

**SCICOM (MSC) BERHAD**  
**200201029763 (597426-H)**  
(Incorporated in Malaysia)

**Minutes of the Twenty-Third Annual General Meeting (“23rd AGM”) of the Company held at Banyan & Casuarina, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, W. P. Kuala Lumpur, Malaysia on Monday, 1 December 2025 at 10.00 a.m.**

|                       |   |
|-----------------------|---|
| Present               | : Mr Krishnan A/L C K Menon – Non-Independent Non-Executive Chairman<br>Dato' Sri Leo Suresh Ariyanayakam (“Dato' Sri Leo”) – Executive Director/ Chief Executive Officer (“CEO”)<br>Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah – Independent Non-Executive Director<br>Puan Mahani Binti Amat – Independent Non-Executive Director<br>Datuk (Dr.) Joseph Dominic Silva – Independent Non-Executive Director<br>Encik Mior Mokhtar Bin Mior Abu Bakar – Independent Non-Executive Director<br>Mr Hong Kean Yong – Independent Non-Executive Director |
| Absent with apologies | : Dr. Carrine Teoh Chooi Shi – Independent Non-Executive Director   |
| In Attendance         | : Mr Tan Kok Siong – Company Secretary<br>Ms Te Hock Wee – Company Secretary  |
| By Invitation         | : Mr Irvin Meneze – Representative of PricewaterhouseCoopers PLT  |

**1. CHAIRMAN**

The Chairman, Mr Krishnan A/L C K Menon, welcomed the shareholders, proxies and invitees who attended the 23rd AGM of the Company. He then introduced the members of the Board, the Company Secretary and the External Auditors to the attendees. He also extended the apologies of Dr. Carrine Teoh Chooi Shi for not being able to attend the meeting.

**2. QUORUM**

With the requisite quorum being present, the Chairman called the meeting to order.

**3. NOTICE OF MEETING**

The notice of the 23rd AGM (“the Notice”), having been circulated to all the shareholders of the Company within the statutory period, was taken as read.

**4. POLLING PROCEDURE AND ADMINISTRATIVE MATTERS**

The Chairman informed that all resolutions set out in the Notice must be voted by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The polling process would be conducted after all items on the agenda have been dealt with.

The Chairman further informed that the Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to facilitate the poll voting process and Coopers Professional Scrutineers Sdn. Bhd. as independent scrutineer to verify the poll results.

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Dato' Sri Leo, the CEO then presented an overview of the financial and sustainability performance for the financial year ended 30 June 2025, as well as the Group's strategy and focus on the years ahead.

**5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025  
TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Audited Financial Statements for the financial year ended 30 June 2025, together with the Reports of the Directors and Auditors thereon ("AFS 2025"), having been circulated to all the shareholders of the Company within the statutory period, were tabled to the meeting for discussion.

The Chairman informed that the AFS 2025 were meant for discussion only as they did not require shareholders' approval. Hence, they were not put forward for voting. All questions posted were responded by the Chairman and the CEO. The summary of the questions and answers, which forms part of this Minutes is set out in Appendix A attached herein.

Accordingly, the Chairman declared that the AFS 2025 were duly received by the shareholders.

**6. ORDINARY RESOLUTIONS 1 TO 15**

Thereafter, the Chairman went through each of the motions set out in the notice of the 23rd AGM.

**7. POLL VOTING SESSION**

After going through all the motions set out in the notice of 23rd AGM, the shareholders and proxies were invited to cast their vote.

After which, the meeting was adjourned for the tabulation of poll results by the Scrutineer.

**8. ANNOUNCEMENT OF POLL RESULTS**

The meeting resumed at 12.10 p.m. after obtaining the poll results from the Scrutineer. The results of the poll were presented to the meeting and the Chairman declared that all resolutions set out in the notice of 23rd AGM were carried, as follows:-

**Ordinary Resolution 1**

**Payment of Director's Fee to Mr Krishnan A/L C K Menon for the financial year ended 30 June 2025, amounting to RM120,000**

By a vote of 104,914,449 shares (representing 99.9999%) voted for and 5 shares (representing 0.0001%) voted against the resolution, it was **RESOLVED**:-

THAT the payment of Director's fee to Mr Krishnan A/L C K Menon for the financial year ended 30 June 2025, amounting to RM120,000 be and is hereby approved.

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**Ordinary Resolution 2**

**Payment of Director's Fee to Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah for the financial year ended 30 June 2025, amounting to RM105,000**

By a vote of 124,046,773 shares (representing 99.9871%) voted for and 16,001 shares (representing 0.0129%) voted against the resolution, it was **RESOLVED**:-

THAT the payment of Director's fee to Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah for the financial year ended 30 June 2025, amounting to RM105,000 be and is hereby approved.

**Ordinary Resolution 3**

**Payment of Director's Fee to Puan Mahani Binti Amat for the financial year ended 30 June 2025, amounting to RM106,110**

By a vote of 126,154,773 shares (representing 99.9873%) voted for and 16,001 shares (representing 0.0127%) voted against the resolution, it was **RESOLVED**:-

THAT the payment of Director's fee to Puan Mahani Binti Amat for the financial year ended 30 June 2025, amounting to RM106,110 be and is hereby approved.

**Ordinary Resolution 4**

**Payment of Director's Fee to Datuk (Dr.) Joseph Dominic Silva for the financial year ended 30 June 2025, amounting to RM110,000**

By a vote of 126,154,773 shares (representing 99.9873%) voted for and 16,001 shares (representing 0.0127%) voted against the resolution, it was **RESOLVED**:-

THAT the payment of Director's fee to Datuk (Dr.) Joseph Dominic Silva for the financial year ended 30 June 2025, amounting to RM110,000 be and is hereby approved.

**Ordinary Resolution 5**

**Payment of Director's Fee to Encik Mior Mokhtar Bin Mior Abu Bakar for the financial year ended 30 June 2025, amounting to RM86,699**

By a vote of 126,154,773 shares (representing 99.9873%) voted for and 16,001 shares (representing 0.0127%) voted against the resolution, it was **RESOLVED**:-

THAT the payment of Director's fee to Encik Mior Mokhtar Bin Mior Abu Bakar for the financial year ended 30 June 2025, amounting to RM86,699 be and is hereby approved.

**Ordinary Resolution 6**

**Payment of Director's Fee to Mr Hong Kean Yong for the financial year ended 30 June 2025, amounting to RM42,151**

By a vote of 126,154,773 shares (representing 99.9873%) voted for and 16,001 shares (representing 0.0127%) voted against the resolution, it was **RESOLVED**:-

THAT the payment of Director's fee to Mr Hong Kean Yong for the financial year ended 30 June 2025, amounting to RM42,151 be and is hereby approved.

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**Ordinary Resolution 7**

**Payment of Director's Fee to Dr. Teoh Chooi Shi for the financial year ended 30 June 2025, amounting to RM14,205**

By a vote of 126,154,773 shares (representing 99.9873%) voted for and 16,001 shares (representing 0.0127%) voted against the resolution, it was **RESOLVED**:-

THAT the payment of Director's fee to Dr. Teoh Chooi Shi for the financial year ended 30 June 2025, amounting to RM14,205 be and is hereby approved.

**Ordinary Resolution 8**

**Payment of Director's Fee to Miss Elakumari A/P Kantilal for the financial year ended 30 June 2025, amounting to RM28,342**

By a vote of 126,154,769 shares (representing 99.9873%) voted for and 16,005 shares (representing 0.0127%) voted against the resolution, it was **RESOLVED**:-

THAT the payment of Director's fee to Miss Elakumari A/P Kantilal for the financial year ended 30 June 2025, amounting to RM28,342 be and is hereby approved.

**Ordinary Resolution 9**

**Re-election of Dato' Sri Leo Suresh Ariyanayakam who is retiring in accordance with Clause 76(3) of the Constitution of the Company**

By a vote of 126,170,773 shares (representing 99.9999%) voted for and 1 share (representing 0.0001%) voted against the resolution, it was **RESOLVED**:-

THAT Dato' Sri Leo Suresh Ariyanayakam, who retired pursuant to Clause 76(3) of the Company's Constitution, be and is hereby re-elected as Director of the Company.

**Ordinary Resolution 10**

**Re-election of Puan Mahani Binti Amat who is retiring in accordance with Clause 76(3) of the Constitution of the Company**

By a vote of 126,170,773 shares (representing 99.9999%) voted for and 1 share (representing 0.0001%) voted against the resolution, it was **RESOLVED**:-

THAT Puan Mahani Binti Amat, who retired pursuant to Clause 76(3) of the Company's Constitution, be and is hereby re-elected as Director of the Company.

**Ordinary Resolution 11**

**Re-election of Mr Hong Kean Yong who is retiring in accordance with Clause 78 of the Constitution of the Company**

By a vote of 126,170,773 shares (representing 99.9999%) voted for and 1 share (representing 0.0001%) voted against the resolution, it was **RESOLVED**:-

THAT Mr Hong Kean Yong, who retired pursuant to Clause 78 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

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**Ordinary Resolution 12**

**Re-election of Dr. Teoh Chooi Shi who is retiring in accordance with Clause 78 of the Constitution of the Company**

By a vote of 126,170,773 shares (representing 99.9999%) voted for and 1 share (representing 0.0001%) voted against the resolution, it was **RESOLVED**:-

THAT Dr. Teoh Chooi Shi, who retired pursuant to Clause 78 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

**Ordinary Resolution 13**

**Re-appointment of PricewaterhouseCoopers PLT as Auditors of the Company and authorisation to Directors to fix their remuneration**

By a vote of 126,170,773 shares (representing 99.9999%) voted for and 1 share (representing 0.0001%) voted against the resolution, it was **RESOLVED**:-

THAT PricewaterhouseCoopers PLT be and are hereby re-appointed as Auditors of the Company and that the Directors be authorised to fix their remuneration.

**Ordinary Resolution 14**

**Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

By a vote of 126,135,173 shares (representing 99.9718%) voted for and 35,601 shares (representing 0.0282%) voted against the resolution, it was **RESOLVED**:-

THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant government/ regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting ("AGM"), at such price 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 pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding twelve (12) months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company held after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

**Ordinary Resolution 15**

**Continuation in Office of Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah as Independent Non-Executive Director**

The resolution was voted using the two-tier voting process and result of the poll voting for Ordinary Resolution 15 was as follows: -

| Vote in Favour |         | Vote Against  |        |
|----------------|---------|---------------|--------|
| No. of Shares  | %       | No. of Shares | %      |
| Tier 1         |         |               |        |
| 93,544,463     | 100     | 0             | 0      |
| Tier 2         |         |               |        |
| 30,467,310     | 99.8329 | 51,001        | 0.1671 |

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It was **RESOLVED**:-

THAT authority be and is hereby given to Dato' Nicholas John Lough @ Sharif Lough Bin Abdullah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company until the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance.

**9. CLOSURE OF MEETING**

There being no further business, the meeting closed at 12.15 p.m. with a vote of thanks to the Chair.

**SIGNED AS A CORRECT RECORD**

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**CHAIRMAN**

Dated: 12 January 2026

**SCICOM (MSC) BERHAD [200201029763 (597426-H)]**  
**(“SCICOM” OR “THE COMPANY”)**  
**(Incorporated in Malaysia)**

**SUMMARY OF QUESTIONS AND ANSWERS POSED FOR THE TWENTY-THIRD ANNUAL GENERAL MEETING (“23RD AGM”) OF THE COMPANY HELD AT BANYAN & CASUARINA, GROUND FLOOR, SIME DARBY CONVENTION CENTRE, 1A, JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR, W. P. KUALA LUMPUR, MALAYSIA ON MONDAY, 1 DECEMBER 2025 AT 10.00 A.M.**

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The following questions and answers were dealt with during the 23rd AGM:-

**Question 1 – Profit Growth Guidance and Disclosure Consistency**

Requested clarification on statements in the third quarter (“Q3”) and fourth quarter (“Q4”) reports indicating “significant” or “robust” profit growth in the financial year ending 30 June 2026 (“FY2026”). Additionally, clarification was sought on an apparent inconsistency between the Annual Report referring to three major clients onboarded and a presentation slide indicating five, including a breakdown of client size and profit contribution.

**Management’s Response:**

Management clarified that no representative of the Company had stated that profits would quadruple, and such statements may have been analyst or media speculation. The descriptors “significant” and “robust” reflected Management’s internal expectations based on developments anticipated in FY2026. Management noted that the first quarter (“Q1”) FY2026 performance demonstrated this expected growth. At this stage, Management indicated that disclosure is limited to what has already been communicated publicly.

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**Question 2 – Sustainability of Orders and Segment Contribution**

Enquired whether the strong Q1 FY2026 performance (approximately RM12 million profit after tax and RM71 million revenue) was sustained into the second quarter (“Q2”) and Q3 FY2026, and whether the results were attributable to Business Process Outsourcing (“BPO”) operations or other segments, noting that GovTech projects were still under implementation and expected to contribute later.

**Management’s Response:**

Management explained that Q1 FY2026 performance was supported primarily by existing BPO operations. GovTech projects remain in implementation and are expected to contribute later in FY2026, most likely by Q3. Improved performance was also supported by price increases for existing clients. New jobs are expected to contribute progressively during 2026. Management emphasised that the Q1 result was not a one-off and reflected underlying business continuity.

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### **Question 3 – Major Deals and Deal Count Reconciliation**

Requested clarification on the reference to five “major deals” in a presentation slide compared to three GovTech deals disclosed in the Annual Report.

#### **Management’s Response:**

Management clarified that three of the five major deals relate to GovTech. Deal counts are dynamic, as project scopes may be expanded over time. Generally, deals are not individually announced unless exceptional in scale, such as the Telekom Malaysia project, which exceeds normal BPO arrangements. Management noted that implementation timing may affect revenue recognition, and performance is managed through staged delivery.

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### **Question 4 – Dividend Sustainability**

Asked whether the quarterly dividend of 3 sen per share could be sustained for Q2 – Q4 FY2026 and whether GovTech projects would affect dividend capacity.

#### **Management’s Response:**

Management stated that dividends are linked directly to profitability. The Company has low capital expenditure requirements, remains asset-light, maintains healthy cash balances historically around RM30 – 40 million, and has generated consistent positive cash flow since listing. Dividend payouts will therefore flex with earnings.

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### **Question 5 – Sri Lanka Border Control**

Enquired on the prolonged timelines of Sri Lanka border control and whether such tenders had been awarded to other parties.

#### **Management’s Response:**

Management explained that in certain emerging markets, frequent changes in government can disrupt project progress. Sri Lanka continues to face political constraints, and the tender may be reissued, with timing uncertain. Management highlighted geopolitical risks in cross-border GovTech projects and emphasised the importance of diversification.

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### **Question 6 – Revenue Turnaround After Multi-Year Decline**

Observed a four-year decline in revenue and profit due to loss of major customers, followed by a strong Q1 FY2026 turnaround. Asked whether volume growth was driven by new or existing customers.

#### **Management’s Response:**

Management confirmed that both volume growth and price increases were derived from existing customers, reflecting resilience in key accounts and successful pricing realignment after extended periods without price adjustments.

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### **Question 7 – Price Increases and Customer Retention**

Requested justification for price increases and whether they were driven by industry-wide trends or Artificial intelligence (“AI”) enhancements, and whether customers might switch to lower-cost alternatives.

#### **Management’s Response:**

Management stated that prices had not been increased for certain customers for over ten years, despite rising service delivery costs. The price increases were long overdue and were accepted by customers. Switching risk was assessed as low, pricing remains competitive, and customers value service quality and reliability.

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### **Question 8 – AI Investment and Return on Investment (“ROI”) Measurement**

Asked how much the Company invested in AI over the past two years and whether returns on AI investments were measured.

#### **Management’s Response:**

Management explained that AI investment costs are largely personnel-based and difficult to quantify precisely due to mixed roles. The investment was described as substantial. Management acknowledged the need to develop measurable Key Performance Indicators (KPIs) and ROI metrics, particularly for customer-facing reporting.

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### **Question 9 – AI Deployment and Operational Impact**

Queried how AI contributes to revenue while potentially reducing service provider margins through efficiency gains.

#### **Management’s Response:**

Management explained that AI enables services to be delivered cheaper, better, and faster, often reducing client costs. While this may compress unit pricing, productivity gains improve margins. AI is not fully robotic but voice-activated and knowledge-driven, with investments focused on people, domain expertise, and process translation rather than hardware or data centers.

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### **Question 10 – Board Tenure and Diversity**

Asked about directors exceeding nine years of tenure and female board representation.

#### **Management’s Response:**

Management confirmed that one Independent Director had exceeded nine years and was subject to reappointment. Two female Directors left in late 2023 due to death and regulatory restrictions. New Directors were appointed in the current year, and further searches are ongoing as another Director approaches the nine-year threshold. Board refreshment is programmed and aligned with regulatory requirements.

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**Question 11 – Succession Planning**

Enquired whether there is a clear succession plan for senior leadership.

**Management's Response:**

Management stated that succession planning is ongoing, potential successors identified for key roles, along with readiness assessments and training plans. Management acknowledged the importance and urgency of leadership continuity.

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**Question 12 – Telecom Contract Structure**

Asked whether telecom contracts are usage-based or job-based and how the model has evolved.

**Management's Response:**

Management explained that the business has evolved from traditional call centers to transaction-based and performance-driven models, leveraging domain expertise to reduce client costs and improve outcomes.

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**Question 13 – Employee Cost Reduction**

Requested clarification on the reduction in employee costs from approximately RM190 million to RM140 million.

**Management's Response:**

Management explained that the reduction resulted from loss of certain clients and corresponding headcount reduction, not restructuring. Employee costs are expected to rise as hiring resumes to support growth.

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**Question 14 – Share Issuance Authority and Bonus Shares**

Asked about the rationale for seeking annual authority in relation to Sections 75 and 76 of the Companies Act 2016 and the possibility of bonus shares.

**Management's Response:**

Management explained that the authority provides flexibility and has not been utilised to-date. Bonus shares may lower share price below institutional thresholds, and any equity dilution instruments would only be considered if justified by capital needs.