

KUMPULAN PERANGSANG SELANGOR BERHAD
(Registration No. 197501002218/ 23737-K)
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting ("**EGM**" or "**Meeting**") of Kumpulan Perangsang Selangor Berhad ("**KPS Berhad**" or the "**Company**") held at Shah Alam 1, SACC Convec, No. 4, Jalan Perbadanan 14/9, 40000 Shah Alam, Selangor Darul Ehsan ("**Meeting Venue**") on Monday, 28 July 2025 at 10.00 a.m. (Physical Meeting).

PRESENT

Shareholders ("**Members**"), Corporate Representatives and Proxies

The attendance of the Members, Corporate Representatives and Proxies at the Meeting Venue as per the Attendance List in **Appendix 1** of the Minutes of Meeting.

Board of Directors ("**Board**")

- 1) Dato' Dr. Ahmad Fadzli bin Ahmad Tajuddin, Non-Independent Non-Executive Chairman ("**Dato' Dr. Ahmad Fadzli**")
- 2) Dato' Ts. Saipolyazan bin Mat Yusop, Non-Independent Non-Executive Director
- 3) Dato' Ikmal Hijaz bin Hashim, Senior Independent Non-Executive Director
- 4) Dato' Noorazman bin Abd Aziz, Independent Non-Executive Director
- 5) Ms Sharmila Sekarajasekaran, Independent Non-Executive Director
- 6) Datuk Syed Izuan bin Syed Kamarulbahrin, Independent Non-Executive Director
- 7) Encik Ahmad Fariz bin Hassan, Managing Director/ Group Chief Executive Officer ("**MD/GCEO**")

Absent with Apologies

- 1) Puan Norliza binti Kamaruddin, Independent Non-Executive Director

Management

- 1) Puan Suzila binti Khairuddin
Deputy Chief Executive Officer, Finance and Corporate Services ("**DCEOFCS**")
- 2) Encik Azlan bin Abd Jalil
Deputy Chief Executive Officer, Strategy & Investments
- 3) Puan Selfia binti Muhammad Effendi
Company Secretary

The Attendance List of the Directors and Management is set out in **Appendix 2** of the Minutes of Meeting.

1.0 OPENING REMARKS BY THE CHAIRMAN

- 1.1 Dato' Dr. Ahmad Fadzli ("**Dato' Chairman**") presided as Chairman of the EGM.
- 1.2 On behalf of the Board and Management, Dato' Chairman welcomed all Members, Corporate Representatives, and Proxies who were physically present at the Meeting Venue of the EGM.

2.0 QUORUM

- 2.1 Upon confirmation by the Company Secretary on the presence of the requisite quorum, Dato' Chairman called the Meeting to order at 10.03 a.m.
- 2.2 Dato' Chairman introduced himself, each member of the Board, the MD/GCEO, and the Management of the Company.
- 2.3 Dato' Chairman informed the Meeting that Puan Norliza binti Kamaruddin, Independent Non-Executive Director, could not attend the EGM due to prior commitments.

3.0 NOTICE OF MEETING

- 3.1 The Notice convening the EGM was taken as read.

4.0 PRELIMINARY

- 4.1 The Chairman briefed the Meeting as follows:
- i) The shareholders were encouraged to take the opportunity to participate in the Company's affairs by deliberating and voting on the resolution put forward at the Meeting.
 - ii) The Company issued the Circular to the shareholders, which outlines detailed information regarding the Proposed New Shareholders' Mandate. This includes comprehensive disclosures, particularly on the recurrent related party transactions involving the Company and its related parties which was published on the Company's website on 11 July 2025.
 - iii) In accordance with the Notice of EGM, the cut-off date for determining who shall attend, speak and vote at the EGM was 22 July 2025.
 - iv) As of the date, the Company has a total issued and paid-up capital of 537,385,383 ordinary shares.
 - v) Dato' Chairman informed the Meeting that proxy forms had been received from members, authorising him to vote on their behalf as indicated in the proxy forms.
 - vi) In accordance with the Main Market Listing Requirements ("**MMLR**") of Bursa Securities Malaysia Berhad ("**Bursa Securities**"), the resolution set out in the Notice of EGM would be voted by way of poll.
 - vii) In polling, each share represents one vote, and the polling would be carried out by electronic voting (e-voting), which was expected to commence after the Company had dealt with any questions posed on the resolutions.
 - viii) There was only one (1) resolution presented for voting at the EGM. As an ordinary resolution, it required a simple majority vote to pass.
 - ix) Boardroom Share Registrars Sdn Bhd ("**Boardroom**") had been appointed as the Poll Administrator to conduct the poll for the EGM, and Sky Corporate Services Sdn Bhd ("**Sky Corporate**") served as Scrutineers to verify the poll results.

- x) The voting session would begin from the commencement of the meeting at 10.00 a.m., and all Members, Corporate Representatives and Proxies attending the EGM were required to vote using their device (smartphone or tablet).
- 4.2 To ensure the orderly proceedings of the EGM, Dato' Chairman briefed on the following meeting flow:
- i) Presentation by the DCEOFCS on the Proposed New Shareholders' Mandate.
 - ii) Q&A Session after the presentation of the proposed resolution in the Agenda of the Meeting.
 - iii) The Members, Corporate Representatives and Proxies were required to keep questions and comments clear and concise and observe decorum at the Meeting to ensure the effective use of time at the Meeting.
 - iv) The Meeting would be adjourned for the polling process for the shareholders and proxies to cast their votes using their own devices (smartphones or tablets).
 - v) Once polling was completed, the Chairman would announce the poll result accordingly.
- 4.3 At this point, Dato' Chairman informed the Meeting that he was conflicted with the agenda item as he was the Interested Director in the subject matter. Accordingly, he passed the chair to the MD/GCEO, who presided over the next part of the Meeting.

5.0 DCEOFCS'S PRESENTATION

- 5.1 The MD/GCEO invited the DCEOFCS to brief on the Proposed New Shareholders' Mandate as detailed in **Appendix 3** attached.
- 5.2 The DCEOFCS presented the Proposed New Shareholders' Mandate as per the following key salient areas:
- i) Background;
 - ii) Financial Analysis;
 - iii) Implications of Non-Approval; and
 - iv) Proposed New Shareholders' Mandate.
- 5.3 The MD/GCEO thanked the DCEOFCS for the presentation and moved the Ordinary Resolution.

6.0 ORDINARY RESOLUTION: PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH KPS BERHAD AND ITS SUBSIDIARIES ("PROPOSED NEW SHAREHOLDERS' MANDATE")

- 6.1 The MD/GCEO moved the Ordinary Resolution on the Proposed New Shareholders' Mandate and was seconded by Mr Wong Wai Tsung.
- 6.2 Since voting was to be conducted via a poll after the Q&A session, the MD/GCEO proceeded with the Q&A session.

7.0 Q&A SESSION

- 7.1 The MD/GCEO informed the Meeting that the Company received a question from a shareholder via the query box prior to the meeting as follows:

Question: Is the company giving any door gifts to shareholders attending this EGM?

In response to the above question, the MD/GCEO replied that no door gifts would be provided to attendees of this EGM.

- 7.2 The MD/GCEO then invited questions from the Members, Corporate Representatives, and Proxies present at the Meeting venue. No questions were raised from the floor.
- 7.3 The MD/GCEO subsequently handed back the chairmanship to Dato' Chairman. Dato' Chairman resumed the chair and formally concluded the Q&A session.

8.0 E-VOTING ON THE RESOLUTIONS

- 8.1 Dato' Chairman informed the Meeting that the poll for all proposed ordinary resolution would be administered by the Share Registrar, Boardroom, and the appointed scrutineer, namely, Sky Corporate.
- 8.2 Dato' Chairman further reiterated that the Menteri Besar Selangor (Perbadanan), Darul Ehsan Investment Group Berhad, Perbadanan Kemajuan Negeri Selangor, and Tabung Warisan Negeri Selangor ("**Interested Parties**"), being Interested Parties, would abstain from voting on the ordinary resolution, due to their direct and/or indirect shareholdings in KPS Berhad.
- 8.3 Dato' Chairman invited all present to pay attention to the video presentation on the e-voting tutorial, after which Members, Corporate Representatives, and Proxies were invited to proceed with casting their votes via e-voting.

Dato' Chairman informed the shareholders that the Meeting would be adjourned for 15 minutes or until the scrutineer had verified the votes.

9.0 ANNOUNCEMENT OF POLL RESULTS

- 9.1 Dato' Chairman called the Meeting to order for the declaration of results. He announced the poll results, which had been verified by the appointed Scrutineers, Sky Corporate.
- 9.2 Dato' Chairman informed those present that the total number and percentage of votes cast in the poll would be displayed on the screen, and based on the verified results from the Scrutineers, declared that the Ordinary Resolution tabled at the EGM was carried, as summarised below:

Polling Results

RESOLUTION	Vote FOR			Vote AGAINST			TOTAL Vote	
	NO. OF			NO. OF			NO. OF	
	RECORDS	SHARES	%	RECORDS	SHARES	%	RECORDS	SHARES
ORDINARY RESOLUTION 1	111	13,136,181	99.9601	14	5,242	0.0399	125	13,141,423



9.3 Ordinary Resolution:

Proposed New Shareholders' Mandate for RRPT of a Revenue or Trading Nature.

Based on the votes cast, excluding those of the Interested Parties who abstained, Dato' Chairman announced that the following motion was carried.

*"THAT subject always to the provisions of the CA 2016 and pursuant to Paragraph 10.09 of the MMLR of Bursa Securities, KPS Berhad Group be and is hereby authorised to enter into and give effect to the RRPT of a revenue or trading nature with the related parties as set out in Section 2.3 of the Circular to Shareholders dated 11 July 2025 ("**Related Parties**") provided that such transactions and/or arrangements are:*

- i) recurrent transactions of a revenue or trading nature;*
- ii) necessary for the day-to-day operations;*
- iii) undertaken in the ordinary course of business at arm's length basis and are on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and*
- iv) not detrimental to the minority shareholders of the Company, ("**Proposed Shareholders' Mandate**");*

AND THAT such approval shall continue to be in force until:

- i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse unless the authority is renewed by a resolution passed at such AGM; or*
- ii) the expiration of the period within which the next AGM of the Company after that date is required to be held under Section 340(2) of the CA 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or*
- iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting*

whichever is earlier;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to complete and do all such acts, deeds and things to give effect to the aforesaid Proposed Shareholders' Mandate and transactions contemplated under this resolution."

10.0 CONCLUSION

10.1 Dato' Chairman thanked all shareholders and proxies for their presence and participation. Dato' Chairman also took the opportunity to thank his fellow Board members and Management.

10.2 Dato' Chairman declared the EGM of KPS Berhad closed at 10.52 a.m.

CONFIRMED AS A CORRECT RECORD



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CHAIRMAN OF THE MEETING

Dated: 12 August 2025

**PROPOSED NEW
SHAREHOLDERS' MANDATE
FOR RECURRENT RELATED
PARTY TRANSACTIONS ("RRPT")
OF A REVENUE OR TRADING
NATURE**

KPS Berhad Extraordinary General Meeting
– 28 July 2025

Strictly Private & Confidential



we invest in better



Table of Contents

- 01. Background
- 02. Financial Analysis
- 03. Implications of Non-approval
- 04. Proposed New Shareholders' Mandate










01

BACKGROUND

Related Parties Relationship

Aqua-Flo and Smartpipe are connected to related parties via the interested related parties

TRANSACTIONING COMPANY	TRANSACTIONING RELATED PARTIES	INTERESTED RELATED PARTIES	
		Interested Major Shareholders 	 
		Interested Person Connected 	 
		Interested Directors & Former Interested Directors 	<ul style="list-style-type: none"> • Dato' Dr Ahmad Fadzli bin Ahmad Tajuddin • Dato' Ts Saipolyazan bin Mat Yusop • YB Dato' Setia Haris bin Kasim
		Interested Major Shareholders 	

Key Components of Recurrent Related Party Transactions ("RRPT")

1. *Air Selangor Group*: Sell chemical products, water meters, lab monitoring equipment and disinfection system (Aqua-Flo) and laying of new pipes (Smartpipe)
2. *Taliworks Group*: Sell chemical products, lab monitoring equipment and disinfection system (Aqua-Flo)

Historical Approvals Received From Minority Shareholders

For more than 10 years, minority shareholders had consistently approved the Shareholders' Mandate for RRPTs

Subsidiaries	Related Parties	Mandate tabled at AGM															
		2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	May 2025
Aqua Flo Sdn Bhd ("Aqua-Flo")	Air Selangor Group	-	-	-	-	-	-	-	✓	✓	✓	✓	✓	✓	✓	✓	✗
	Taliworks Group	✓	✓	✓	✓	-	-	-	✓	✓	✓	✓	✓	✓	✓	✓	✗
Smartpipe Technology Sdn Bhd ("Smartpipe")	Air Selangor Group	-	-	-	-	-	-	-	-	-	✓	✓	✓	✓	✓	✓	✗

- ✓ Approved
- ✗ Not Approved

Note:

The Selangor Water Restructuring was finalised in October 2015, at which point Air Selangor became a related party. Prior to the completion of the Selangor Water Restructuring, Air Selangor (formerly known as SYABAS) was under Puncak Niaga Holdings Berhad, a non-related party to KPS Berhad.



02

FINANCIAL ANALYSIS

More Than 50% of Aqua Flo's Revenue Is Derived From RRPTs

This long-standing relationship remains crucial to Aqua Flo's continued business sustainability and future growth

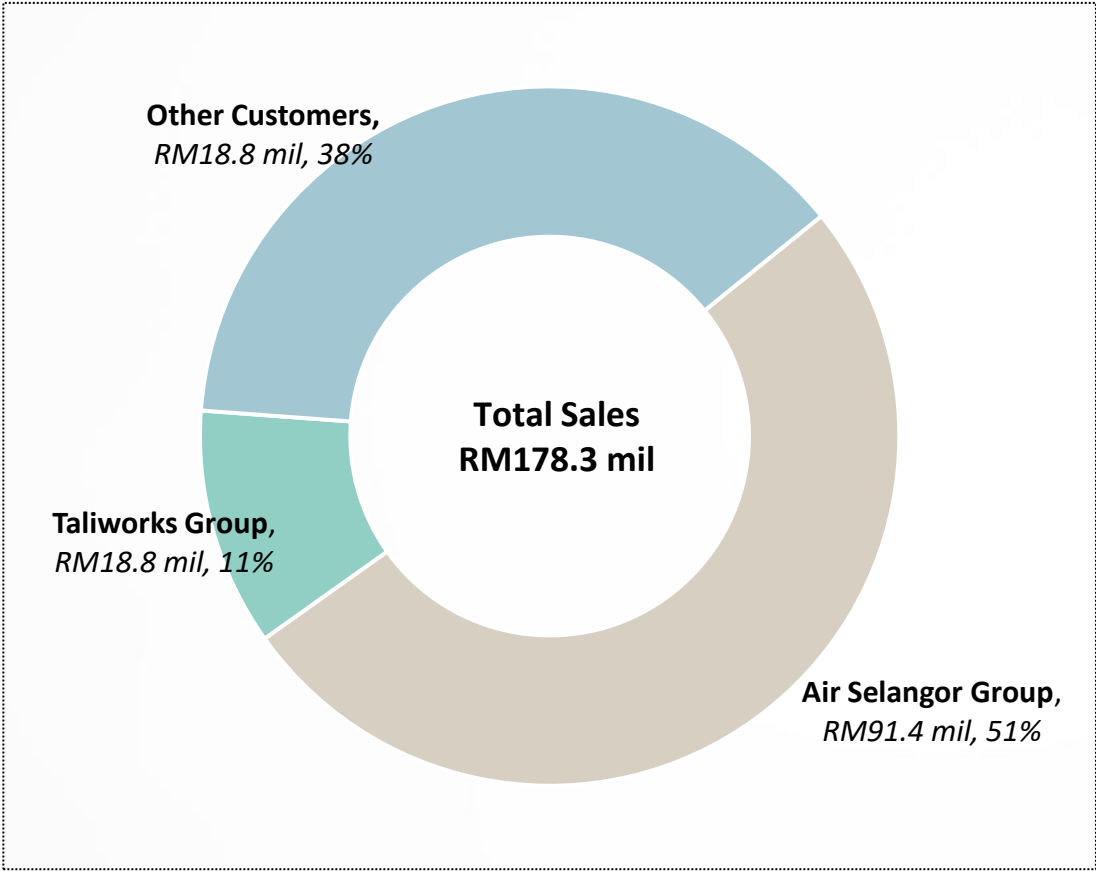
	2020	2021	2022	2023	2024	Q1 2025
KPS Berhad Group Revenue (RM'mil)	1,076.5	1,328.1	1,360.6	1,228.5	1,093.0	243.5
Aqua Flo Revenue (RM'mil)	124.1	121.9	158.3	160.1	178.3	39.4
<ul style="list-style-type: none"> - Chemicals - Water Meter & Others 	116.2 7.9	110.8 11.1	132.9 25.4	135.5 24.6	149.4 28.9	36.4 3.0
Total RRPT (RM'mil)	71.2	70.7	89.4	92.3	110.2	20.9
% Aqua-Flo Revenue/ KPS Berhad Group Revenue	12%	9%	12%	13%	16%	16%
% RRPT/Aqua Flo Revenue	57%	58%	56%	58%	62%	53%

Air Selangor Group and Taliworks Group accounted for 62% of Aqua-Flo's revenue as of 31 December 2024

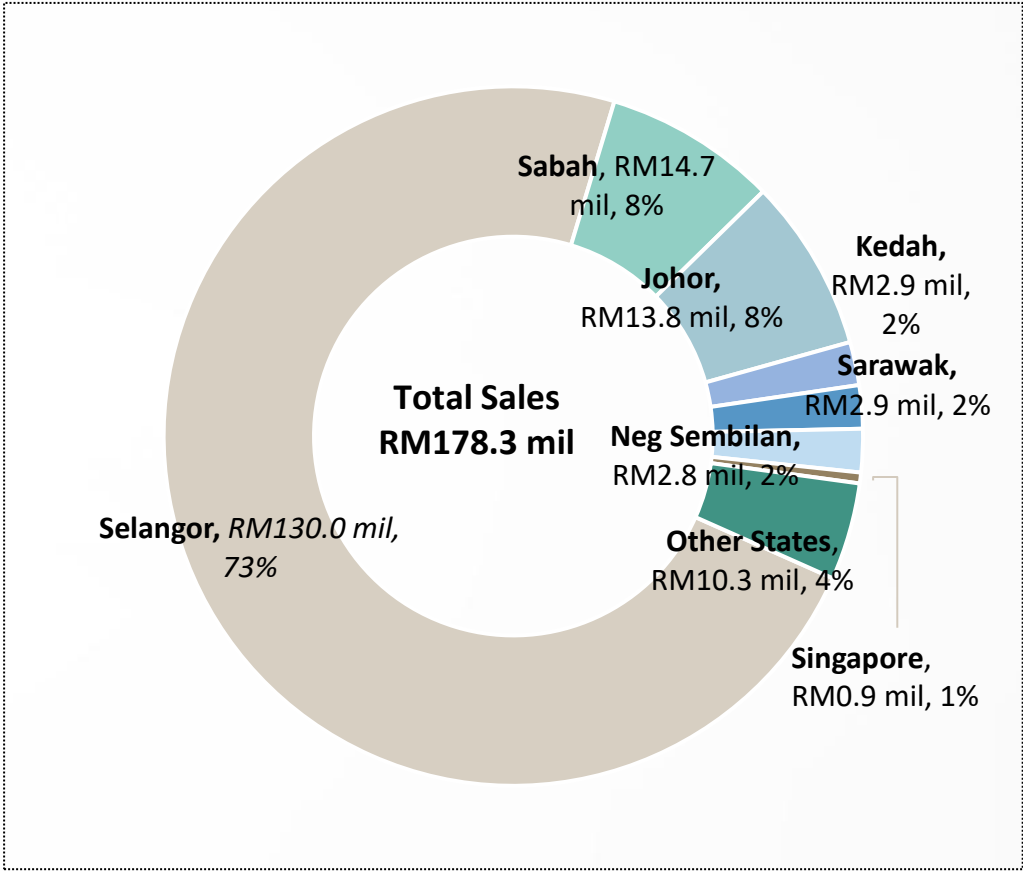
These two groups representing 85% of the revenue from Selangor State

31 DECEMBER 2024

BY CUSTOMER



BY GEOGRAPHY







Financial Impact

Non-approval of the mandate may adversely impact the Group's profitability and, consequently, dividend distributions to shareholders

2024 Key Financials (RM million)

Revenue
Profit After Tax
Dividend from Aqua to KPS Berhad

With RRPTs		Without RRPTs	
			
178.3	1,064.7	65.7	952.1
9.5	75.4	2.2	68.1
2.4		0.6	

Concerns on Related Parties Transactions

Transactions entered with related parties are at arm's length and no recoverability issue from the related parties







03

IMPLICATIONS OF NON- APPROVAL

Risks And Implications of Non-Approval of RRPT Mandate

More than 50% of Aqua-Flo's revenue is at risk

Aspect	 Mandate Approved (via EGM)	 Mandate not Approved
Subsidiary Revenue Protection	Secures ongoing revenue stream from related-party contracts.	Risk of revenue loss due to execution delays or transaction barriers.
Operational Continuity	Smooth and uninterrupted fulfilment of inter-company contracts.	Risk of disruption, delays, or suspension of ongoing contract deliveries.
Return to Shareholders	The Group can maintain its current dividend payout as projected.	Risk of lower annual dividend to shareholders as a result of decline in earnings.
RRPT Governance	RRPTs transact under agreed terms and framework. No recurring announcements is needed for RRPTs within approved mandate.	Each RRPT must be tracked and announced once the cumulative value reaches 1% of KPS audited net assets (" NA ") and requires shareholders' approval via EGM before it reaches 5% of KPS Berhad's NA.
Cost & Compliance	Reduced regulatory cost and administrative burden.	Increased compliance obligations, legal and EGM-related costs.



04

PROPOSED NEW SHAREHOLDERS' MANDATE

Proposed New Shareholders' Mandate

Ensures the subsidiaries remain sustainable and maintains the long-standing relationship with the related parties

No.	Company within KPS Berhad Group	Transacting Related Parties	Estimated Value for Proposed New Shareholders' Mandate (from this EGM to the next AGM in May 2026) (RM'000)
(a)	Aqua-Flo	Air Selangor Group	100,000
(b)	Aqua-Flo	Taliworks Group	20,000
(c)	Smartpipe	Air Selangor Group	1,500

Thank You

Finance Department

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