KIM HIN JOO (MALAYSIA) BERHAD
("KHJ" or the "Company")
Registration No. 197801000642 (37655-U)

MINUTES OF THE FORTY-FIFTH ANNUAL GENERAL MEETING OF KIM HIN JOO (MALAYSIA) BERHAD ("KHJB" OR "THE COMPANY") CONDUCTED AT ROOM 3, 18TH FLOOR, TOWER 1, FABER TOWERS, JALAN DESA BAHAGIA, TAMAN DESA, 58100 KUALA LUMPUR ON TUESDAY, 26 MAY 2026 AT 10.00 A.M.

PRESENT:

DIRECTORS

Ms Kor Yann Ning	-	Independent Non-Executive Director ("In the Chair")
Ms Goh Poh Teng	-	Executive Director
Mr Chew Soo Lin	-	Senior Independent Non-Executive Director
Mr Hew Moh Yung	-	Independent Non-Executive Director

ABSENT WITH APOLOGIES

Mr Pang Kim Hin	-	Non-Independent Non-Executive Chairman
Mr Pang Fu Wei	-	Managing Director

IN ATTENDANCE

Ms Chia Mei Thee	-	Representing the Company Secretary
Ms Chang Kim Win	-	Chief Financial Officer
Mr Wong Kar Choon	-	Auditors, Deloitte PLT

The list of shareholders, proxies and invitees who participated in the Forty-Fifth Annual General Meeting ("**45th AGM**" or "**the Meeting**") of the Company are set out in the Attendance Sheets and shall form an integral part of these Minutes.

INTRODUCTION BY THE CHAIRPERSON

Ms Kor Yann Ning was elected as the Chairperson of the Meeting. The Chairperson called the Meeting to order at 10.00 a.m. and welcomed all shareholders, proxies and invitees to the 45th AGM of the Company.

QUORUM

Upon confirmation by the representative of the Company Secretary that the requisite quorum was present in accordance with Clause 65 of the Constitution of the Company, the Chairperson called the Meeting to order at 10.00 a.m.

The Chairperson then proceeded to introduce the Members of the Board and advisers to the shareholders.

NOTICE OF MEETING

With the consent of the members present, the Notice convening the Meeting having been circulated for the prescribed period was taken as read.

SUMMARY OF PROXIES RECEIVED

The Company had received in total 22 proxy forms from the shareholders for a total of 261,851,800 ordinary shares, representing 68.91 % of the total issued and paid-up share capital of the Company. Out of these, one shareholder appointed the Chairperson of the Meeting as proxy to vote on his/her behalf, representing 1,256,600 shares, which constituted 0.33% of the total issued share capital of the Company.

POLLING AND ADMINISTRATIVE DETAILS

In accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of Meeting would be voted by poll. The Chairperson demanded for a poll to be taken on all resolutions set out in the Notice of Meeting pursuant to the Constitution of the Company.

The Chairperson further informed that the polling process would be conducted after the deliberation of all items on the Agenda. To facilitate the polling process, the Company has appointed Messrs SKY Corporate Services Sdn Bhd as the Independent Scrutineers to verify the polling procedure and process as well as the eventual poll results.

PRESENTATION ON FINANCIAL YEAR 2025 SNAPSHOT

Ms Goh Poh Teng ("**Ms Goh**"), the Executive Director set the context for the financial year ended ("**FYE**") 2025. It was flagged at the previous AGM on the continuation of our corporate restructuring and store portfolio optimization into 2026 ("the Plan"). Over the past year, we executed on the Plan and closed five Mothercare outlets, six ELC store-in-store and three The Entertainer outlets, resulting in a total of fourteen closures during the financial year.

In FYE 2025, revenue was RM77.13 million down from RM92.58 million in FYE 2024 and a loss after tax of RM4.44 million against a smaller loss of RM3.05 million in FYE 2024 but, our balance sheet has strengthened with RM36.10 million in cash and bank balances, carrying zero borrowings and net assets stood at RM68.0 million equivalent to 17.9 sen per share.

Significant progress had been made during the year to strengthen the Group's operating platform, including the consolidation of the operating businesses into a single operating entity, improvements in inventory levels and the ongoing refresh of the Group's brand portfolio.

While FY2025 was a loss-making year, the Group had emerged with a stronger, leaner and more focused business, providing a better foundation for future growth.

PRESENTATION ON FINANCIAL HIGHLIGHTS

Ms Chang Kim Win, the Chief Financial Officer of the Company, presented the financial highlights of the Group for FY2025, the salient items as set out below:

1) In FY2025, the Group's revenue dropped approximately 16.6% as compared to FYE 2024. The Group's revenue is derived from two main business segments, Retail & Distribution with the Retail segment remains the key contributor accounting to more than 80% of the Group's total revenue. The decline in revenue was mainly attributable to softer sales performance across both business segments and the closure of five non-performing outlets, which collectively resulted in lower overall sales.

2) We operate across three main product categories i.e. Clothing, Home & Travel and Toys. In FYE 2025, revenue contribution from Clothing and Toys segments declined, while the Home & Travel segment remained stable.

3) In FYE 2025, the Group recorded a 15.6% decrease in gross profit to RM32.9 million, compared to RM39.0 million in the previous year. The decline was mainly due to the following:

i) Strategic closure of stores, resulting in lower overall sales.
ii) Lower sales across both Retail and Distribution segments.

However, the Gross Profit margin showed a slight improvement from 42.1% to 42.7% resulted in a loss before tax of RM3.7 million in FYE2025.

4) The Group's balance sheet remains at a healthy position with positive cash flow position and zero borrowing. The cash position improves from RM33.9 million as of 31 December 2024 to RM36.1 million as of 31 December 2025 excluded the short-term investment amounting to RM6.1 million which is classified under "Other Current Assets".

PRESENTATION ON OPERATING HIGHLIGHTS

Ms Goh presented the Operating Highlights of the Group for FY2025, the salient items were as follows:-

1) At the end of 2024, we operated 37 outlets across our three retail brands, 19 Mothercare stores, 12 ELC SIS and 6 The Entertainer outlets and at the end of 2025, that number stood at 23 outlets, in which 14 outlets closed in a single financial year.

2) Even though the underperforming outlets were closed, we have been actively building on the brand side. In 2025, we secured several premium brands such as Baby Bjorn and Jamie Kay which have already begun contributing to the Group's revenue and have signed agreements for additional brands that will be launched in the coming months.

3) One of the most important operational achievements of the year was that the inventory levels were brought down significantly. In 2022, the inventories stood at RM61.7 million with an inventory turnover of 414 days and by the end of 2025, the inventories reduced to RM23.7 million and turnover has improved to 196 days.

4) Our internal reorganisation was designed to address two things, i.e. the operational benefits and corporate architecture with Arvex Berhad becoming the holding vehicle and KHJB to continue as the operating business. The purpose is to give the group a more flexible platform for future growth and expansion. All the necessary approvals and disclosures are managed through the proper regulatory channels and shareholders will be kept informed at each milestone.

5) Looking ahead, our focus is as follows:-

   i) Premiumization **-** positioning the Group at the higher end of the category where margins are stronger and products are meaningfully differentiated.

   ii) E-commerce in which parents are shifting online and our digital channels are a primary investment priority.

   iii) Quality, safety, and brand trust to meet the needs of parents, particularly first-time parents.

6) Summary of the three key takeaways were as follows:-

   i) <u>Inventory discipline</u>

   We will continue to clear aged stock and tighten procurement. The 218 day improvement since financial year end 2022 is significant, but there is more to do.

ii) Portfolio rationalisation

We will continue to close non-performing outlets and fully exit The Entertainer and ELC by end of 2026. This work is on track.

iii) Financial stability

Our balance sheet is strong at RM36.1 million in cash, zero borrowings, 17.9 sen of net assets per share. That strength gives us the optionality to acquire new brands and pursue opportunities as they arise.

On behalf of the Board and the Management team, Ms Goh thanked the shareholders for their continued trust through what has been a transitional year, the colleagues across the Group, buyers, store teams, warehouse and logistics, marketing, e-commerce, finance, and IT for the work they have delivered.

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

The Chairperson informed that the Audited Financial Statements of the Company for the financial year ended 31 December 2025 together with the Directors' and Auditors' Reports have been circulated to all shareholders within the prescribed period for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from the shareholders.

It was recorded that the Audited Financial Statements of the Company for the financial year ended 31 December 2025 together with the Directors' and Auditors' Report are hereby received by the shareholders.

After the Chairperson went through each of the motions set out in the Notice of Meeting, the Chairman opened the floor for questions by the members.

The questions raised by the members were succinctly addressed, details of which were as follows:-

1) ***Will the closure of outlets be better for the Group and what is the Board/Management opinion?***

Ms Goh explained that the closure of selected outlets was a strategic decision aimed at improving profitability rather than maintaining revenue. The exercise has strengthened the overall quality of the store portfolio through better sales productivity, improved margin mix, lower occupancy costs, greater operational efficiency and stronger cash flow management. She added that the outlets which were closed had generally been loss-making or underperforming, and the focus was therefore on enhancing the quality of earnings and long-term sustainability of the business.

2) ***Will performance decline without closing outlets?***

Ms Goh explained that the closure of non-performing stores would have a short-term impact on revenue. However, the Group expects the remaining stores and ongoing business initiatives to progressively recover the lost contribution over time. FY2025 was a transitional year marked by the exit of unprofitable brands and the rationalization of underperforming outlets as part of the Group's efforts to strengthen its long-term profitability.

3) ***Moving forward, how many more outlets does the Group intend to close?***

Ms Goh informed that in 2026, Alamanda outlet has been closed and moving forward, East Coast Mall outlet will be closed as the lease will expire at the end of 2026.

4) ***Is there any intention for Share Buy-Back or Employees' Share Option Scheme ("ESOS")?***

The Chairperson informed that it is not the Company's objective to buy back its shares at the moment but would take into consideration the Share Buy-Back issue and there is no reserve buffer for the ESOS at the moment.

5) ***When does the Company expect the current corporate exercise to be completed?***

Ms Goh informed that following the approval obtained at the Extraordinary General Meeting and Court Convened Meeting, the Company is currently progressing the necessary post-approval processes, including obtaining the requisite approvals from the Court and relevant regulatory authorities. As the completion timeline remains subject to these external approvals and processes, the Company is unable to provide a definitive completion date at this stage. The Company will make the necessary announcements to shareholders as and when there are material developments.

VOTING SESSION

As there were no questions raised, the Chairperson invited the representative from the Company's Shares Registrar to brief the floor on the polling procedures.

The Chairperson informed the Meeting that the outcome of the poll would be announced after a short break for the scrutineers to tabulate the results of the poll. The Meeting was then adjourned at 10.45 a.m.

The meeting resumed at 11.00 a.m. for the declaration of the results of the poll. The Chairperson proceeded to announce the results of the poll as follows:-

POLL RESULTS

1. **ORDINARY RESOLUTION 1**
   - **PAYMENT OF A FINAL SINGLE-TIER DIVIDEND OF 0.1 SEN PER ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2025**

The Chairperson announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 1	No. of Shareholders:	24	No. of Shareholders:	-	Carried
	No. of Shares:	264,014,700	No. of Shares:	-	
	% of Voted Shares:	100.0000	% of Voted Shares:	0.0000	

It was RESOLVED:-

"THAT the payment of a Final Single-Tier Dividend of 0.1 sen per ordinary share in respect of the financial year ended 31 December 2025 be and is hereby approved".

2. **ORDINARY RESOLUTION 2**
   - **DIRECTORS' FEES PAYABLE TO DIRECTORS FROM THIS FORTHCOMING 45TH AGM UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING**

The Chairperson announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 2	No. of Shareholders:	19	No. of Shareholders:	0	Carried
	No. of Shares:	13,184,000	No. of Shares:	0	
	% of Voted Shares:	100.0000	% of Voted Shares:	0.0000	

It was RESOLVED:-

"THAT the Directors' Fees payable to the Directors of the Company on quarterly basis in arrears after each quarter of completed service of the Directors up to an aggregate amount of RM278,000.00 from this forthcoming 45th AGM until the conclusion of the next Annual General Meeting of the Company be and is hereby approved".

3. **ORDINARY RESOLUTION 3**
   - **RE-ELECTION OF MS GOH POH TENG**

The Chairperson announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 3	No. of Shareholders:	23	No. of Shareholders:	-	Carried
	No. of Shares:	263,014,700	No. of Shares:	-	
	% of Voted Shares:	100.0000	% of Voted Shares:	0.0000	

It was RESOLVED:-

"THAT Ms Goh Poh Teng who retired pursuant to Clause 95 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

4. **ORDINARY RESOLUTION 4**
   - **RE-ELECTION OF MR HEW MOH YUNG**

The Chairperson announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 4	No. of Shareholders:	24	No. of Shareholders:	-	Carried
	No. of Shares:	264,014,700	No. of Shares:	-	
	% of Voted Shares:	100.0000	% of Voted Shares:	0.0000	

It was RESOLVED:-

"THAT Mr Hew Moh Yung who retired pursuant to Clause 95 of the Company's Constitution, be and is hereby re-elected as Director of the Company."

5. **ORDINARY RESOLUTION 5**
   - **RE-APPOINTMENT OF MESSRS DELOITTE PLT AS AUDITORS**

The Chairperson announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 5	No. of Shareholders:	24	No. of Shareholders:	-	Carried
	No. of Shares:	264,014,700	No. of Shares:	-	
	% of Voted Shares:	100.0000	% of Voted Shares:	0.0000	

It was RESOLVED:-

"THAT Messrs Deloitte PLT be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next AGM of the Company and that the Directors be authorised to fix their remuneration."

6. **ORDINARY RESOLUTION 6**
   - **PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016**

The Chairperson announced the results of the poll as follows:-

Resolution	Votes in favour		Votes against		Results
Ordinary Resolution 6	No. of Shareholders:	24	No. of Shareholders:	0	Carried
	No. of Shares:	264,014,700	No. of Shares:	0	
	% of Voted Shares:	100.0000	% of Voted Shares:	0.0000	

It was RESOLVED:-

"THAT pursuant to Section 76 of the Act, the Directors be and are hereby authorised and empowered to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT pursuant to Section 85 of the Act, read together with Clause 5 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued of the Company shares arising from issuance of new shares pursuant to this Mandate.

THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

7. **ORDINARY RESOLUTION 7**
   - **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

The Chairperson announced the results of the poll as follows:-

<table>
<tr><th>Resolution</th><th colspan="2">Votes in favour</th><th colspan="2">Votes against</th><th>Results</th></tr>
<tr><td rowspan="3">Ordinary Resolution 7</td><td>No. of Shareholders:</td><td>22</td><td>No. of Shareholders:</td><td>0</td><td rowspan="3">Carried</td></tr>
<tr><td>No. of Shares:</td><td>17,134,000</td><td>No. of Shares:</td><td>0</td></tr>
<tr><td>% of Voted Shares:</td><td>100.0000</td><td>% of Voted Shares:</td><td>0.0000</td></tr>
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It was RESOLVED:-

"THAT subject to the provisions of the Constitution of the Company and the ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and/or its subsidiaries to enter into and to give effect to the recurrent related party transactions ("RRPTs") of a revenue or trading nature with the related parties as stated in Section 2.4 of the Circular to Shareholders dated 27 April 2026 provided that:-

a) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and

b) the disclosure will be made in the Annual Report on the breakdown of the aggregate value of the RRPTs conducted pursuant to the Proposed Shareholders' Mandate during the financial year on the types of RRPTs made, the names of the related parties involved in each type of RRPTs and their relationships with the Company.

THAT the authority conferred shall continue to be in force until:-

i) the conclusion of the next AGM of the Company following the forthcoming 45th AGM at which the Proposed Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;

ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

CONCLUSION

The Chairperson on behalf of her fellow Board members extended her appreciation to the stakeholders, shareholders and business partners for their continued support. There being no other business to be transacted, the Meeting concluded at 11.00 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

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CHAIRMAN