

JAWALA INC.

Company Registration No. LL13922
(Incorporated in Labuan)

MINUTES OF 7TH ANNUAL GENERAL MEETING

MINUTES OF THE 7TH ANNUAL GENERAL MEETING OF JAWALA INC., (the "**Company**") HELD ON MONDAY, THE 25TH DAY OF NOVEMBER 2024 AT 1:00 P.M., AT ROSE ROOM I, YORK HOTEL, 21 MOUNT ELIZABETH, SINGAPORE 228516

AGM ATTENDANCE

Directors

Datuk Jema Anton Khan ("**Datuk Jema**")
Mr Abdul Rahman Khan Bin Hakim Khan ("**Mr Rahman**")
Mr Muaz Bin Jema Khan ("**Mr Muaz**")
Mr Lee Yong Soon ("**Mr Lee**")
Mr Leow Ming Fong @ Leow Min Fong ("**Mr Jimmy**")

Proposed Director

Dato' Mary Lim Thiam Suan ("**Dato' Mary**")

Absent with Apologies

Ms Faridah Binti Mohd. Fuad Stephens ("**Ms Faridah**")

Key Management

Ms Evelyn Ting ("**Ms Evelyn**")

(The full attendance lists of invitees, shareholders, auditors, company secretary, polling agents, scrutineers and observers were separately maintained by the Company.)

1. INTRODUCTION

Datuk Jema Anton Khan, the Chairman, welcomed all shareholders ("**Shareholders**") to the 7th Annual General Meeting of the Company ("**AGM**" or "**Meeting**") and introduced the Directors present.

He informed the Meeting that Ms Faridah, the Director of the Company and Mr Maxy Self, the Chief Operations Officer, were unable to attend the AGM and had sent their apologies. He added that the Company's Secretaries, as well as representatives from the independent auditors, PFK-CAP LLP and the continuing sponsor, UOB Kay Hian Private Limited, were also present at the AGM.

Shareholders were informed that the Company had not received any questions in relation to resolutions to be tabled for approval at the AGM in advance, either via email or by post, by the submission deadline set out in the Notice of AGM, i.e. 15 November 2024.

2. QUORUM

After confirming with the Secretary that a quorum was present, the Chairman called the Meeting to order at 1.03 p.m. and proceeded with the formal business of the AGM.

3. RESOLUTIONS BY POLL

In line with Rule 730A(2) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), all resolutions at the Meeting were voted by way of a poll.

The Chairman informed the Meeting that Reliance 3P Advisory Pte. Ltd. ("**Reliance**") and Boardroom Corporate & Advisory Services Pte. Ltd., had been appointed as scrutineers and polling agent respectively, for the poll. For efficiency, it was noted that polling was conducted after all the motions tabled at the AGM were duly proposed and seconded.

4. NOTICE

The Notice of AGM dated 8 November 2024 ("**Notice**" or "**Agenda**") was taken as read.

ORDINARY BUSINESS

5. DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS – RESOLUTION 1

The Chairman informed the Meeting that the first item on the Agenda was to receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 July 2024, together with the Auditors' Report thereon (collectively the "**Annual Report**").

With the consent of the Shareholders, the Annual Report was taken as read.

After dealing with the questions (attached separately as Appendix A to these Minutes) from Shareholders, the Chairman proposed the following motion which was seconded by Mr Anwar Hussein Bin Syed Rahman ("**Mr Anwar**"):

"That the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 July 2024, together with the Auditors' Report thereon, be received and adopted."

6. RE-ELECTION OF MR LEE YONG SOON AS A DIRECTOR – RESOLUTION 2

The Chairman informed the Shareholders that in accordance with Article 98 of the Company's Articles of Association ("**Articles**") and Rule 720(4) of the Catalist Rules, Mr Lee shall retire as a Director by rotation at the Meeting and be eligible for re-election.

Mr Lee, who had consented to continue in office, would upon re-election as a Director of the Company, continue to serve as the Lead Independent Director of the Board, Chairman of the Nominating Committee as well as a member of the Audit Committee and Remuneration Committee respectively.

There being no question, Ms Chua Lian Chai ("**Ms Chua**") proposed and Mr Anwar seconded the following motion:

"That Mr Lee Yong Soon be re-elected as a Director of the Company."

7. RE-ELECTION OF MR MUAZ BIN JEMA KHAN AS A DIRECTOR – RESOLUTION 3

The Chairman informed the Shareholders that in accordance with Article 102 of the Articles and Rule 720(4) of the Catalist Rules, Mr Muaz shall retire as a Director at the Meeting and be eligible for re-election.

Mr Muaz, who had consented to continue in office, would upon re-election as a Director of the Company, continue to serve as a Non-Independent Non-Executive Director of the Company.

There being no question from the Shareholders, Mr Chee Ah What ("**Mr Chee**") proposed and Mr Anwar seconded the following motion:

"That Mr Muaz Bin Jema Khan be re-elected as a Director of the Company."

8. RETIREMENT OF MS FARIDAH BINTI MOHD. FUAD STEPHENS AS A DIRECTOR

The Chairman informed the Meeting that Ms Faridah had expressed her intention to retire at the AGM to facilitate board renewal process and focus on her personal commitments and would not be seeking re-election at the Meeting.

Ms Faridah, would upon her retirement as a Director of the Company, shall cease as the Chairperson of the Remuneration Committee and a member of each of the Audit Committee and Nominating Committee respectively.

9. APPOINTMENT OF DATO' MARY LIM THIAM SUAN AS A DIRECTOR – RESOLUTION 4

The Chairman informed the Meeting that subject to Shareholders' approval, the Board of Directors had pursuant to the recommendation of the Nominating Committee, recommended the appointment of Dato' Mary as an Independent Non-Executive Director of the Company, in place of Ms Faridah.

Dato' Mary, who had consented to be appointed, would upon her appointment as a Director of the Company, also be designated as Chairperson of the Remuneration Committee as well as a member of the Audit Committee and Nominating Committee respectively with effect from the conclusion of this Meeting.

There being no question from the Shareholders, Mr Anwar proposed and Ms Chua seconded

the following motion:

“That Dato’ Mary Lim Thiam Suan be appointed as a Director of the Company.”

10. DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 JULY 2025 – RESOLUTION 5

The Board had recommended the payment of Directors’ fees of RM321,600 for the financial year ending 31 July 2025.

There being no question from the Shareholders, Mr Chee proposed the following motion which was seconded by Ms Chua:

“That the payment of Directors’ Fees of RM321,600 for the financial year ending 31 July 2025, to be paid half yearly in arrears, be approved.”

11. RE-APPOINTMENT OF PKF-CAP LLP AS AUDITORS – RESOLUTION 6

Shareholders were informed that Messrs PKF-CAP LLP (“**PKF**”) had expressed their willingness to continue as auditors of the Company for the ensuing year.

There being no question from the Shareholders, the Chairman proposed the following motion which was seconded by Mr Anwar:

“That PKF-CAP LLP be re-appointed as auditors of the Company for the financial year ending 31 July 2025 and the Directors be authorised to fix their remuneration.”

12. ANY OTHER BUSINESS

As no notice was received in respect of any other ordinary business, the Chairman proceeded to deal with the special business set out in the Notice.

SPECIAL BUSINESS

13. AUTHORITY TO ALLOT AND ISSUE SHARES – RESOLUTION 7

Pursuant to Article 3 of the Articles and Rule 806 of the Catalist Rules, Shareholders’ approval would be required before the Directors may issue further shares and/or instruments in the capital of the Company.

With the consent of the Shareholders, Resolution 7 as referred to in the Notice was taken as read.

There being no question from the Shareholders, Mr Anwar proposed the motion as set out under item 9 of the Notice which was seconded by Ms Chua.

14. AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER THE JAWALA PERFORMANCE SHARE PLAN – RESOLUTION 8

The Chairman proceeded to the next item on the Agenda which was to seek Shareholders' approval to authorise the Directors to grant awards and issue shares under the Jawala Performance Share Plan.

With the consent of the Shareholders, Resolution 8 as referred to in the Notice was taken as read.

After addressing the question (attached separately as Appendix A to these Minutes) from a Shareholder, Mr Chee proposed the motion as set out under item 10 of the Notice, which was seconded by Ms Chua.

15. AUTHORITY TO GRANT OPTIONS AND ISSUE SHARES UNDER THE JAWALA EMPLOYEE SHARE OPTION SCHEME – RESOLUTION 9

The Meeting was informed that the last item on the Agenda was to seek Shareholders' approval to authorise the Directors to grant options and issue shares under the Jawala Employee Share Option Scheme ("**ESOS**"). Details of the ESOS were set out under item 11 of the Notice of AGM.

After addressing the questions (attached separately as Appendix A to these Minutes) from Shareholders, Mr Anwar proposed the motion as set out under item 11 of the Notice, which was seconded by Ms Chua.

16. VOTING BY POLL AND COUNTING OF VOTES

The representative from Reliance was invited to explain the poll voting process. Shareholders were reminded to complete and sign the poll voting slips before handing the same to the officials from the scrutineer's office for the tabulation of poll results.

The Meeting was adjourned for the tabulation of poll results and Shareholders were invited to partake in some refreshments.

17. RESULTS OF POLL

The Meeting resumed at 2.07 p.m., and the Chairman announced the poll results as follows:

Resolution Number and Details	Total number of shares represented by votes for and against the relevant Resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the Resolution (%)	Number of shares	As a percentage of total number of votes for and against the Resolution (%)
<u>Ordinary Resolution 1</u> To receive and adopt Directors' Statement and Audited Financial Statements for the financial year ended 31 July 2024, together with the Auditors' Report thereon.	100,279,700	100,279,700	100.000	0	0.000
<u>Ordinary Resolution 2</u> To re-elect Mr Lee Yong Soon as a Director of the Company.	100,274,700	100,274,700	100.000	0	0.000
<u>Ordinary Resolution 3</u> To re-elect Mr Muaz Bin Jema Khan as a Director of the Company.	100,274,700	100,274,700	100.000	0	0.000
<u>Ordinary Resolution 4</u> To approve the appointment of Dato' Mary Lim Thiam Suan (" Dato' Mary ") as a Director of the Company.	100,274,700	100,274,700	100.000	0	0.000
<u>Ordinary Resolution 5</u> To approve Directors' fees for the financial year ending 31 July 2025, to be paid half yearly in arrears.	100,274,700	100,273,700	99.999	1,000	0.001
<u>Ordinary Resolution 6</u> To re-appoint PKF-CAP LLP as auditors of the Company, and to authorise the Directors to fix their	100,274,700	100,274,700	100.000	0	0.000

remuneration.					
<u>Ordinary Resolution 7</u> To authorise Directors to allot and issue shares.	100,279,700	100,278,700	99.999	1,000	0.001
<u>Ordinary Resolution 8</u> To authorise Directors to grant awards and issue shares under the Jawala Performance Share Plan.	100,279,700	100,278,700	99.999	1,000	0.001
<u>Ordinary Resolution 9</u> To authorise Directors to grant options and issue shares under the Jawala Employee Share Option Scheme.	100,279,700	100,278,700	99.999	1,000	0.001

18. CLOSING ADDRESS

There being no further business, the Chairman declared the Meeting closed at 2.10 p.m., and thanked all present for attending the Meeting.

CONFIRMED

CHAIRMAN

JAWALA INC.

Company Registration No. LL13922

(Incorporated in Labuan)

List of Questions Raised and Answers at the Annual General Meeting held on 25 November 2024

	Shareholder	Question	Chairman/ Director/ Management/ Sponsor	Response
1.	Mr Ho Hai Pang ("Mr Henry")	Mr Henry expressed concern over the significant drop in revenue and loss incurred. He highlighted one of the key audit matters raised by the Auditor regarding the Group's ability to continue as a going concern and inquired on Management's plans to address this issue.	Datuk Jema Khan ("Datuk Jema")	<p>Datuk Jema outlined several key factors influencing Jawala's financial position and its outlook, as follows:</p> <ol style="list-style-type: none"> Drop in Revenue: The decline in revenue was attributed to a reduction in timber harvested. The Group had completed harvesting its last batch of tropical timber in the Licensed Area comprising a Commercial Forest Reserve in the Sapulut Forest Reserve in Sabah ("Licensed Area"), but has yet to commence harvesting plantation timber in the area. Challenges in the Timber Market: The timber market is currently not performing well, which has posed a major challenge to the Company. Management remains hopeful that the market will improve once harvesting begins in the second half of the year. Timber Growth and Feasibility of Harvesting: The Group plans to begin harvesting its planted timber in the second half of the financial year, in 2025. Datuk Jema explained that so far, the timber harvested, constituting salvage timber has been significantly less than what is expected from the planted area. While it will take time for the planted trees to mature, there is hope for improvement depending on the performance of the timber market.

	Shareholder	Question	Chairman/ Director/ Management/ Sponsor	Response
2.	Mr Henry	What are the reasons behind the current underperformance of the timber market?	Datuk Jema	<p>Datuk Jema explained that the global economy, including the timber market, is currently facing challenges, with the economic conditions in the USA and Japan also being affected. Downstream costs remain high. He added that the Group would be in a better position once the housing market in the USA begins to improve.</p> <p>Shareholders were also informed that the supply of timber in Sabah is currently very limited, with about 1 million m³ available. The Group remains hopeful for a recovery in the second half of the financial year, although this remains uncertain. Datuk Jema further clarified that the Group's products are more volume-dependent rather than high-value, with demand primarily driven by plywood mills and sawmills.</p> <p>It was noted that the Group has planted approximately 3,363 hectares of timber, and tree growth has been encouraging. In terms of cash flow, the Company is in a stable position as there are still loans available for drawdown and approximately 3,363 hectares left to harvest.</p>

	Shareholder	Question	Chairman/ Director/ Management/ Sponsor	Response
3.	Mr Ou Yang Yan Te (“Mr Ou Yang”)	The external auditor had raised 2 issues; (i) going concern and (ii) biological assets. Please comment.	Mr Lee Eng Kian, Audit Partner of PKF-CAP LLP (“Mr Lee”)	Mr Lee explained that the two audit issues raised are not concerns per se, but rather areas of audit focus: <ul style="list-style-type: none"> (i) Going Concern – As part of its audit, the auditor had reviewed and discussed the going concern assessment with Management, including the key projections used in the 12-month cash flow forecast. Shareholders were informed that the auditors are comfortable with the position taken by Management. (ii) Valuation of Biological Assets – Shareholders were informed that this is the second year the Company has adopted fair value accounting, and it is an area of focus due to the significant judgment involved in determining the appropriateness of the valuation methods and key assumptions. As part of its audit, the auditor had assessed the assumptions applied and are satisfied with the position taken.

	Shareholder	Question	Chairman/ Director/ Management/ Sponsor	Response
4.	Mr Ou Yang	Page 137 of the Annual Report recorded UOB Kay Hian Private Ltd (" UOBKH ") as the Company's second-largest shareholder as of 10 October 2024, holding 12.31% of the Company's total equity. Mr Ou Yang expressed concern regarding the continuing sponsor's holding of shares in the Company and requested information on the total number of individual shareholders who are the beneficial owners of the Company's shares and are registered under UOBKH. A specific concern was whether any of these shareholders individually hold an aggregate equity interest of 5% or more, thus qualifying as substantial shareholders.	Mr Lance Tan, Senior Vice President of UOBKH (" Mr Tan ")	Mr Tan clarified that UOBKH is not the beneficial owner of the 12.31% shareholdings, and such shares are held under UOBKH as a relevant intermediary providing share custodian services, and not as a continuing sponsor. Mr Tan is not privy to and also unable to provide information on the breakdown of the number of individual shareholders holding these shares. However, he highlighted that any beneficial shareholder with more than 5% interest in the Company's shares has a regulatory obligation to notify the Company.

	Shareholder	Question	Chairman/ Director/ Management/ Sponsor	Response
5.	Mr Ou Yang	Mr Ou Yang inquired on how Jawala determines the price of shares and options to be awarded to eligible employees under the Company's Performance Share Plan and Employee Share Option Scheme, particular considering the minimal movement of the Company's shares traded on the Singapore Exchange.	Datuk Jema	Datuk Jema explained that while approval has been obtained from Shareholders to authorise the awarding and issuance of shares under the Company's Performance Share Plan and Employee Share Option Scheme, the Directors have to-date, not exercised such authority. Given the current performance of the Group, there are also no plans to award such shares in the upcoming year.