

## KEY ALLIANCE GROUP BERHAD

Company Registration No. 200301007533 (609953-K)  
(Incorporated in Malaysia)

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF KEY ALLIANCE GROUP BERHAD (“KAG” OR “THE COMPANY”) HELD FULLY VIRTUAL AT THE BROADCAST VENUE AT LOT 18.2, 18<sup>TH</sup> FLOOR, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON WEDNESDAY, 29 SEPTEMBER 2021 AT 10.00 A.M.

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Directors Present : Dato’ Zaidi Bin Mat Isa @ Hashim  
YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad  
Mr. Roy Ho Yew Kee  
Mr. Ong Gim Hai  
Mr. Lee Kien Fatt  
Mr. Yee Yit Yang

In Attendance : Mr. Chong Voon Wah (*Company Secretary*)

Shareholders / Proxies Present : As per attendance list

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### 1. **CHAIRMAN**

With the consent of the meeting, Mr. Roy Ho Yew Kee (“Mr. Roy” or “the Chairman”), the Managing Director of the Company, chaired the meeting for and on behalf of Dato’ Zaidi Bin Mat Isa @ Hashim, the Independent Non-Executive Chairman of the Company. Mr. Roy presided at the meeting and welcomed the members to the Eighteenth Annual General Meeting (“18<sup>th</sup> AGM”) of the Company.

### 2. **QUORUM**

There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 10.00 a.m.

### 3. **NOTICE**

With the consent of the meeting, the Notice of 18<sup>th</sup> AGM dated 30 August 2021 (“Notice”) convening the meeting having been circulated within the prescribed period was taken as read.

### 4. **PRELIMINARY**

The Chairman informed that with the outbreak of Coronavirus Disease (“COVID-19”) and as part of the safety measures to curb the spread of COVID-19 pandemic, the 18<sup>th</sup> AGM is conducted by way of Fully Virtual Meeting and online remote voting using the Remote Participation and Voting (“RPV”) Facilities.

Before proceeding with the agendas of the meeting, a short system briefing on the voting process using the RPV facilities was shown during the meeting and duly noted by the shareholders.

The Chairman briefed the meeting that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company must ensure that any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, is voted by poll. At the same time, the Company must appoint at least one (1) scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process.

With the consent and approval of the meeting, the Chairman informed that the polling process for all the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the 18<sup>th</sup> AGM.

**5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2021**

The Audited Financial Statements for the financial year ended 31 March 2021, together with the Reports of the Directors and Auditors thereon (“Audited Financial Statements”) was tabled during the meeting for the shareholders’ discussion.

The Chairman informed the meeting that the Audited Financial Statements of the Company is meant for discussion only as Section 340(1) of the Companies Act, 2016 provides that the Audited Financial Statements are to be laid in the general meeting. In relation thereto, the Audited Financial Statements of the Company is not put forward for voting. As such, the Chairman concluded that the Audited Financial Statements submitted to the meeting were duly noted and received.

**6. ORDINARY RESOLUTION 1**  
**TO APPROVE THE PAYMENT OF DIRECTORS’ FEES AND OTHER BENEFITS PAYABLE**

The Chairman informed that Ordinary Resolution 1 is to approve the payment of the Directors’ fees and other benefits payable to the Directors of the Company for their services from 29 September 2021 until the next annual general meeting of the Company.

The following resolution was put to the shareholders for consideration :

“THAT the payment of Directors’ fees and other benefits payable of up to RM700,000.00 to the Directors of the Company for their services from 29 September 2021 until the conclusion of the next annual general meeting of the Company be and is hereby approved.”

**7. ORDINARY RESOLUTION 2**  
**TO APPROVE THE RE-ELECTION OF MR. ONG GIM HAI**

The Chairman informed that Ordinary Resolution 2 is to re-elect Mr. Ong Gim Hai, who retires pursuant to Clause 90 of the Company’s Constitution and being eligible, had offered himself for re-election.

The following resolution was put to the shareholders for consideration :

“THAT Mr. Ong Gim Hai, who is retiring pursuant to Clause 90 of the Company’s Constitution, be re-elected as a Director of the Company.”

**8. ORDINARY RESOLUTION 3**  
**TO APPROVE THE RE-ELECTION OF MR. LEE KIEN FATT**

The Chairman informed that Ordinary Resolution 3 is to re-elect Mr. Lee Kien Fatt, who retires pursuant to Clause 90 of the Company's Constitution and being eligible, had offered himself for re-election.

The following resolution was put to the shareholders for consideration :

"THAT Mr. Lee Kien Fatt, who is retiring pursuant to Clause 90 of the Company's Constitution, be re-elected as a Director of the Company."

**9. ORDINARY RESOLUTION 4**  
**TO APPROVE THE RE-APPOINTMENT OF AUDITORS**

The Chairman informed that Ordinary Resolution 4 is to re-appoint Messrs Russell Bedford LC & Company as the Company's auditors for the ensuing year and to authorise the Directors to fix their remuneration.

The following resolution was put to the shareholders for consideration :

"THAT Messrs Russell Bedford LC & Company be and is hereby re-appointed as the Company's auditors for the ensuing year AND THAT the Board of Directors be authorised to determine their remuneration."

**10. SPECIAL BUSINESS - ORDINARY RESOLUTION 5**  
**AUTHORITY TO ALLOT AND ISSUE SHARES BY THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

The Chairman informed that Ordinary Resolution 5 of the meeting is to seek approval from the shareholders to authorise the Directors of the Company to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

The following resolution which was set out in the Notice of meeting was put to meeting for consideration:

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act"), Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Malaysia Securities Berhad ("Bursa Securities") on 16 April 2020 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time 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 issued pursuant to this resolution does not exceed 20% of the issued share capital of the Company for the time being ("20% General Mandate") and that the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued.

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until 31 December 2021, as empowered by Bursa Securities pursuant to its letter dated 16 April 2020 to grant additional temporary relief measures to listed corporations, notwithstanding Section 76(3) of the Act, duly varied and adopted by the Directors of the Company pursuant to Section 76(4) of the Act."

**11. ANY OTHER BUSINESS**

After verified and confirmed with the Company Secretary, the Chairman informed that there was no other business to be transacted at the 18<sup>th</sup> AGM.

**12. QUESTIONS AND ANSWERS DISCUSSED AT THE 18<sup>TH</sup> AGM**

The Chairman then invited question from the shareholders relating to the resolutions tabled at this 18<sup>th</sup> AGM.

As there was no question raised by the shareholders relating to the resolutions tabled at this 18<sup>th</sup> AGM, the meeting then proceeded with the proceeding of the polling process.

**13. POLLING PROCESS**

After the shareholders casted their votes, the Chairman, with the consent of the meeting, adjourned the meeting at 10.15 a.m. for the counting and verification of the poll results.

**14. ANNOUNCEMENT OF POLL RESULTS**

At 10.30 a.m., the Chairman called the meeting to order for the declaration of results. He informed that he had received the poll results from the Scrutineers as follows :

<b>Resolutions</b>	<b>Voted</b>	<b>No. of Shareholders</b>	<b>No. of Shares</b>	<b>% of Shares</b>
<b><u>Ordinary Resolution 1</u></b> To approve the payment of Directors' fees and other benefits payable to the Directors	For	20	187,251,942	95.3203
	Against	9	9,193,029	4.6797
<b><u>Ordinary Resolution 2</u></b> To re-elect Mr. Ong Gim Hai as Director	For	28	196,449,721	99.9948
	Against	3	10,300	0.0052
<b><u>Ordinary Resolution 3</u></b> To re-elect Mr. Lee Kien Fatt as Director	For	28	196,449,721	99.9948
	Against	3	10,300	0.0052
<b><u>Ordinary Resolution 4</u></b> To re-appoint Messrs Russell Bedford LC & Company as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration	For	29	196,449,921	99.9949
	Against	2	10,100	0.0051
<b><u>Ordinary Resolution 5</u></b> To approve the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	For	21	177,775,467	90.4942
	Against	8	18,674,054	9.5058

The Chairman informed that based on the poll results, he thereby declared that all the resolutions set out in the Notice as carried.

**15. TERMINATION**

There being no other business, the meeting ended at 10.35 a.m. with a vote of thanks of the Chairman.

**Confirmed as a correct record of  
the proceedings thereat**

*-Signed-*

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Roy Ho Yew Kee  
Chairman of the Meeting