

**KIA LIM BERHAD**  
**(Registration No. 199501013667 (342868-P))**  
(Incorporated in Malaysia)

**MINUTES OF THE 28<sup>th</sup> ANNUAL GENERAL MEETING OF KIA LIM BERHAD HELD AT THE KATERINA HOTEL, 8, JALAN ZABEDAH, 83000 BATU PAHAT, JOHOR DARUL TAKZIM ON TUESDAY, 30 MAY 2023 AT 12.00 NOON**

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**PRESENT** : Mr Loh Chee Kan (Chairman)  
and as per attendance list

**IN ATTENDANCE** : Ms Santhi A/P Saminathan (Company Secretary)

**BY INVITATION** : As per attendance list

**AGM23/01 CHAIRMAN**

Mr Loh Chee Kan took the Chair and welcomed all Members present at the Meeting. The Chairman proceeded to introduce fellow Directors, Secretary and Auditors who were present at the Meeting.

**AGM23/02 QUORUM**

The requisite quorum being present in accordance with Article 68 of the Company's Constitution, the Chairman declared the Meeting duly convened.

**AGM22/03 PROXY**

The Secretary announced that eleven (11) proxy forms with a total of 30,340,098 ordinary shares equivalent to 48.99% in the capital of the Company were received during the prescribed period.

**AGM23/04 NOTICE**

The Chairman informed the members present that the Notice convening the 28<sup>th</sup> Annual General Meeting ("AGM") had been previously circulated to all members within the prescribed period and advertised in the newspaper.

As the Notice convening the 28<sup>th</sup> AGM has been properly given and there being no objection from the members present, the Chairman declared that the said notice be taken as read.

He briefed the members present of the procedure to be adhered to in tabling and approving the resolutions in this meeting. He added that all the resolutions would be voted on by poll at the end of the discussion of today's agenda. He further added that SKY Corporate Services Sdn. Bhd. had been appointed as scrutineers for today's polling.

**AGM23/05 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON**

The Chairman proceeded to the first item of the agenda, which was to receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.

He informed the members present that the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon had been circulated to all members within the prescribed period, a copy of which was tabled at the Meeting. He then invited questions from the floor.

As there was no question raised, the Chairman proceeded to the next item of the agenda of the meeting.

**AGM23/06 DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023**

The Chairman proceeded to table the second item of the agenda i.e. Resolution 1, to approve Directors' fees amounting to RM35,000 per annum for the Non-Executive Chairman, RM20,000 per annum for each of the Non-Executive Directors (NEDs), and RM17,400 per annum for each of the Executive Directors (EDs) in respect of the financial year ending 31 December 2023.

Mr. Ng Yin Sheng proposed and Ms. Er Lay Hong seconded the motion. When there was no question raised, the Chairman put it to vote by poll to be taken later.

**AGM23/07 DIRECTORS' BENEFITS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023 AND UP TO THE DATE OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY.**

The Chairman proceeded to table the third item of the agenda i.e. Resolution 2, to approve the proposed payment of Non-Executive Directors' (NEDs) benefits of up to RM28,800 for the financial year ending 31 December 2023 and up to the date of the next Annual General Meeting of the Company.

Mr. Ong Yu Hock proposed and Mr. Ng Cheng Yew seconded the motion. When there was no question raised, the Chairman put it to vote by poll to be taken later.

**AGM23/08 RE-ELECTION OF DIRECTORS**

The Chairman proceeded to the next agenda of the meeting. As the Chairman was the interested director in the motion to be tabled, he then invited the Director, Mr. Ng Chin Kang to conduct the agenda i.e. Resolution 3 in relation to his re-election to the Board.

Mr. Ng Chin Kang took the Chair and informed the members that in accordance with Article 90 of the Company's Constitution, Mr. Loh Chee Kan shall retire from the Board at this Meeting and being eligible, has offered himself for re-election to the Board.

Mr. Ng Chin Kang put the motion to the Meeting for discussion and there was no question raised. On the proposal by Ms. Lim Ling Yee and seconded by Ms. Er Lay Hong, Mr. Ng Chin Kang put the motion to vote by poll which would be conducted later today. Mr. Ng Chin Kang subsequently passed back the chairing of the Meeting to Mr. Loh Chee Kan to continue with the rest of the agenda.

The Chairman thanked Mr. Ng Chin Kang for assisting in the conduct of the Meeting.

The Chairman subsequently put to the meeting the motion i.e. Resolution 4, to re-elect Datuk Ng Yeng Keng @ Ng Ka Hiat to the Board in accordance with Article 90 of the Company's Constitution. On the proposal of Ms. Er Lay Hong and seconded by Ms. Lim Ling Yee, as there was no question raised, the Chairman put the motion to vote by poll which would be conducted later today.

The Chairman also put to the meeting the motion i.e. Resolution 5, to re-elect Mr Vincent Wong Soon Choy to the Board in accordance with Article 97 of the Company's Constitution. On the proposal of Ms. Lim Ling Yee and seconded by Mr. Ng Yin Sheng, as there was no question raised, the Chairman put the motion to vote by poll which would be conducted later today.

#### **AGM23/09 RE-APPOINTMENT OF AUDITORS**

The Chairman informed the members present that the retiring auditors, Messrs Ernst & Young PLT have indicated their willingness to continue in office.

The Chairman put this motion, Resolution 6 to the floor for discussion and there was no question raised. Ms. Lim Ling Yee proposed and Ms. Er Lay Hong seconded the motion. The Chairman put the motion to vote by poll to be conducted later today.

The Chairman informed all members present that the polling would be conducted shortly simultaneously with all of the day's agendas. The Meeting would be adjourned for approximately 20 minutes to allow for the poll and the vote results to be verified by the Independent Scrutineer.

After the short break, the meeting resumed where the verified results of polling were handed to the Chairman. The results of the polling were as follows:-

<b>Resolution</b>	<b>For</b>		<b>Against</b>	
	<b>No. of Shares</b>	<b>Percentage</b>	<b>No. of Shares</b>	<b>Percentage</b>
1	30,413,498	100%	0	0%
2	30,413,498	100%	0	0%
3	31,955,753	100%	0	0%
4	31,955,753	100%	0	0%
5	31,955,753	100%	0	0%
6	31,955,753	100%	0	0%

The Chairman went on to announce the results of the poll and based on the results, all the resolutions as set out in the day's agenda were declared duly carried.

#### **AGM23/10 TERMINATION**

There being no further business, the Meeting terminated at 12.35 p.m. with a vote of thanks to the Chair.

Confirmed as correct records,

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Chairman