years, with no repayment terms disclosed (Page 110 of AR 2026). This sits oddly against Note 24, which states there were no significant related party transactions (Page 115 of AR 2026).

(a) Why is this balance not treated as significant?

The RM5.95 million balance represents financial support previously extended to the Group and the Company by a company related to one of the Company's Directors. The balance has not been regarded as insignificant and has been separately disclosed in Note 14 (Other Payables) of the financial statements.

The balance remained unchanged at RM5.95 million throughout FY2026, with no additional advances, repayments or other movements during the year. Accordingly, the statement in Note 24 that there were no significant related party transactions refers to the absence of significant related party transactions during FY2026, and not to the significance of the outstanding balance.

The Board takes note of the observation raised and will consider enhancing the presentation of related party disclosures in future annual reports, including clearer disclosure of the relevant terms and conditions of material outstanding related party balances and appropriate cross-referencing between the relevant notes.

(b) Can the related party and the nature of the Directors' interest be disclosed?

The related party is a company in which a Director of the Company, holds a shareholding interest. The financial support was extended by the said company to the Group in that capacity. The balance is unsecured and interest-free, with no fixed repayment demand, and accordingly represents continuing financial support extended at no financing cost to the Group or its shareholders.

(c) Was any repayment discussed during the year? If so, what is the arrangement?

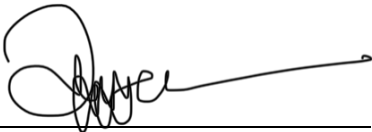
No formal repayment arrangement was agreed during FY2026. The RM5.95 million balance represents continuing financial support to the Group and does not have a fixed repayment schedule. The timing of any repayment will be considered based on the Group's operational requirements and cash flow position, with the Board prioritising the Group's financial stability and the interests of its shareholders.

The questions and responses will also be presented to shareholders at the forthcoming AGM to be held on 26th August 2026.

If there are any further clarifications, please do not hesitate to get in touch with us.

Thank you.

Yours sincerely,
For Auro Holdings Berhad



Tan Jyy Yeen
Executive Director

199901020576 (495476-M)

On 21 August 2026, 10:30 am, Friday

RESOLUTIONS	Voted <i>FOR</i>			Voted <i>AGAINST</i>			<i>TOTAL</i>		
	Unit	%	No. of Accounts	Unit	%	No. of Accounts	Unit	%	No. of Accounts
ORDINARY RESOLUTION 1	458,831,667	99.9995	89	2,500	0.0005	6	458,834,167	100.0000	95
ORDINARY RESOLUTION 2	458,831,867	99.9995	91	2,300	0.0005	4	458,834,167	100.0000	95
ORDINARY RESOLUTION 3	458,830,767	99.9993	88	3,400	0.0007	7	458,834,167	100.0000	95
ORDINARY RESOLUTION 4	458,830,967	99.9993	91	3,200	0.0007	4	458,834,167	100.0000	95
ORDINARY RESOLUTION 5	458,831,867	99.9995	91	2,300	0.0005	4	458,834,167	100.0000	95
SPECIAL RESOLUTION 1	458,831,967	99.9995	92	2,200	0.0005	3	458,834,167	100.0000	95

