XL HOLDINGS BERHAD
Registration No. 199801012014 (468142-U)
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting (EGM or the Meeting) of **XL HOLDINGS BERHAD** (XLHB or the Company) held at Balai Tunku Abdul Rahman, The Royal Commonwealth Society, No. 4, Jalan Birah, Damansara Heights, 50490 Kuala Lumpur, W.P. Kuala Lumpur on **Thursday, 6 August 2026** at **9.00 a.m.**

DIRECTORS PRESENT :

1. Mr. Ng Min Lin – Executive Chairman
2. Mr. Kuan Kai Seng – Executive Director/Chief Executive Officer
3. Dato' Ng Jet Heong – Executive Director
4. Mr. Jason Fong Jian Sheng – Senior Independent Non-Executive Director *(via virtually)*
5. Encik Rithauddin Hussein Jamalatiff bin Jamaluddin – Independent Non-Executive Director
6. Mr. Ng Fun Kim – Independent Non-Executive Director
7. Ms. Wong Jo Ann – Non-Independent and Non-Executive Director

MEMBERS PRESENT : As per attendance list

BY INVITATION : Guests as per attendance list

IN ATTENDANCE : Ms. Wong Yuet Chyn – Company Secretary

NOTICE

The Chairman welcomed the shareholders, proxies and guests to the EGM of the Company. The Chairman then took the Chair and called the Meeting to order at 9.00 a.m. The Chairman then proceeded to introduce the members of the Board of Directors (Board) and the Company Secretary.

As informed by the Company Secretary that there being a quorum present, the Chairman declared the Meeting duly convened.

The Chairman notified that the Notice convening the EGM had been sent to all the shareholders of the Company and the said Notice was advertised in the New Straits Times on 22 July 2026 in accordance with the Company's Constitution. He proposed and the Meeting consented that the Notice be taken as read.

The Chairman informed that in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions as set out in the Notice will be voted by poll. The Share Registrar, Securities Services (Holdings) Sdn. Bhd. has been appointed as the Poll Administrator to conduct the polling process and Commercial Quest Sdn. Bhd., the Independent Scrutineer be appointed to verify the poll results.

The Chairman informed that the Minority Shareholder Watch Group (MSWG) had vide its letter dated 31 July 2026 addressed to the Board sought information and clarification on the proposed diversification of the Company. On behalf of the Board, the Chairman thanked MSWG for giving the Company notice of their questions to enable the Board to reply officially to their letter.

For the information of the members present, the following questions from and the corresponding replies to MSWG were read out:-

<u>Question 1</u>

The acquisition of Giant Mini Business Assets was completed on 31 May 2026 for a purchase consideration of RM15 million, including RM1.60 million of goodwill attributed to the established customer base and business operations (Section 2.1 of Circular to Shareholders dated 22 July 2026).

<u>Question 1(a)</u>

Could the Board disclose the Giant Mini business' historical revenue and profit/loss for at least the past three financial years, as well as its performance since XLHB took over on 31 May 2026?

<u>Answer to Question 1(a)</u>

The Proposed Acquisition involves the acquisition of business assets only and does not constitute the acquisition of the seller's entire business entity. Accordingly, the Group does not have access to, nor was it provided with, the historical financial statements or financial performance of the Giant Mini business for the past three financial years.

Following the completion of the acquisition on 31 May 2026, the Group commenced operations of the acquired outlets on 1 June 2026. Based on the unaudited management accounts for the period from 1 June 2026 to 31 July 2026, the acquired outlets have recorded encouraging initial operating performance. As the Group has only been operating the acquired outlets for approximately two months, the current financial performance represents an initial operating period and should not be regarded as indicative of the long-term performance of the retail business. The Board remains focused on improving sales, operational efficiency and profitability through refurbishment initiatives, better merchandising, procurement optimisation and tighter cost management.

<u>Question 1(b)</u>

Was any profit guarantee obtained from the seller? If not, what financial and commercial due diligence gave the Board sufficient confidence to pay a RM1.60 million premium over the identifiable tangible assets and inventory? And how will XLHB safeguard against potential goodwill impairment if earnings underperform?

<u>Answer to Question 1(b)</u>

No profit guarantee was obtained from the vendor. The Board's decision was based on a comprehensive commercial evaluation, taking into consideration both the strategic rationale of the acquisition and the information made available during the due diligence process. Amongst others, the Board considered the business performance presented by the vendor and also the strategic opportunity to expand the Group's business into the retail segment, thereby extending the Group's presence across the value chain from aquaculture and agriculture production to retail distribution, while creating opportunities to market the Group's own products through an established retail network.

The goodwill of RM1.60 million represents the value attributable to the established customer base, business know-how, operating platform and expected future economic benefits arising from the acquisition, which cannot be separately identified as tangible assets. Following completion of the acquisition, the Board will closely monitor the financial performance of the retail business. The goodwill will be subject to annual impairment assessment in accordance with the applicable accounting standards, and management will continue to implement operational improvements and expansion initiatives to enhance the long-term performance of the retail business.

Question 1(c)

What is the Board’s expected revenue, profit margin and break-even timeline for: (i) the existing 34 outlets after refurbishment; and (ii) the additional 20 outlets?

Answer to Question 1(c)

The Board expects the existing 34 outlets to progressively improve their performance following refurbishment, merchandising enhancements and operational optimisation. Based on the Group's current business plan, these outlets are expected to achieve a sustainable gross profit margin consistent with the mini-market industry and contribute positively to the Group’s earnings after stabilisation.

The proposed expansion of an additional 20 outlets will be implemented progressively, subject to suitable site availability, market conditions and investment returns. Each new outlet will be evaluated individually based on expected customer traffic, demographics, competition and projected financial returns before commencement. The Board currently targets for each new outlet to achieve operational break-even within approximately 12 months from commencement of operations, although the actual timeline may vary depending on location, market conditions and consumer demand.

Question 2

Malaysia’s retail industry grew by 2.4% in 2025. While the department store cum supermarket sub-sector dropped by 0.7%, the mini-market, convenience store & cooperative sub-sector outperformed other sub-sectors and expanded by 13.2% (Section 4.2 of Circular to Shareholders dated 22 July 2026).

Question 2(a)

Malaysia’s mini-market sector is crowded and highly competitive. What is Giant Mini’s clearly differentiated customer proposition, and what competitive advantages does management believe it has to sustain this position? What target benchmarks or KPIs will management use to assess the performance of each existing outlet after refurbishment and each new outlet?

Answer to Question 2(a)

The Board recognises that the mini-market industry is highly competitive. The Group’s strategy is not to compete solely on price, but to strengthen Giant Mini’s position by offering greater convenience, improving the shopping experience and enhancing product offerings that meet the needs of the local communities served by each outlet.

Following the acquisition, the Group intends to progressively refurbish the existing outlets, improve store layouts, optimise product assortment, enhance inventory management and strengthen operational efficiency. In addition, the Group intends to leverage its existing strengths in the aquaculture and agriculture sectors by progressively introducing selected products from the Group's businesses into the retail network where appropriate, thereby creating operational synergies across the Group's value chain.

To monitor performance, management will regularly evaluate each outlet based on key operating indicators, including sales growth, same-store sales performance, inventory turnover and outlet profitability. For new outlets, management will also assess customer traffic, sales productivity and the achievement of targeted operating performance before considering further expansion.

Question 2(b)

In evaluating the proposed expansion, what downside assumptions has the Board used in the event that consumers shift spending back to larger supermarkets or price competition intensifies?

Answer to Question 2(b)

The Board has taken a prudent approach in evaluating the proposed expansion. New outlets will be opened progressively based on market opportunities and subject to meeting the Group's investment criteria. In assessing the expansion plans, the Board has considered various downside scenarios, including softer consumer spending, increased competition from larger supermarkets and other convenience retailers, rising operating costs and lower-than-expected sales performance.

To mitigate these risks, the Group will adopt a disciplined outlet expansion strategy by carefully evaluating each proposed location based on factors such as population density, customer demographics, accessibility, competitive landscape and expected financial returns. Management will also continuously review product mix, pricing strategy, promotional activities and operating costs to maintain competitiveness and improve profitability. The phased expansion approach allows the Group to review the performance of newly opened outlets before committing to further expansion, thereby reducing execution risk and ensuring that capital is deployed prudently.

Question 3

The Group has cited operational synergies between Foods segment and Growing Crop segment with the new Retailing and Wholesaling Grocery Business (Section 3 of Circular to Shareholders dated 22 July 2026).

Question 3(a)

Which existing XLHB food products are suitable for Giant Mini, how many Stock Keeping Units (SKUs) are expected to be listed, and what proportion of Giant Mini sales is targeted to come from internally supplied products over the next three financial years?

Answer to Question 3(a)

The Group intends to progressively introduce selected food products from its existing Foods segment into the Giant Mini retail network, subject to consumer demand, product suitability and commercial considerations. At this stage, the product range and number of SKUs have not been finalised, as management is currently evaluating product selection, packaging requirements, pricing strategy and customer preferences. Accordingly, the Board has not set a fixed target for the number of SKUs to be introduced or the proportion of Giant Mini's sales to be derived from internally supplied products over the next three financial years. Nevertheless, the Group expects the proportion of internally supplied products to increase progressively over time as more suitable products are introduced into the retail network. This phased approach allows the Group to optimise product offerings while ensuring that customer demand and commercial viability remain the primary considerations.

Question 3(b)

Will this integration improve utilization, revenue and margins of the Group's existing between Foods segment and Growing Crop segment? Please provide the target contribution and timeline.

Answer to Question 3(b)

The Board expects the integration to create long-term operational synergies by providing an additional distribution channel for selected products from the Group's Foods and Growing Crop segments. As the retail business has only recently commenced operations, it is premature to quantify the financial contribution at this stage. Nevertheless, the Board expects the integration to enhance product utilisation, revenue growth and operational efficiency over the longer term.

Upon completion of the reading of the Company's replies to the MSWG's queries, the Chairman proceeded with the agenda of the Meeting.

ORDINARY RESOLUTION

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF XL HOLDINGS BERHAD AND ITS SUBSIDIARIES ("GROUP") TO INCLUDE RETAILING AND WHOLESALING GROCERY BUSINESS ("PROPOSED DIVERSIFICATION")

THAT subject to the requisite approvals of all relevant authorities and/or parties (where required) having been obtained, approval be and is hereby given to the Group to diversify its existing business to include retailing and wholesaling grocery business.

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, to enter into any arrangements, transactions, agreements and/or undertakings and to sign and execute, deliver and cause to be delivered for and on behalf of the Company all such documents as may be necessary to give effect to and to complete the Proposed Diversification with full powers to assent to or make any conditions, modifications, variations and/or amendments in any manner as may be required or permitted or imposed by any relevant authorities and to deal with all matters relating thereto and to take all steps and actions as the Board may deem fit or expedient in the best interest of the Group and in order to implement, finalise, and give full effect to the Proposed Diversification.

There being no question raised by shareholders. With that, the Chairman urged the shareholders and/or proxies who have yet to submit their votes, the Meeting shall now allocate another 5 minutes for them to complete to cast their votes.

The Chairman then announced the closing of the online voting session and then adjourned the Meeting for approximately 10 minutes for the poll votes to be counted by the Poll Administrator in the presence of the appointed scrutineer.

The Meeting resumed at 9.35 a.m. The representative of the scrutineer submitted the report of the results to the Chairman. The results of the poll which were as follows:-

RESULT OF THE POLL VOTES ON RESOLUTION TABLED AT THE EXTRAORDINARY GENERAL MEETING ON 6 AUGUST 2026

Resolution	Voted For			Voted Against		
	No. of shares	%	No. of shareholders	No. of shares	%	No. of shareholders
Ordinary Resolution Proposed Diversification	144,761,439	100.0000	70	0	0.0000	0

The Chairman then declared the above resolution carried.

TERMINATION

There being no other business, the Meeting concluded at 9.40 a.m. with a vote of thanks to the Chair.

C O N F I R M E D B Y

CHAIRMAN

Date: 6 August 2026