

KPS CONSORTIUM BERHAD
Registration No. 198501011364 (143816-V)
Incorporated in Malaysia

MINUTES of the Thirty-Sixth ("36th") Annual General Meeting ("AGM") ("the Meeting") of the Company duly convened and held at Klang Executive Club, Persiaran Bukit Raja 2, Bandar Baru Klang, 41150 Klang, Selangor Darul Ehsan on Friday, 17 June 2022 at 11.00 a.m.

DIRECTORS PRESENT : Mr. Lau Fook Meng (Chairman of the Meeting)
Mr. Tan Kong Ang
Mr. Lim Choon Liat
Mr. Hew Chee Hau

ABSENT WITH APOLOGIES : Datuk Chua Hock Gee

IN ATTENDANCE : Ms. Maggie Kong (representing Secretary)
BY INVITATION : As per Attendance List

SHAREHOLDERS/PROXIES : As per Attendance List

CHAIRMAN

Mr. Lau Fook Meng ("Mr. Chairman") was elected to chair the meeting. He took the chair and called the meeting to order. The Chairman conveyed the apologies on behalf of Datuk Chua Hock Gee for being unable to join the meeting. He welcomed the members to the 36th Annual General Meeting of the Company and thanked all those present for their attendance.

QUORUM

Pursuant to Clause 63 of the Company's Constitution, two (2) members present in person or by proxy shall constitute a quorum for the meeting. The Secretary confirmed there was a quorum for the meeting and the Chairman declared the meeting duly convened.

NOTICE

The notice of the meeting together with the Annual Report having been duly despatched to all members within the requisite statutory period. There being no objection from the floor, the notice was taken as read.

The Chairman informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements ("MMLR") of the Bursa Malaysia Securities Berhad, all resolutions tabled at a general meeting would be voted by way of poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator.

Mr. Chairman briefed on the procedure. All resolutions were to be voted by way of poll. The voting would commence only at the end of the business, after dealing with all the questions and answers (if any) at the business of the day.

1. AGENDA (1) **- REPORTS AND FINANCIAL STATEMENTS**

The first item on the agenda was to receive the Audited Financial Statements together with the Directors' and Auditors' Reports thereon for the financial year ended 31 December 2021.

The Chairman informed all members and proxy holders that the aforesaid agenda was meant for discussion purposes only and hence, would not be put forward for voting.

There being no questions pertaining to the Audited Financial Statements for the financial year ended 31 December 2021, the Chairman declared the Audited Financial Statements for the year ended 31 December 2021 together with the Directors' and Auditors' Reports thereon be received.

2. ORDINARY RESOLUTION (1)
- DIRECTORS' FEES AND BENEFITS

The following motion was put to the meeting for a decision: -

"THAT the payment of Directors' fees and benefits to Non-Executive Directors up to RM105,019.00 for the financial year ended 31 December 2021 be and is hereby approved".

3. ORDINARY RESOLUTION (2)
- RE-ELECTION OF DATUK CHUA HOCK GEE

The following motion was put to the meeting for a decision: -

"THAT Datuk Chua Hock Gee retiring in accordance with Clause 78 of the Company's Constitution and being eligible, be re-elected to the Board."

4. ORDINARY RESOLUTION (3)
- RE-ELECTION OF LAU FOOK MENG

The following motion was put to the meeting for a decision: -

"THAT Mr. Lau Fook Meng retiring in accordance with Clause 78 of the Company's Constitution and being eligible, be re-elected to the Board."

5. ORDINARY RESOLUTION (4)
- RE-APPOINTMENT OF AUDITORS

The following motion was put to the meeting for a decision: -

"THAT the retiring auditors, Messrs Grant Thornton Malaysia PLT be re-appointed as auditors of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be affixed by the Directors."

AS SPECIAL BUSINESS: -

6. RETENTION OF INDEPENDENT DIRECTORS

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance, the tenure of an Independent Director is up to 9 years. As the Independent Directors namely, Mr. Lim Choon Liat and Mr. Tan Kong Ang have served the Company for a consecutive term of more than twelve (12) years, the Board recommended them to continue the office as Independent Directors for them to uphold their independent decisions and challenge the management objectively.

The following motions were put to the meeting for decision: -

**I) ORDINARY RESOLUTION (5)
 - RETENTION OF MR. LIM CHOON LIAT AS INDEPENDENT DIRECTOR**

"THAT Mr. Lim Choon Liat be and is hereby retained as Independent Director of the Company pursuant to the Malaysian Code on Corporate Governance."

**II) ORDINARY RESOLUTION (6)
 - RETENTION OF MR. TAN KONG ANG AS INDEPENDENT DIRECTOR**

"THAT Mr. Tan Kong Ang be and is hereby retained as Independent Director of the Company pursuant to the Malaysian Code on Corporate Governance."

**7. ORDINARY RESOLUTION (7)
 - AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

The meeting then proceeded to consider on giving flexibility to the Directors to issue shares pursuant to sections 75 and 76 of the Companies Act 2016.

The following motion was put to the meeting for a decision: -

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, and subject to the approval from other relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company AND THAT the Directors be and are hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation of the additional shares so allotted."

8. MEETING ADJOURNED FOR POLLING

As there was no further business and no questions from shareholders, the Chairman requested members and proxies to cast their votes by e-polling.

The meeting was adjourned for 20 minutes for poll voting.

9. ANNOUNCEMENT OF VOTING RESULTS

The meeting resumed upon receipt of the results of the poll from the Scrutineer. The Chairman read out the voting results as follows: -

RESOLUTIONS	VOTE FOR		VOTE AGAINST		RESULTS
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 1	30,445,713	100.00	0	0	CARRIED
Ordinary Resolution 2	30,445,713	100.00	0	0	CARRIED
Ordinary Resolution 3	30,445,713	100.00	0	0	CARRIED

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Minutes of 36th Annual General Meeting held on 17.06.2022 (cont'd)

RESOLUTIONS	VOTE FOR		VOTE AGAINST		RESULTS
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 4	30,445,713	100.00	0	0	CARRIED
Ordinary Resolution 5 – Tier 1	30,338,512	100.00	0	0	CARRIED
Ordinary Resolution 5 – Tier 2	107,201	100.00	0	0	CARRIED
Ordinary Resolution 6 – Tier 1	30,338,512	100.00	0	0	CARRIED
Ordinary Resolution 6 – Tier 2	107,201	100.00	0	0	CARRIED
Ordinary Resolution 7	30,445,713	100.00	0	0	CARRIED

Based on the aforesaid results, the Chairman declared all Resolutions **CARRIED**.

10. TERMINATION

There being no further matters, the meeting was concluded at 11:30 a.m. with a vote of thanks to the Chairman.

Confirmed True Record,

LAU FOOK MENG
Chairman of Meeting