

**KERJAYA PROSPEK GROUP BERHAD**  
Registration No. 198401010054 (122592-U)  
(Incorporated in Malaysia)

Minutes of the 41<sup>st</sup> Annual General Meeting of the Company ("**KPGB**") held at Ballroom 1, Level 3, Courtyard by Marriott Kuala Lumpur South, No. 137, Jalan Puchong, 58200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Wednesday, 11 June 2025 at 11.00 a.m.

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- Present : Dato' Seri Tee Eng Ho - Non-Independent Non-Executive Chairman  
Mr. Tee Eng Tiong - Chief Executive Officer / Executive Director  
Dato' Tee Eng Seng - Executive Director  
Datin Seri Toh Siew Chuon - Executive Director  
Mr. Chan Kam Chiew - Independent Non-Executive Director  
Madam Maylee Gan Suat Lee - Independent Non-Executive Director  
Professor Datuk Dr. Nik Mohd Zain Bin Nik Yusof - Independent Non-Executive Director  
Madam Chong Swee Ying - Independent Non-Executive Director  
and Members and Proxies as per attendance list
- By Invitation : Ms Michelle Yong - representing Nexia SSY PLT, External Auditors
- In Attendance : Ms Seow Fei San - Company Secretary  
Ms Mok Mee Kee - Company Secretary

#### **CHAIRMAN**

Dato' Seri Tee Eng Ho presided as Chairman of the Meeting and welcomed the members and proxies to the 41<sup>st</sup> Annual General Meeting ("**41<sup>st</sup> AGM**").

#### **NOTICE**

The notice convening the 41<sup>st</sup> AGM ("**Notice**") having been circulated earlier to all members, Bursa Malaysia Securities Berhad and Auditors in accordance with the Company's Constitution within the prescribed period was taken as read.

The Chairman also informed that the Notice had been advertised in New Straits Times on 30 April 2025 and the Company had disseminated the Notice through announcement to Bursa Malaysia Securities Berhad.

#### **INTRODUCTION OF BOARD MEMBERS, MANAGEMENT AND ETC.**

The Chairman then introduced to the Meeting, the Board Members and other participants present at the meeting.

The Meeting was informed that the Company had appointed Securities Services (Holdings) Sdn. Bhd. as the poll administrator and Commercial Quest Sdn. Bhd. as independent scrutineer to verify the poll result of today's AGM.

#### **QUORUM**

Upon confirming the presence of the requisite quorum, the Chairman called the meeting to order.

## **MEETING INTRODUCTION**

The Meeting was informed that all the proposed ordinary resolutions tabled at the AGM would be conducted by wall of poll. A simple majority votes cast was required to pass each resolution.

The Chairman also informed that he would first take the members through the items on the Agenda. Thereafter, the Board would respond to the questions raised by the members and proxies during the Questions-and-Answers (“Q&A”) session. After the Q&A session, the Meeting would proceed for the voting, followed by counting and verification of the votes. The Chairman would announce the results of the poll before the Meeting is officially closed.

The Chairman then proceeded with the business of the meeting and informed that sufficient time would be allocated for members to cast their votes after dealing with all businesses of today’s meeting.

## **KPGB’S OPERATIONAL AND FINANCIAL PERFORMANCES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

The Chairman invited Ms Yoga Lim, the Investor Relations, to share with the members the operational and financial performance of the Company for the financial year ended 31 December 2024.

After the presentation, the Chairman began with the proceeding of the business of the meeting.

### **1. AUDITED FINANCIAL STATEMENTS TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS**

The Chairman informed that in line with the provision of the Companies Act 2016 which did not require the Audited Financial Statements and Reports to be formally approved by the members, the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon (“**AFS 2024**”) which was sent to the members on 30 April 2025 were tabled for the members’ information.

As the AFS 2024 was not required to be put to vote, the Chairman declared that the AFS 2024 be received.

### **2. AGENDA ITEM NO. 2 ORDINARY RESOLUTION 1 - TO APPROVE PAYMENT OF DIRECTORS’ FEES**

The Meeting proceeded to consider the proposed payment of Directors’ fees. It was proposed that the Directors’ fees amounting to RM261,600 be paid to the Non-Executive Directors for their services as Directors of the Company for the financial year ended 31 December 2024.

As guided by the Malaysian Code on Corporate Governance, the Chairman informed that Directors who had an interest in the resolution and were members of the Company were to abstain from voting on the resolution.

The following motion was then put to the Meeting for consideration:-

“THAT the payment of Directors’ fees of RM261,600 to the Non-Executive Directors for their services as Directors of the Company for the financial year ended 31 December 2024 be and is hereby approved.”

**3. AGENDA ITEM NO. 3  
ORDINARY RESOLUTION 2 - TO APPROVE PAYMENT OF DIRECTORS' BENEFITS**

The Meeting proceeded with agenda item no. 3 on payment of Directors' benefits. The Chairman informed that the Board had proposed the payment of up to an amount of RM50,000 to the Non-Executive Directors as meeting allowances for the period from 12 June 2025 until the next annual general meeting ("**AGM**") of the Company.

As guided by the Malaysian Code on Corporate Governance, the Chairman informed that Directors who had an interest in the resolution and were members of the Company were to abstain from voting on the resolution.

The following motion was then put to the Meeting for consideration:-

"THAT the payment of Directors' benefits (excluding Directors' fees) of up to RM50,000 to the Non-Executive Directors with effect from 12 June 2025 until the next annual general meeting of the Company be and is hereby approved."

**4. AGENDA ITEM NO. 4  
ORDINARY RESOLUTIONS 3, 4 AND 5 - RE-ELECTION OF DIRECTORS**

The Chairman informed that agenda item no. 4 was to consider the re-election of Directors. The Directors standing for re-election at this AGM in accordance with the Constitution of the Company were:-

- (i) Tee Eng Tiong [Article 91(1)];
- (ii) Professor Datuk Dr. Nik Mohd Zain Bin Nik Yusof [Article 91(1)]; and
- (iii) Chong Swee Ying [Article 91(1)]

and the said Directors had given their respective consents and offered themselves for re-election to the Board.

In view of the above, the following motions were put to the Meeting for consideration:-

**4.1 ORDINARY RESOLUTION 3 - RE-ELECTION OF TEE ENG TIONG**

"THAT Tee Eng Tiong retiring pursuant to Article 91(1) of the Company's Constitution, be and is hereby re-elected as Director of the Company."

**4.2 ORDINARY RESOLUTION 4 - RE-ELECTION OF PROFESSOR DATUK DR. NIK MOHD ZAIN BIN NIK YUSOF**

"THAT Professor Datuk Dr. Nik Mohd Zain Bin Nik Yusof retiring pursuant to Article 91(1) of the Company's Constitution, be and is hereby re-elected as Director of the Company."

**4.3 ORDINARY RESOLUTION 5 - RE-ELECTION OF CHONG SWEET YING**

"THAT Chong Swee Ying retiring pursuant to Article 91(1) of the Company's Constitution, be and is hereby re-elected as Director of the Company."

**5. AGENDA ITEM NO. 5  
ORDINARY RESOLUTION 6 - APPOINTMENT OF AUDITORS**

The Meeting then proceeded to consider the re-appointment of Nexia SSY PLT as Auditors of the Company.

The following motion was then put to the Meeting for consideration:-

“THAT Nexia SSY PLT be and are hereby appointed auditors of the Company to hold office until the conclusion of the next annual general meeting and that the Directors be and are hereby authorised to determine their remuneration.”

**6. AGENDA ITEM NO. 6  
ORDINARY RESOLUTIONS 7 TO 9**

The meeting continued to consider Ordinary Resolutions 7 to 9 in relation to the following subject matters:-

- (i) Ordinary Resolution 7 - Authority to Allot Shares;
- (ii) Ordinary Resolution 8 - Proposed Renewal of Share Buy-Back Authority; and
- (iii) Ordinary Resolution 9 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“**RRPT**”).

The above matters were put to the Meeting for consideration:-

**(A) ORDINARY RESOLUTION 7 - AUTHORITY TO ALLOT SHARES**

The Meeting then proceeded to consider the proposal to give authority to the Directors to allot shares not more than 10% of the total number of issued shares of the Company as set out in the Notice.

The Meeting was informed that the Company currently did not have any plans to raise funds. If such need or opportunity arises, the Company would make the necessary announcement to Bursa Malaysia Securities Berhad for public information.

With the permission of the Meeting, the Chairman declared that the Ordinary Resolution 7 as set out in the Notice to be taken as read. The said motion, detailed hereunder was then put to the meeting for consideration:-

“THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be allotted pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being.”

**(B) ORDINARY RESOLUTION 8 - PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The meeting then considered the proposed renewal of share buy-back authority, details of which were set out in the Circular to Shareholders dated 30 April 2025, which was dispatched to the members together with the Notice.

With the permission of the Meeting, the Chairman declared that the Ordinary Resolution 8 as set out in the Notice be taken as read. The said motion, detailed hereunder was then put to the meeting for consideration:-

“THAT subject always to the Companies Act 2016 (“**Act**”), provisions of the Company’s Constitution and the requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and any other relevant approvals, the Directors

of the Company be and are hereby authorised to purchase the Company's ordinary shares ("**Shares**") through Bursa Securities, subject to the following:-

- (a) The maximum number of Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued Shares of the Company at any point in time;
- (b) The maximum fund to be allocated by the Company for the purpose of purchasing its Shares shall not exceed the retained profits of the Company;
- (c) The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:-
  - (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
  - (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
  - (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in general meeting;whichever occurs first;
- (d) Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt with in the following manner as the Directors of the Company may decide:-
  - (i) cancel the Shares so purchased; or
  - (ii) retain the Shares so purchased as treasury shares; or
  - (iii) retain part of the Shares so purchased as treasury shares and/or cancel the remainder of the Shares/ treasury shares; or
  - (iv) distribute the treasury shares as dividends to shareholders; or
  - (v) resell the treasury shares or any of the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
  - (vi) transfer the treasury shares or any of the treasury shares for the purposes of or under an employees' share scheme; or
  - (vii) transfer the treasury shares or any of the treasury shares as purchase consideration; or
  - (viii) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe.

THAT the Directors of the Company be and are hereby authorised to take all such steps and enter into all agreements, arrangements and guarantees with any party or parties as are necessary to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares.”

**(C) ORDINARY RESOLUTION 9 - PROPOSED SHAREHOLDERS’ MANDATE FOR RRPT (“PROPOSED SHAREHOLDERS’ MANDATE”)**

As Dato’ Seri Tee Eng Ho had an interest in the proposed resolution, he step aside from chairing this part of the Meeting and passed the chairmanship to Mr. Chan Kam Chiew (“**Mr. Chan**”), an Independent Non-Executive Director of the Company and a non-interested director/major shareholder of the Company to take over the chair for this item.

Mr. Chan took the chair and informed that the details on the Proposed Shareholders’ Mandate were set out in the Circular to Shareholders dated 30 April 2025, which was dispatched to the members together with the Notice.

After briefing the Meeting on the purpose of the proposed resolution, Mr. Chan reminded the Meeting that the interested Directors, major shareholders and/or persons connected with them in relation to the Proposed Shareholders’ Mandate were to abstain from deliberations and voting on the said resolution.

With the permission of the Meeting, Mr. Chan then declared that the Ordinary Resolution 9 as set out in the Notice be taken as read. The said motion, detailed hereunder was then put to the meeting for consideration:-

“THAT, subject to the Companies Act 2016 (“**Act**”), the Constitution of the Company and the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries (“**Kerjaya Group**”) to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group (“**Related Parties**”) as specified in Section 2.2.2 of Part B of the Circular to Shareholders dated 30 April 2025 in relation to the Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“**Recurrent RPTs**”) provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders,

(“**RRPT Mandate**”).

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

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the authority is revoked or varied by ordinary resolution passed by the shareholders in general meeting; or

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate.”

After dealing with the above Mr. Chan passed the Chair back to Dato’ Seri Tee Eng Ho to continue with the remaining proceedings of the Meeting.

**7. AGENDA ITEM NO. 7**

The last item on the agenda for the meeting was to transact any other business of which due notices shall have been received in accordance with the Companies Act 2016. The Meeting was informed that no notice of any other business for transacting at the meeting had been received.

**8. Q&A SESSION AND KEY MATTER DISCUSSED**

The Meeting then proceeded with the Q&A session, during which the Chairman invited the Chief Executive Officer to address the questions posed by members and proxies. There was only one (1) question received from the floor. A shareholder enquired the cost of the advertisement for the Notice, of which the Chairman had subsequently responded. There was no key matters discussed at the AGM.

**9. TAKING OF POLL AND ANNOUNCEMENT OF RESULT**

As there was no further questions, the Chairman briefed the Meeting on the voting process.

The members and proxies present then proceeded to cast their votes. The Chairman then declared the meeting adjourned for counting of votes and to be resumed after 15 minutes or when the poll results were ready for declaration.

The meeting resumed at 11.54 a.m. upon completion of counting and verification of votes. The poll results as per Appendix A was then announced to the Meeting.

Based on the tabulation of results, the Chairman then declared that all the resolutions tabled at the meeting were carried.

**KERJAYA PROSPEK GROUP BERHAD**

Registration No. 198401010054 (122592-U)

Minutes of the 41<sup>st</sup> Annual General Meeting held on 11 June 2025

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**CLOSURE**

There being no further business, the meeting closed at 11.56 a.m. with a vote of thanks to the Chairman.

**CONFIRMED CORRECT**

SIGNED

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**CHAIRMAN**

Dated: 18 June 2025



Company Name : **KERJAYA PROSPEK GROUP BERHAD**  
**198401010054 (122592-U)**

Type Of Meeting : **41ST ANNUAL GENERAL MEETING**

Venue Of Meeting : **BALLROOM 1, LEVEL 3, COURTYARD BY MARRIOT KUALA LUMPUR SOUTH, NO.137, JALAN PUCHONG, 58200 KUALA LUMPUR.**

Date & Time of Meeting : **11 JUNE 2025 11.00 A.M.**

**Votes Summary Report**

<b>Resolution (s)</b>	<b>No. Of Shareholders</b>	<b>No. Of Shares</b>	<b>% of voted shares</b>	<b>Accepted/Rejected</b>
<i>Ordinary Resolution 1</i>	<b>For</b>	87	1,043,347,429	99.9989
To approve the Directors' fees	<b>Against</b>	5	11,523	0.0011
	<b>Valid Cast</b>	92	1,043,358,952	100.0000
	<b>Abstain</b>	1	10,000	
	<b>Spoilt</b>	0	0	
	<b>Total Cast</b>	<b>93</b>	<b>1,043,368,952</b>	
<i>Ordinary Resolution 2</i>	<b>For</b>	86	1,043,345,207	99.9989
To approve the Directors' benefits	<b>Against</b>	5	11,523	0.0011
	<b>Valid Cast</b>	91	1,043,356,730	100.0000
	<b>Abstain</b>	2	12,222	
	<b>Spoilt</b>	0	0	
	<b>Total Cast</b>	<b>93</b>	<b>1,043,368,952</b>	
<i>Ordinary Resolution 3</i>	<b>For</b>	90	1,043,320,352	99.9953
To re-elect Tee Eng Tiong as a Director of the Company	<b>Against</b>	3	48,600	0.0047
	<b>Valid Cast</b>	93	1,043,368,952	100.0000
	<b>Abstain</b>	0	0	
	<b>Spoilt</b>	0	0	
	<b>Total Cast</b>	<b>93</b>	<b>1,043,368,952</b>	

Company Name : **KERJAYA PROSPEK GROUP BERHAD**  
**198401010054 (122592-U)**

Type Of Meeting : **41ST ANNUAL GENERAL MEETING**

Venue Of Meeting : **BALLROOM 1, LEVEL 3, COURTYARD BY MARRIOT KUALA LUMPUR SOUTH, NO.137, JALAN PUCHONG, 58200 KUALA LUMPUR.**

Date & Time of Meeting : **11 JUNE 2025 11.00 A.M.**

**Votes Summary Report**

<b>Resolution (s)</b>	<b>No. Of Shareholders</b>	<b>No. Of Shares</b>	<b>% of voted shares</b>	<b>Accepted/Rejected</b>
<i>Ordinary Resolution 4</i>	<b>For</b>	92	1,043,368,752	100.0000
To re-elect Professor Datuk Dr. Nik Mohd Zain Bin Nik Yusof as a Director of the Company	<b>Against</b>	1	200	0.0000
	<b>Valid Cast</b>	93	1,043,368,952	100.0000
	<b>Abstain</b>	0	0	
	<b>Spoilt</b>	0	0	
	<b>Total Cast</b>	<b>93</b>	<b>1,043,368,952</b>	
<i>Ordinary Resolution 5</i>	<b>For</b>	81	948,162,229	90.8751
To re-elect Chong Swee Ying as a Director of the Company	<b>Against</b>	13	95,206,723	9.1249
	<b>Valid Cast</b>	94	1,043,368,952	100.0000
	<b>Abstain</b>	0	0	
	<b>Spoilt</b>	0	0	
	<b>Total Cast</b>	<b>94</b>	<b>1,043,368,952</b>	
<i>Ordinary Resolution 6</i>	<b>For</b>	86	1,042,191,655	99.8872
To appoint Nexia SSY PLT as Auditors of the Company	<b>Against</b>	7	1,177,297	0.1128
	<b>Valid Cast</b>	93	1,043,368,952	100.0000
	<b>Abstain</b>	0	0	
	<b>Spoilt</b>	0	0	
	<b>Total Cast</b>	<b>93</b>	<b>1,043,368,952</b>	

Company Name : **KERJAYA PROSPEK GROUP BERHAD**  
**198401010054 (122592-U)**

Type Of Meeting : **41ST ANNUAL GENERAL MEETING**

Venue Of Meeting : **BALLROOM 1, LEVEL 3, COURTYARD BY MARRIOT KUALA LUMPUR SOUTH, NO.137, JALAN PUCHONG, 58200 KUALA LUMPUR.**

Date & Time of Meeting : **11 JUNE 2025 11.00 A.M.**

**Votes Summary Report**

<b>Resolution (s)</b>	<b>No. Of Shareholders</b>	<b>No. Of Shares</b>	<b>% of voted shares</b>	<b>Accepted/Rejected</b>
<i>Ordinary Resolution 7</i>	<b>For</b>	71	906,197,551	86.8530
To approve authority to allot shares	<b>Against</b>	23	137,171,401	13.1470
	<b>Valid Cast</b>	94	1,043,368,952	100.0000
	<b>Abstain</b>	0	0	
	<b>Spoilt</b>	0	0	
	<b>Total Cast</b>	<b>94</b>	<b>1,043,368,952</b>	
<i>Ordinary Resolution 8</i>	<b>For</b>	84	1,001,405,675	95.9781
To approve the proposed renewal of share buy-back authority	<b>Against</b>	9	41,963,277	4.0219
	<b>Valid Cast</b>	93	1,043,368,952	100.0000
	<b>Abstain</b>	0	0	
	<b>Spoilt</b>	0	0	
	<b>Total Cast</b>	<b>93</b>	<b>1,043,368,952</b>	
<i>Ordinary Resolution 9</i>	<b>For</b>	84	174,206,209	99.9986
To approve the proposed renewal of and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature	<b>Against</b>	2	2,422	0.0014
	<b>Valid Cast</b>	86	174,208,631	100.0000
	<b>Abstain</b>	7	869,160,321	
	<b>Spoilt</b>	0	0	
	<b>Total Cast</b>	<b>93</b>	<b>1,043,368,952</b>	