

KEY ALLIANCE GROUP BERHAD

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

MINUTES OF THE TWENTIETH (20TH) ANNUAL GENERAL MEETING OF KEY ALLIANCE GROUP BERHAD (“KAG” OR “THE COMPANY”) HELD ON A VIRTUAL BASIS AND ENTIRELY VIA REMOTE PARTICIPATION AND VOTING FROM THE BROADCAST VENUE AT LOT 4.1, 4TH FLOOR, MENARA LIEN HOE, NO. 8, PERSIARAN TROPICANA, TROPICANA GOLF & COUNTRY RESORT, 47410 PETALING JAYA, SELANGOR DARUL EHSAN ON WEDNESDAY, 13 SEPTEMBER 2023 AT 10.30 A.M.

Directors Present : Dato’ Zaidi Bin Mat Isa @ Hashim (*Chairman*)
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
Dr Azizah Binti Sulaiman

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

Shareholders/Proxies Present : As per the attendance list

1. **CHAIRMAN**

Mr. Roy Ho Yew Kee (“Mr. Roy”), the Managing Director of the Company, on behalf of the Independent Non-Executive Chairman of the Company, Dato’ Zaidi Bin Mat Isa @ Hashim (“the Chairman”), welcomed the members to the Twentieth (20th) Annual General Meeting (“20th AGM”) of the Company.

2. **QUORUM**

There being a quorum present at the meeting, Mr. Roy, on behalf of the Chairman of the Company, declared the meeting duly convened at 10.30 a.m.

3. **NOTICE**

With the consent of the meeting, the Notice of 20th AGM dated 31 July 2023 (“Notice”) having been circulated within the prescribed period was taken as read.

4. **PRELIMINARY**

Mr. Roy informed the meeting that the 20th AGM will be conducted by way of a virtual basis 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.

Mr. Roy 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.

The Chairman further informed that the Company's Share Registrar, ShareWorks Sdn. Bhd. has been appointed as the Poll Administrator for the e-polling process and SharePolls Sdn. Bhd. ("Scrutineer") has been appointed as the Scrutineer to validate the votes cast at the 20th AGM.

With the consent and approval of the meeting, Mr. Roy 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 20th AGM.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023

The Audited Financial Statements for the financial year ended 31 March 2023, together with the Reports of the Directors and Auditors thereon ("Audited Financial Statements") was tabled during the meeting for the shareholders' discussion.

Mr. Roy 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, Mr. Roy, on behalf of 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**

Mr. Roy 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 13 September 2023 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 RM500,000.00 to the Directors of the Company for their services from 13 September 2023 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 YM TENGKU EZUAN ISMARA BIN TENGKU NUN AHMAD**

Mr. Roy informed that Ordinary Resolution 2 is to re-elect YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad, 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 YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad, 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. YEE YIT YANG

Mr. Roy informed that Ordinary Resolution 3 is to re-elect Mr. Yee Yit Yang, 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. Yee Yit Yang, 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-ELECTION OF DR AZIZAH BINTI SULAIMAN

Mr. Roy informed that Ordinary Resolution 4 is to re-elect Dr Azizah Binti Sulaiman, who retires pursuant to Clause 98 of the Company's Constitution and being eligible, had offered herself for re-election.

The following resolution was put to the shareholders for consideration:

"THAT Dr Azizah Binti Sulaiman, who is retiring pursuant to Clause 98 of the Company's Constitution, be re-elected as a Director of the Company."

10. ORDINARY RESOLUTION 5
TO APPROVE THE RE-APPOINTMENT OF EXTERNAL AUDITORS

Mr. Roy informed that Ordinary Resolution 5 is to re-appoint Messrs Russell Bedford LC PLT as the Company's external 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 PLT be and is hereby re-appointed as the Company's external auditors for the ensuing year AND THAT the Board of Directors be authorised to determine their remuneration."

11. SPECIAL BUSINESS - ORDINARY RESOLUTION 6
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

Mr. Roy informed that Ordinary Resolution 6 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 the meeting was put to meeting for consideration:

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") 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 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with Clause 9 of the Constitution of the Company, approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the shareholders and empowered the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act without offering them to the existing members to maintain their relative voting and distribution right and such new shares shall rank pari passu in all respects with the existing class of ordinary shares.”

12. ANY OTHER BUSINESS

After verified and confirmed with the Company Secretary, Mr. Roy informed that there was no other business to be transacted at the 20th AGM.

13. QUESTIONS AND ANSWERS DISCUSSED AT THE 20TH AGM

Mr. Roy then invited questions from the shareholders relating to the resolutions tabled at this 20th AGM.

As there was no question raised by the shareholders relating to the resolutions tabled at 20th AGM, the meeting then proceeded with the proceeding of the polling process.

14. POLLING PROCESS

After the shareholders cast their votes, Mr. Roy, with the consent of the meeting, adjourned the meeting at 10.48 a.m. for the counting and verification of the poll results.

15. ANNOUNCEMENT OF POLL RESULTS

At 11.12 a.m., Mr. Roy, on behalf of the Chairman of the Company, called the meeting to order for the declaration of results. He informed that he had received the poll results from the Scrutineers as follows:

Resolutions	Voted	No. of Shareholders	No. of Shares	% of Shares
<u>Ordinary Resolution 1</u> To approve the payment of Directors' fees and other benefits payable to the Directors	For	28	454,033,290	99.9701
	Against	11	136,002	0.0299
<u>Ordinary Resolution 2</u> To re-elect YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad as Director	For	33	454,039,216	99.9714
	Against	6	130,076	0.0286
<u>Ordinary Resolution 3</u> To re-elect Mr. Yee Yit Yang as Director	For	33	454,039,216	99.9714
	Against	6	130,076	0.0286

Resolutions	Voted	No. of Shareholders	No. of Shares	% of Shares
Ordinary Resolution 4 To re-elect Dr Azizah Binti Sulaiman as Director	For	34	454,129,216	99.9912
	Against	5	40,076	0.0088
Ordinary Resolution 5 To re-appoint Messrs Russell Bedford LC PLT as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration	For	31	454,038,116	99.9711
	Against	8	131,176	0.0289
Ordinary Resolution 6 To approve the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	For	31	453,738,591	99.9052
	Against	8	430,701	0.0948

Based on the poll results, Mr. Roy, on behalf of the Chairman of the Company, declared that all the resolutions set out in the Notice as carried.

16. TERMINATION

There being no other business, the meeting ended at 11.14 a.m. with a vote of thanks of the Chairman.

Confirmed as a correct record of the proceedings thereat

-Signed-

Dato' Zaidi Bin Mat Isa @ Hashim
Chairman of the Meeting