

KJTS GROUP BERHAD
202201020004 (1465701-T)
(Incorporated in Malaysia)

MINUTES OF THE SECOND ANNUAL GENERAL MEETING OF THE COMPANY CONDUCTED ON VIRTUAL BASIS THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT TRICOR BUSINESS CENTRE, MANUKA 2 & 3, UNIT 29-01, LEVEL 29, TOWER A, VERTICAL BUSINESS SUITE, AVENUE 3, BANGSAR SOUTH, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR ON FRIDAY, 7 JUNE 2024 AT 10.00 A.M.

Present at Broadcast Venue	:	Azura Binti Azman (Chairman) Lee Kok Choon (Group Managing Director) Sheldon Wee Tah Poh (Group Executive Director) Ng Kok Ken (Independent Non-Executive Director) Elaine Law Soh Ying (Independent Non-Executive Director) Dr Teoh Pek Loo (Independent Non-Executive Director) Joanne Toh Joo Ann (Company Secretary)
Present at video conferencing	:	Wong Nai Chien (Group Chief Operating Officer) Sarmila A/P Muniandy (Group Chief Financial Officer) Yeok Aik Chuan (Partner of Messrs. UHY, External Auditors)
Attendance of Members/ Proxies/Corporate Representatives	:	The attendance of members/ proxies/ corporate representatives who participated through Remote Participation and Voting application ("RPV") is as per the Summary of Attendance List

CHAIRMAN

On behalf of the Board, Azura Binti Azman ("**Puan Azura**"), the Chairman of the meeting, welcome all members, proxies and attendees who joined the Company's Second Annual General Meeting ("2nd AGM") remotely from various locations to consider the businesses as set out in the Notice of Meeting dated 30 April 2024.

The Chairman then introduced the Board members, Company Secretary, Group Chief Operating Officer, Group Chief Financial Officer and the External Auditors to the meeting.

QUORUM

The Chairman advised that the Company's Constitution required the presence of at least two (2) members or proxies or corporate representatives to form a quorum and as the 2nd AGM was being conducted virtually, the quorum shall be determined by the number of members who logged-in at the start of the meeting. Upon confirming that there was a requisite quorum pursuant to the Company's Constitution, she called the meeting to order at 10.00 a.m.

NOTICE

There being no objection, the notice convening the meeting, having been circulated earlier to all the members of the Company and advertised in the “New Straits Time” within the prescribed period, was taken as read.

Before proceeding to the items of the agenda, the Chairman informed that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of a general meeting must be voted by poll and at least one (1) scrutineer must be appointed to validate the votes cast at the general meeting. In view thereof, the Chairman declared that all resolutions in the Notice of 2nd AGM would be voted by poll. The polling process would be conducted after all agenda items had been dealt with.

The Chairman briefed the meeting on the flow of the 2nd AGM as follows:-

- (a) The meeting would first go through all the resolutions as set out in the Notice of 2nd AGM; and
- (b) The Board would address questions submitted by shareholders electronically during the 2nd AGM and the RPV voting on resolutions could be done at any time during the meeting.

As the meeting was conducted on a virtual basis through live streaming from the Broadcast Venue, all the resolutions to be tabled at the 2nd AGM would be put to vote remotely using the RPV, which was accessible from the start of the meeting until such time to be announced.

The Chairman informed that the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd., had been appointed as the Poll Administrator for the polling process and Asia Securities Sdn Berhad had been appointed as the independent Scrutineer to validate the votes cast.

The Chairman reminded that the attendance at the 2nd AGM was restricted strictly to shareholders, proxies and authorised representatives of corporate shareholders, who have registered to participate in the meeting remotely and that any recording of the meeting was strictly prohibited unless written consent had been obtained before the meeting.

[The remote voting procedure was displayed on the video conference’s screen for the shareholders’ information.]

The Chairman went through the agenda as set out in the Notice of the 2nd AGM.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman informed that the Audited Financial Statements for the financial year ended 31 December 2023 (“AFS 2023”), together with the Reports of the Directors and Auditors thereon, were meant for discussion only and would not be put forward for voting.

The Chairman further informed that the members could raise any questions on the AFS 2023 and the Reports of the Directors and Auditors by typing their questions on the query box and the Board would address the questions during the Q&A session.

The Chairman declared that the AFS 2023, together with the Reports of the Directors and Auditors thereon, were received and noted by the meeting.

2. **RESOLUTION 1: PAYMENT OF THE FIRST AND FINAL SINGLE TIER DIVIDEND OF 0.236 SEN PER ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

The Chairman proceeded to the first resolution on the Notice, i.e. Ordinary Resolution 1 on the payment of the first and final single tier dividend of 0.236 sen per ordinary share in respect of the financial year ended 31 December 2023.

The Chairman informed that the first and final single tier dividend, if approved, will be paid to entitled members on 28 June 2024. The entitlement date is 11 June 2024.

The following motion was put to the meeting for consideration:-

“THAT the payment of the first and final single tier dividend of 0.236 sen per ordinary share in respect of the financial year ended 31 December 2023 be approved.”

3. **RESOLUTION 2: RE-ELECTION OF ELAINE LAW SOH YING WHO RETIRES PURSUANT TO CLAUSE 76(3) OF THE COMPANY’S CONSTITUTION**

The Chairman proceeded to the next resolution, i.e. Ordinary Resolution 2 on the re-election of Ms. Elaine Law Soh Ying who retires pursuant to Clause 76(3) of the Company’s Constitution.

The following motion was put to the meeting for consideration:-

“THAT Ms. Elaine Law Soh Ying retiring pursuant to Clause 76(3) of the Company’s Constitution and who being eligible, be re-elected as a Director of the Company.”

4. **RESOLUTION 3: RE-ELECTION OF DR. TEOH PEK LOO WHO RETIRES PURSUANT TO CLAUSE 76(3) OF THE COMPANY’S CONSTITUTION**

The Chairman proceeded to the next resolution, i.e. Ordinary Resolution 3 on the re-election of Dr. Teoh Pek Loo who retires pursuant to Clause 76(3) of the Company’s Constitution.

The following motion was put to the meeting for consideration:-

“THAT Dr. Teoh Pek Loo retiring pursuant to Clause 76(3) of the Company’s Constitution and who being eligible, be re-elected as a Director of the Company.”

5. **RESOLUTION 4: PAYMENT OF DIRECTORS’ FEES FOR AN AMOUNT NOT EXCEEDING RM276,000.00 FOR THE PERIOD FROM 8 JUNE 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

The Chairman proceeded to the next resolution, i.e. Ordinary Resolution 4 on the payment of Directors’ fees for an amount not exceeding RM276,000.00 for the period from 8 June 2024 until the next AGM of the Company.

The following motion was put to the meeting for consideration:-

“THAT payment of Directors’ fees for an amount not exceeding RM276,000.00 for the period from 8 June 2024 until the next AGM of the Company be approved.”

6. **RESOLUTION 5: RE-APPOINTMENT OF MESSRS. UHY AS AUDITORS OF THE COMPANY**

The next resolution was the re-appointment of External Auditors.

The Chairman informed that the Company’s External Auditors, Messrs. UHY, had expressed their willingness to continue in office.

The following motion was put to the meeting for consideration:-

“THAT Messrs. UHY, be hereby re-appointed as the Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting AND THAT the Directors be authorised to fix their remuneration.”

7. **RESOLUTION 6: ORDINARY RESOLUTION AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

The Chairman proceeded to the next resolution, i.e, Ordinary Resolution 6, which was on the authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

The full text of the Ordinary Resolution 6 was taken as read.

The following motion was put to meeting for consideration:-

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed General Mandate”).

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company held after the approval was given;*
- (b) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or*
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,*

whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the ACE Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

8. ANY OTHER BUSINESS

The Chairman informed that no notice for other business pursuant to the Companies Act 2016 and the Constitution of the Company had been received.

QUESTION AND ANSWER SESSION

At the invitation of the Chairman, Mr Lee Kok Choon addressed the question submitted by the members during the 2nd AGM.

Question:-

Will shareholders who spend time attending the AGM be appreciated with “online door gift”?

Response:

The Board took note on the suggestion and will consider this for future general meetings.

CONDUCT OF POLL

Having dealt with all the items on the agenda, the meeting then proceeded to vote on Resolution 1 to 6 by poll. The Chairman declared the voting session closed and adjourned the meeting at 10.18 a.m. for the Poll Administrator and the Independent Scrutineer to complete the counting and verification of the votes.

Upon completion of the counting of votes by the Poll Administrator and verification of the results by the notification by the Independent Scrutineer, the Chairman resumed the meeting at 10.40 a.m. for the declaration of the results of the poll.

Based on the poll results attached hereto as “Appendix A”, the Chairman declared Resolutions 1 to 6 carried.

CLOSURE

The Chairman thanked those present for their attendance and closed the meeting at 10.45 a.m.

KJTS GROUP BERHAD

(202201020004)

Second Annual General Meeting

Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite,
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur

On 07-June-2024 at 10:00AM

Result On Voting By Poll

Resolution(s)	Vote For				Vote Against				Total Votes			
	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%
Resolution 1	524,972,798	99.9996	49	96.0784	2,200	0.0004	2	3.9216	524,974,998	100.0000	51	100.0000
Resolution 2	524,615,798	99.9316	46	90.1961	359,200	0.0684	5	9.8039	524,974,998	100.0000	51	100.0000
Resolution 3	524,624,798	99.9350	47	94.0000	341,200	0.0650	3	6.0000	524,965,998	100.0000	50	100.0000
Resolution 4	507,974,498	96.9352	42	89.3617	16,060,400	3.0648	5	10.6383	524,034,898	100.0000	47	100.0000
Resolution 5	524,972,798	99.9996	49	96.0784	2,200	0.0004	2	3.9216	524,974,998	100.0000	51	100.0000
Resolution 6	524,615,798	99.9333	46	92.0000	350,200	0.0667	4	8.0000	524,965,998	100.0000	50	100.0000

