

**KELINGTON GROUP BERHAD**  
Registration No. 199901026486 (501386-P)  
(Incorporated in Malaysia)

**MINUTES OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE COMPANY  
CONDUCTED VIRTUALLY FROM THE BROADCAST VENUE AT LOT 9-11 MENARA  
SENTRAL VISTA, NO. 150 JALAN SULTAN ABDUL SAMAD, BRICKFIELDS, 50470 KUALA  
LUMPUR ON TUESDAY, 31 MAY 2022 AT 10:00 A.M.**

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**SHAREHOLDERS/ PROXIES**

As per attendance list (Participation via Remote Participation and Voting (“RPV”) Facilities)

**DIRECTORS**

Gan Hung Keng*	-	Chairman/Chief Executive Officer
Ong Weng Leong*	-	Executive Director/Chief Operating Officer
Chan Thian Kiat	-	Senior Independent Non-Executive Director
Tan Chuan Yong	-	Senior Independent Non-Executive Director
Soo Yuit Weng	-	Independent Non-Executive Director
Vice Admiral (Retired) Datuk Haji Jamil Bin Haji Osman	-	Independent Non-Executive Director
Ng Lee Kuan	-	Independent Non-Executive Director
Cham Teck Kuang	-	Non-Independent Non-Executive Director
Soh Tong Wah	-	Non-Independent Non-Executive Director
Hu Keqin	-	Non-Independent Non-Executive Director

**IN ATTENDANCE**

Teo Mee Hui, Jess	}	Company Secretaries
Zeenath Begum Binti Mohamed Mastan		

**BY INVITATION**

Jong Yu Huat*	-	Chief Financial Officer
Elvina Tay	}	Representatives of Crowe Malaysia PLT, the External Auditors
Choo Tze Boon Chuah Suat Lim		
Yap Ying Shye, Emily	-	Representative of TMF Administrative Services Malaysia Sdn. Bhd.
Ng Eng Hoe*	-	Finance Manager
Ng Mun Yee*	-	Assistant Manager – Corporate Compliance and Integrity Department
Har Wai Ming*	-	Executive - Corporate Compliance and Integrity Department
Chia Woo Hiem, Samuel*	}	Representatives of Dvote Services Sdn Bhd
Wong Huan Jun*		
Sangetha A/P Rajendran*		
Tan Kean Cheong*		
Chia Kar Ching, Zen*	}	Representatives of Sky Corporate Services Sdn Bhd
Chen Yew Ting, Esther Santhi Saminathan		

\* Attending physically from broadcast venue.

**1. OPENING**

Ir. Gan Hung Keng presided as the Chairman of the Meeting and welcomed all present at the Twenty Second Annual General Meeting ("22<sup>nd</sup> AGM") of the Company.

The Chairman informed that as part of the initiatives to curb the spread of COVID-19, with the safety of the shareholders, employees, and directors being the primary concern, the Board of Directors had decided that the 22<sup>nd</sup> AGM be conducted via live stream webcast and online remote voting using the RPV facilities without physical attendance by shareholders and proxies.

Thereafter, the Chairman introduced the Board of Directors, the Company Secretaries, and invitees who participated in the 22<sup>nd</sup> AGM.

The Chairman further informed that any visual or audio recording was strictly prohibited whilst the 22<sup>nd</sup> AGM was conducted.

**2. QUORUM**

The Company Secretary confirmed the presence of the requisite quorum in accordance with Clause 70 of the Company's Constitution.

With the requisite quorum being present, the Chairman called the Meeting to order at 10:00 a.m.

**3. NOTICE OF MEETING**

The Chairman informed that the 2021 Annual Report together with the Notice of Meeting and Statement to Shareholders in relation to the Proposed Renewal of Authority for Purchase of Own Shares had been issued to all shareholders via electronic means on 29 April 2022 and the same can be downloaded from the Company's website. Furthermore, the Notice was duly advertised in the mainstream newspaper, New Straits Times within the prescribed period.

There being no objection, the Notice convening the Meeting was taken as read.

**4. PROCEEDING**

Before proceeding to the agenda of the Meeting, the Chairman informed the Meeting that:

- a) Pursuant to the Main Market Listing Requirements and the Constitution of the Company, it was mandatory for all listed issuers to conduct poll voting on all proposed resolutions as set out in the Notice of the Annual General Meeting ("AGM").

As such, Dvote Services Sdn. Bhd. was appointed as the Poll Administrator and they would brief the shareholders on the conduct of the poll. SKY Corporate Services Sdn. Bhd. was appointed as the Independent Scrutineers to validate the votes cast at the AGM.

- b) The results of the votes would be announced at the conclusion of the AGM stating the total number of votes cast on the poll (together with the percentage) in favour of and against each and every resolution.
- c) All the proposed resolutions on the agenda shall be first tabled to the shareholders/proxies for consideration and the questions relating to the proposed resolutions would be answered at the the Question-and-Answer (“Q&A”) session. The Q&A session will be at the end of the Meeting prior to the polling.

The Poll Administrator was then invited to brief the shareholders/proxies on the procedures of E-polling.

**5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Audited Financial Statements together with the Reports of the Directors and Auditors for the financial year ended 31 December 2021 (“**AFS**”), having been circulated to all the shareholders of the Company within the statutory period, were tabled at the 22<sup>nd</sup> AGM pursuant to Section 340(1)(a) of the Companies Act 2016 (“**the Act**”). The Chairman informed shareholders/proxies that this agenda was meant for discussion only as the provision in the Act did not require a formal approval of the shareholders for the AFS. Thus, this agenda was not being put forward for voting.

**6. ORDINARY RESOLUTION 1**  
**- RE-ELECTION OF DIRECTOR – MR ONG WENG LEONG**

The second item on the Agenda was pertaining to the re-election of Mr Ong Weng Leong (“**Mr Ong**”), who shall retire as a Director pursuant to Clause 97 of the Company's Constitution.

The Chairman informed that Mr Ong, being eligible for re-election, had offered himself for re-election and the profile of Mr Ong could be found on page 18 of the 2021 Annual Report.

**7. ORDINARY RESOLUTION 2**  
**- RE-ELECTION OF DIRECTOR – MR CHAN THIAN KIAT**

The next item on the Agenda was on the re-election of Mr Chan Thian Kiat (“**Mr Chan**”), who shall retire as a Director pursuant to Clause 97 of the Company's Constitution.

The Chairman informed that Mr Chan, being eligible for re-election, had offered himself for re-election and the profile of Mr Chan could be found on page 19 of the 2021 Annual Report.

**8. ORDINARY RESOLUTION 3**  
**- RE-ELECTION OF DIRECTOR – MR TAN CHUAN YONG**

The fourth item on the Agenda was the proposed resolution on the re-election of Mr Tan Chuan Yong (“**Mr Tan**”), who shall retire as a Director pursuant to Clause 97 of the Company's Constitution.

The Chairman informed that Mr Tan, being eligible for re-election, had offered himself for re-election and the profile of Mr Tan could be found on page 20 of the 2021 Annual Report.

**9. ORDINARY RESOLUTION 4**  
**- DIRECTORS' REMUNERATION PAYABLE TO THE BOARD OF THE COMPANY**

Moving on to the fifth item on the Agenda, which was the proposed payment of Directors' Remuneration amounting to RM287,000 to the Board of the Company for the financial period from 1 July 2022 until 30 June 2023.

**10. ORDINARY RESOLUTION 5**  
**- RE-APPOINTMENT OF AUDITORS**

The sixth item on the Agenda was pertaining to the re-appointment of Messrs. Crowe Malaysia PLT as the Auditors of the Company for the next financial year and the authorisation to the Directors to fix the remuneration of the Auditors.

It was noted that Messrs. Crowe Malaysia PLT had indicated their willingness to continue in office.

**SPECIAL BUSINESS**

**11. ORDINARY RESOLUTION 6**  
**- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – CHAN THIAN KIAT**

For the Proposed Ordinary Resolution 6 on the continuing in office of Mr Chan Thian Kiat as an Independent Non-Executive Director of the Company. The Chairman informed that pursuant to Malaysian Code on Corporate Governance 2021 ("MCCG 2021"), the tenure of an Independent Director should not exceed a cumulative term of nine years. If a person has served as an Independent Director for more than nine years and wishes to remain as an Independent Director, the Board must provide justification and obtain shareholders' approval.

The Chairman informed that as Mr Chan Thian Kiat had served as an Independent Director for more than nine years, the voting process for the proposed resolution 6 would be carried out by two-tier voting pursuant to Practice 5.3 of MCCG 2021.

Under the two-tier voting process, shareholders' votes were cast in the following manner:

- a) Tier 1: only the large shareholder of the Company to vote; and
- b) Tier 2: shareholders other than large shareholders to vote.

The proposed resolution 6 would be deemed successful if both Tier 1 and Tier 2 voted to support the proposed resolution. The details of the justification had been set out on pages 261 and 262 of the Annual Report 2021.

**12. ORDINARY RESOLUTION 7**  
**- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR –**  
**TAN CHUAN YONG**

On the proposed resolution on the continuing in office of Mr Tan Chuan Yong as Independent Non-Executive Director of the Company whose tenure of office had exceeded a cumulative term of more than nine years by two-tier voting pursuant to Practice 5.3 of MCG 2021.

The proposed resolution 7 would be deemed successful if both Tier 1 and Tier 2 voted to support the proposed resolution. The details of the justification had been set out on pages 261 and 262 of the Annual Report 2021.

**13. ORDINARY RESOLUTION 8**  
**- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR –**  
**VICE ADMIRAL (RETIRED) DATUK HAJI JAMIL BIN HAJI OSMAN**

The next item on the Agenda was to consider the proposed resolution on the continuing in office of Vice Admiral (Retired) Datuk Haji Jamil bin Haji Osman as Independent Non-Executive Director of the Company whose tenure of office had exceeded a cumulative term of more than nine years by two-tier voting pursuant to Practice 5.3 of MCG 2021.

The details of the justification had been set out on pages 261 and 262 of the Annual Report 2021. The proposed resolution 8 would be deemed successful if both Tier 1 and Tier 2 voted to support the proposed resolution.

**14. ORDINARY RESOLUTION 9**  
**- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – MR**  
**SOO YUIT WENG**

The tenth item on the Agenda was to consider the proposed resolution on the continuing in office of Mr Soo Yuit Weng as Independent Non-Executive Director of the Company whose tenure of office had exceeded a cumulative term of more than nine years by two-tier voting pursuant to Practice 5.3 of MCG 2021.

The details of the justification had been set out on pages 261 and 262 of the Annual Report 2021. The proposed resolution 9 would be deemed successful if both Tier 1 and Tier 2 voted to support the proposed resolution.

**15. ORDINARY RESOLUTION 10**  
**- AUTHORITY TO ISSUE AND ALLOT SHARES**

For the proposed resolution on the Authority to Issue and Allot Shares.

The Chairman highlighted that the motion, if passed, would authorise the Directors of the Company, from the date of the Meeting, to issue ordinary shares of not more than 10% of the issued share capital of the Company, for such purposes as the Directors consider would be in the interest of the Company. This authority shall, unless be revoked or varied by the Company in a general meeting, expire at the next AGM of the Company.

**16. ORDINARY RESOLUTION 11**  
**- PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OWN SHARES BY THE COMPANY (“PROPOSED RENEWAL OF SHARE BUY-BACK”)**

The last item on the Agenda was to consider the proposed resolution on the Proposed Renewal of Share Buy-Back.

The Chairman informed that the details pertaining to the Proposed Renewal of Share Buy-Back were set out in the Share Buy-Back Statement dated 29 April 2022.

**17. ANY OTHER ORDINARY BUSINESS**

The Chairman was informed that there was no notice of any other business for transacting at this Meeting has been received.

**18. Q&A SESSION**

The Chairman informed that the Company had received questions prior to and during the 22<sup>nd</sup> AGM. The questions received would be moderated to avoid repetition and would be summarised for reasons of brevity.

The Chief Operating Officer and the Chief Financial Officer of the Company and then addressed the relevant questions accordingly. As per the resume of discussion attached to the minutes

**19. POLLING**

After having addressed the questions received, the Meeting proceeded with the casting of votes for all the proposed resolutions.

The Chairman then announced that the time allowed for the casting of votes would be five minutes and that the countdown would automatically end after five minutes of duration.

The counting of votes by the Poll Administrator and the validation of votes by the Independent Scrutineers was anticipated to take approximately 20 minutes. Having concluded the voting session, the Chairman adjourned the Meeting.

Upon counting the votes cast, the Chairman called the Meeting to order and declared that, based on the results obtained from the Independent Scrutineers, all the proposed resolutions tabled at the AGM and voted upon by poll were duly passed by the Shareholders of the Company as detailed below:

**KELINGTON GROUP BERHAD (199901026486 (501386-P))**  
**Minutes of the Twenty Second Annual General Meeting held on 31 May 2022**

Resolutions	For			Against			
	No. of Shareholders	Number of Shares	%	No. of Shareholders	Number of Shares	%	
<b>Ordinary Resolution 1</b> To re-elect Ong Weng Leong who is retiring as Director in accordance with the Clause 97 of the Company's Constitution, and being eligible, has offered himself for re-election.	127	186,693,187	99.0228	15	1,842,283	0.9772	
<b>Ordinary Resolution 2</b> To re-elect Chan Thian Kiat who is retiring as Director in accordance with the Clause 97 of the Company's Constitution, and being eligible, has offered himself for re-election.	134	186,819,066	80.8047	13	44,379,104	19.1953	
<b>Ordinary Resolution 3</b> To re-elect Tan Chuan Yong who is retiring as Director in accordance with the Clause 97 of the Company's Constitution, and being eligible, has offered himself for re-election.	134	186,819,066	80.8047	13	44,379,104	19.1953	
<b>Ordinary Resolution 4</b> To approve the payment of Directors' remuneration payable to the Board of the Company amounting to RM287,000 for the period from 1 July 2022 until 30 June 2023.	132	188,460,466	81.5222	14	42,716,404	18.4778	
<b>Ordinary Resolution 5</b> To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration.	131	230,997,687	99.9133	15	200,383	0.0867	
<b>Ordinary Resolution 6</b> To approve the continuing in office for Chan Thian Kiat as an Independent Non-Executive Director.	<b>Tier 1</b>	1	135,406,980	100.0000	Nil	Nil	0.0000
	<b>Tier 2</b>	130	51,406,486	53.6652	15	44,384,604	46.3348

**KELINGTON GROUP BERHAD (199901026486 (501386-P))**  
**Minutes of the Twenty Second Annual General Meeting held on 31 May 2022**

Resolutions		For			Against		
		No. of Shareholders	Number of Shares	%	No. of Shareholders	Number of Shares	%
<b>Ordinary Resolution 7</b> To approve the continuing in office for Tan Chuan Yong as an Independent Non-Executive Director.	Tier 1	1	135,406,980	100.0000	Nil	Nil	0.0000
	Tier 2	130	51,406,486	53.6652	15	44,384,604	46.3348
<b>Ordinary Resolution 8</b> To approve the continuing in office for Vice Admiral (Retired) Datuk Haji Jamil bin Haji Osman as an Independent Non-Executive Director.	Tier 1	1	135,406,980	100.0000	Nil	Nil	0.0000
	Tier 2	132	53,089,286	55.4219	13	42,701,804	44.5781
<b>Ordinary Resolution 9</b> To approve the continuing in office for Soo Yuit Weng as an Independent Non-Executive Director.	Tier 1	1	135,406,980	100.0000	Nil	Nil	0.0000
	Tier 2	132	51,419,986	53.6793	13	44,371,104	46.3207
<b>Ordinary Resolution 10</b> Authority to Issue and Allot Shares.		136	231,105,166	99.9598	10	92,904	0.0402
<b>Ordinary Resolution 11</b> Proposed Authority for Purchase of Own Shares by the Company.		143	231,186,066	99.9948	3	12,004	0.0052

Pursuant to the poll results, the Chairman then declared the results as follows:

Resolutions	Outcome of Poll Results
Ordinary Resolution 1	Accepted
Ordinary Resolution 2	Accepted
Ordinary Resolution 3	Accepted
Ordinary Resolution 4	Accepted
Ordinary Resolution 5	Accepted
Ordinary Resolution 6	Accepted
Ordinary Resolution 7	Accepted
Ordinary Resolution 8	Accepted
Ordinary Resolution 9	Accepted
Ordinary Resolution 10	Accepted
Ordinary Resolution 11	Accepted



**KELINGTON GROUP BERHAD (199901026486 (501386-P))**  
**Minutes of the Twenty Second Annual General Meeting held on 31 May 2022**

There being no other business, the Meeting was concluded at 11:31 a.m. with a vote of thanks to the Chair.

CONFIRMED AS CORRECT RECORD  
OF THE PROCEEDINGS THEREAT

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**GAN HUNG KENG**

Chairman