

KEY ALLIANCE GROUP BERHAD

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

MINUTES OF THE TWENTY-FIRST (21ST) 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 VIA ONLINE MEETING PLATFORM AT <https://rebrand.ly/KAG-AGM> ON FRIDAY, 30 AUGUST 2024 AT 10.30 A.M.

Directors Present : Mr. Roy Ho Yew Kee
Mr. Sandraruben A/L Neelamagham
Mr. Lee Kien Fatt
Mr. Yee Yit Yang
Dr Azizah Binti Sulaiman (*via videoconferencing*)

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

Shareholders/Proxies Present : As per the attendance list

1. CHAIRMAN

With the consent of the meeting, Mr. Roy Ho Yew Kee (“Mr. Roy” or “the Chairman”), the Executive Director of the Company, presided at the meeting and welcomed the members to the Twenty-First Annual General Meeting (“21st AGM”) of the Company.

2. QUORUM

There being a quorum present at the meeting, Mr. Roy declared the meeting duly convened at 10.30 a.m.

3. NOTICE

With the consent of the meeting, the Notice of 21st AGM dated 31 July 2024 (“Notice”) having been circulated within the prescribed period was taken as read.

4. PRELIMINARY

Mr. Roy informed the meeting that the 21st 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 21st 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 21st AGM.

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024

The Audited Financial Statements for the financial year ended 31 March 2024, 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 30 August 2024 until the next annual general meeting of the Company.

Mr. Roy then put the motion to vote the following Ordinary Resolution 1 by way of poll upon completion of the remaining businesses of the meeting:

"THAT the payment of Directors' fees and other benefits payable of up to RM500,000.00 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 30 August 2024 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. LEE KIEN FATT**

Mr. Roy informed that Ordinary Resolution 2 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.

Mr. Roy then put the motion to vote the following Ordinary Resolution 2 by way of poll upon completion of the remaining businesses of the meeting:

“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.”

**8. ORDINARY RESOLUTION 3
TO APPROVE THE RE-ELECTION OF MR. SANDRARUBEN A/L NEELAMAGHAM**

Mr. Roy informed that Ordinary Resolution 3 is to re-elect Mr. Sandraruben A/L Neelamagham, who retires pursuant to Clause 98 of the Company’s Constitution and being eligible, had offered himself for re-election.

Mr. Roy then put the motion to vote the following Ordinary Resolution 3 by way of poll upon completion of the remaining businesses of the meeting:

“THAT Mr. Sandraruben A/L Neelamagham, who is retiring pursuant to Clause 98 of the Company’s Constitution, be re-elected as a Director of the Company.”

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

Mr. Roy informed that Ordinary Resolution 4 is to consider the re-appointment of Messrs Russell Bedford LC PLT as the Company’s External Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

Mr. Roy then put the motion to vote the following Ordinary Resolution 4 by way of poll upon completion of the remaining businesses of the meeting:

“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.”

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

Mr. Roy 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.

Mr. Roy then put the motion to vote the following Ordinary Resolution 5 as set out in the Notice by way of poll upon completion of the remaining businesses of the meeting:

“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 empower 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.”

11. ANY OTHER BUSINESS

After verifying and confirming with the Company Secretary, Mr. Roy informed that there was no other business to be transacted at the 21st AGM.

12. QUESTIONS AND ANSWERS DISCUSSED AT THE 21ST AGM

Mr. Roy then invited questions from the shareholders relating to the resolutions tabled at the 21st AGM.

As there was no question raised by the shareholders relating to the resolutions tabled at the 21st AGM, the meeting then proceeded with the proceeding of the polling process at 10.40 a.m.

13. POLLING PROCESS

After the shareholders cast their votes, Mr. Roy, with the consent of the meeting, adjourned the meeting at 10.45 a.m. for the counting and verification of the poll results.

14. ANNOUNCEMENT OF POLL RESULTS

At 10.58 a.m., Mr. Roy 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	Result
<u>Ordinary Resolution 1</u> To approve the payment of Directors’ fees and other benefits payable to the Directors	For	22	789,052,280	99.8629	Accepted
	Against	21	1,083,004	0.1371	
<u>Ordinary Resolution 2</u> To re-elect Mr. Lee Kien Fatt as Director	For	34	789,765,884	99.9532	Accepted
	Against	9	369,400	0.0468	

Resolutions	Voted	No. of Shareholders	No. of Shares	% of Shares	Result
Ordinary Resolution 3 To re-elect Mr. Sandraruben A/L Neelamagham as Director	For	32	779,565,780	99.9526	Accepted
	Against	10	369,504	0.0474	
Ordinary Resolution 4 To re-appoint Messrs Russell Bedford LC PLT as External Auditors of the Company and to authorise the Directors to fix their remuneration	For	32	789,868,334	99.9915	Accepted
	Against	10	66,950	0.0085	
Ordinary Resolution 5 To approve the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	For	28	789,548,730	99.9511	Accepted
	Against	14	386,554	0.0489	

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

15. TERMINATION

There being no other business, the meeting ended at 11.00 a.m. with a vote of thanks of the Chairman.

Confirmed as a correct record of the proceedings thereat

Signed

ROY HO YEW KEE
Chairman of the Meeting