

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

**MINUTES OF THE EXTRAORDINARY 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 12:00 NOON**

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
Rachel Low	}	Representatives of UOB Kay Hian Securities (M) Sdn. Bhd.
Nantha Kumar		
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 being the Chairman of the Board of Directors, presided as the Chairman of the Extraordinary General Meeting (“EGM” or “the Meeting”) and welcomed all members, proxies and invitees to the EGM conducted through live streaming and online participation via the RVP Facilities, in accordance with Section 327 of the Companies Act, 2016 and Clause 59 of the Constitution of the Company.

The Chairman informed shareholders/proxies that the EGM was being conducted on a virtual basis to curb the spread of COVID-19 as the safety of the shareholders, employees, and directors is the primary concern of the Company.

Thereafter, the Chairman introduced the Board of Directors, the Company Secretaries, and invitees who attended the EGM at the Broadcast venue and remotely via video conferencing. He then introduced the Management team and the Advisors who participated in the EGM.

The Chairman further informed that any visual or audio recording was strictly prohibited whilst the EGM was conducted.

2. QUORUM

The Secretary confirmed that a quorum was present pursuant to the Clause 70 of the Constitution of the Company. With the requisite quorum being present, the Chairman called the Meeting to order at 12:00 noon.

3. NOTICE OF MEETING

The Chairman informed the Meeting that the Circular to Shareholders together with the Notice of Meeting had been issued to all shareholders via electronic means on 18 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

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 General Meeting.
- b) Dvote Services Sdn. Bhd. was appointed as the Poll Administrator and 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 Meeting.
- c) All proposed resolutions on the agenda would be presented to shareholders/proxies for consideration and the questions relating to the resolutions would be answered at the Question-and-Answer (“Q&A”) sessions prior to the polling.

- d) The results of the votes would be announced at the conclusion of the EGM, stating the total number of votes cast on the poll (together with the percentage) in favour of and against each and every resolution.

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

5. ORDINARY RESOLUTION 1

- **PROPOSED ESTABLISHMENT OF AN EMPLOYEE SHARE SCHEME WHICH ENTAILS A SHARE GRANT SCHEME OF UP TO FOUR PERCENT (4%) OF THE ISSUED SHARES OF KELINGTON (EXCLUDING TREASURY SHARES) FOR ELIGIBLE EMPLOYEES AND DIRECTORS OF KELINGTON AND ITS SUBSIDIARIES (“PROPOSED ESS”)**

The Chairman informed the Meeting that the first item on the Agenda was to obtain the members’ approval for the Proposed ESS. The full text of the motion was set out in the Notice of the Meeting and the details of the proposal had been clearly set out in the Circular to Shareholders dated 18 April 2022.

6. ORDINARY RESOLUTION 2

- **PROPOSED ALLOCATION OF KELINGTON SHARES TO IR. GAN HUNG KENG, EXECUTIVE CHAIRMAN/CHIEF EXECUTIVE OFFICER OF THE COMPANY PURSUANT TO THE PROPOSED ESS**

As the Proposed Resolution 2 was in relation to proposed allocation of Kelington Shares to the Chairman pursuant to the Proposed ESS, the Chairman then hand over the Chair to the Chief Operating Officer, Mr Ong Weng Leong (“Mr Ong”), for this Agenda.

Mr Ong informed the Meeting that Ordinary Resolution 2 was to obtain the members’ approval for the Proposed Allocation of Kelington Shares to Ir. Gan Hung Keng. The full text of the motion was set out in the Notice of the Meeting and the details of the proposal had been clearly set out in the Circular to Shareholders dated 18 April 2022.

The interested Director, Ir. Gan Hung Keng and persons connected to him shall abstain from deliberating, approving and voting on the Proposed Resolution.

Mr Ong was then hand over the Chair back to Ir. Gan Hung Keng.

7. ORDINARY RESOLUTION 3

- **PROPOSED ALLOCATION OF KELINGTON SHARES TO ONG WENG LEONG, EXECUTIVE DIRECTOR/CHIEF OPERATING OFFICER OF THE COMPANY PURSUANT TO THE PROPOSED ESS**

The Chairman informed the Meeting that Ordinary Resolution 3 was to obtain the members’ approval for the Proposed Allocation of Kelington Shares to Mr Ong Weng Leong. The full text of the motion was set out in the Notice of the Meeting and the details of the proposal had been clearly set out in the Circular to Shareholders dated 18 April 2022.

The interested Director, Mr Ong and persons connected to him shall abstain from deliberating, approving and voting on the Proposed Resolution.

8. ORDINARY RESOLUTION 4

- **PROPOSED ALLOCATION OF KELINGTON SHARES TO CHAN THIAN KIAT, SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS**

The Chairman informed the Meeting that Ordinary Resolution 4 was to obtain the members' approval for the Proposed Allocation of Kelington Shares to Mr Chan Thian Kiat ("Mr Chan"). The full text of the motion was set out in the Notice of the Meeting and the details of the proposal had been clearly set out in the Circular to Shareholders dated 18 April 2022.

The interested Director, Mr Chan and persons connected to him shall abstain from deliberating, approving and voting on the Proposed Resolution.

9. ORDINARY RESOLUTION 5

- **PROPOSED ALLOCATION OF KELINGTON SHARES TO TAN CHUAN YONG, SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS**

The Chairman informed the Meeting that Ordinary Resolution 5 was to obtain the members' approval for the Proposed Allocation of Kelington Shares to Mr Tan Chuan Yong ("Mr Tan"). The full text of the motion was set out in the Notice of the Meeting and the details of the proposal had been clearly set out in the Circular to Shareholders dated 18 April 2022.

The interested Director, Mr Tan and persons connected to him shall abstain from deliberating, approving and voting on the Proposed Resolution.

10. ORDINARY RESOLUTION 6

- **PROPOSED ALLOCATION OF KELINGTON SHARES TO VICE ADMIRAL (RETIRED) DATUK HAJI JAMIL BIN HAJI OSMAN, INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS**

The Chairman informed the Meeting that Ordinary Resolution 6 was to obtain the members' approval for the Proposed Allocation of Kelington Shares to Vice Admiral (Retired) Datuk Haji Jamil bin Haji Osman ("Datuk Haji Jamil"). The full text of the motion was set out in the Notice of the Meeting and the details of the proposal had been clearly set out in the Circular to Shareholders dated 18 April 2022.

The interested Director, Datuk Haji Jamil and persons connected to him shall abstain from deliberating, approving and voting on the Proposed Resolution.

11. ORDINARY RESOLUTION 7

- **PROPOSED ALLOCATION OF KELINGTON SHARES TO SOO YUIT WENG, INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS**

The Chairman informed the Meeting that Ordinary Resolution 7 was to obtain the members' approval for the Proposed Allocation of Kelington Shares to Mr Soo Yuit Weng ("Mr Soo"). The full text of the motion was set out in the Notice of the Meeting and

the details of the proposal had been clearly set out in the Circular to Shareholders dated 18 April 2022.

The interested Director, Mr Soo and persons connected to him shall abstain from deliberating, approving and voting on the Proposed Resolution.

12. ORDINARY RESOLUTION 8

- PROPOSED ALLOCATION OF KELINGTON SHARES TO NG LEE KUAN, INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

The Chairman informed the Meeting that Ordinary Resolution 8 was to obtain the members' approval for the Proposed Allocation of Kelington Shares to Ms Ng Lee Kuan ("Ms Ng"). The full text of the motion was set out in the Notice of the Meeting and the details of the proposal had been clearly set out in the Circular to Shareholders dated 18 April 2022.

The interested Director, Ms Ng and persons connected to her shall abstain from deliberating, approving and voting on the Proposed Resolution.

13. ORDINARY RESOLUTION 9

- PROPOSED ALLOCATION OF KELINGTON SHARES TO SOH TONG HWA, NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

The Chairman informed the Meeting that Ordinary Resolution 9 was to obtain the members' approval for the Proposed Allocation of Kelington Shares to Mr Soh Tong Hwa ("Mr Soh"). The full text of the motion was set out in the Notice of the Meeting and the details of the proposal had been clearly set out in the Circular to Shareholders dated 18 April 2022.

The interested Director, Mr Soh and persons connected to him shall abstain from deliberating, approving and voting on the Proposed Resolution.

14. ORDINARY RESOLUTION 10

- PROPOSED ALLOCATION OF KELINGTON SHARES TO CHAM TECK KUANG, NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

The Chairman informed the Meeting that Ordinary Resolution 10 was to obtain the members' approval for the Proposed Allocation of Kelington Shares to Mr Cham Teck Kuang ("Mr Cham"). The full text of the motion was set out in the Notice of the Meeting and the details of the proposal had been clearly set out in the Circular to Shareholders dated 18 April 2022.

The interested Director, Mr Cham and persons connected to him shall abstain from deliberating, approving and voting on the Proposed Resolution.

15. ORDINARY RESOLUTION 11

- PROPOSED ALLOCATION OF KELINGTON SHARES TO HU KEQIN, NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO THE PROPOSED ESS

The Chairman informed the Meeting that Ordinary Resolution 11 was to obtain the members' approval for the Proposed Allocation of Kelington Shares to Mr Hu Keqin ("Mr Hu"). The full text of the motion was set out in the Notice of the Meeting and the details of the proposal had been clearly set out in the Circular to Shareholders dated 18 April 2022.

The interested Director, Mr Hu and persons connected to him shall abstain from deliberating, approving and voting on the Proposed Resolution.

16. Q&A SESSION

The Chairman informed that the Company had received questions during the EGM. The questions received would be moderated to avoid repetition and would be summarised for reasons of brevity.

The Chairman and Chief Operating Officer of the Company and then addressed the relevant questions accordingly. As per the resume of discussion attached to the minutes. The questions raised by the shareholder(s)/proxies were addressed by the Board and Management as per the resume of discussion attached to the Minutes.

17. 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 EGM and voted upon by poll were duly passed by the Shareholders of the Company as detailed below:

Resolutions	For			Against		
	No. of Shareholders	Number of Shares	%	No. of Shareholders	Number of Shares	%
Ordinary Resolution 1 Proposed ESS	120	289,109,284	87.9488	62	39,615,130	12.0512

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Resolutions	For			Against		
	No. of Shareholders	Number of Shares	%	No. of Shareholders	Number of Shares	%
Ordinary Resolution 2 Proposed Allocation to Ir. Gan Hung Keng	119	149,007,972	78.9977	62	39,615,130	21.0023
Ordinary Resolution 3 Proposed Allocation to Ong Weng Leong	119	149,312,504	79.0316	62	39,615,130	20.9684
Ordinary Resolution 4 Proposed Allocation to Chan Thian Kiat	87	164,965,384	50.1832	96	163,761,030	49.8168
Ordinary Resolution 5 Proposed Allocation to Tan Chuan Yong	86	164,502,052	50.1129	96	163,761,030	49.8871
Ordinary Resolution 6 Proposed Allocation to Vice Admiral (Retired) Datuk Haji Jamil Bin Haji Osman	87	164,965,384	50.1832	96	163,761,030	49.8168
Ordinary Resolution 7 Proposed Allocation to Soo Yuit Weng	87	164,965,384	50.1832	96	163,761,030	49.8168
Ordinary Resolution 8 Proposed Allocation to Ng Lee Kuan	87	164,965,384	50.1832	96	163,761,030	49.8168
Ordinary Resolution 9 Proposed Allocation to Soh Tong Hwa	115	111,041,604	57.4394	67	82,277,830	42.5606
Ordinary Resolution 10 Proposed Allocation to Cham Teck Kuang	115	111,041,604	57.4394	67	82,277,830	42.5606
Ordinary Resolution 11 Proposed Allocation to Hu Keqin	115	111,041,604	57.4394	67	82,277,830	42.5606

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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

There being no other business, the Meeting was concluded at 1:00 p.m. with a vote of thanks to the Chair.

CONFIRMED AS CORRECT RECORD
OF THE PROCEEDINGS THEREAT

GAN HUNG KENG
Chairman