

KECK SENG (MALAYSIA) BERHAD
Registration No. 196801000565 (8157-D)
(Incorporated in Malaysia)

MINUTES OF THE FIFTY-SECOND ANNUAL GENERAL MEETING (“52ND AGM”) OF KECK SENG (MALAYSIA) BERHAD (“KSM” OR “COMPANY”) CONDUCTED THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT CONFERENCE ROOM, SUITE 15-01, 15TH FLOOR, MENARA KECK SENG, 203 JALAN BUKIT BINTANG, 55100 KUALA LUMPUR, MALAYSIA ON FRIDAY, 27 MAY 2022 AT 10.00 A.M.

Present at Broadcast Venue	: Mr Too Hing Yeap @ Too Heng Yip – Senior Independent Non-Executive Director (Chair of the meeting) Encik Mahathir Bin Mohamed Ismail – Independent Non-Executive Director Dato' Dr. Zaha Rina Binti Zahari – Independent Non-Executive Director Ms Te Hock Wee – Company Secretary
Present via Video Conference	: Mr Ho Kim Swee @ Ho Kian Guan – Executive Chairman Dato' Ho Cheng Chong @ Ho Kian Hock – Managing Director Mr Ho Eng Chong @ Ho Kian Cheong – Non-Independent Non-Executive Director Mr Chan Lui Ming Ivan – Executive Director Ms Lee Huee Nan @ Lee Hwee Leng – Executive Director Mr Tai Lam Shin – Independent Non-Executive Director Mr Liew Foong Yuen – Independent Non-Executive Director Mr Ho Chung Kain (He ChongJing) – Alternate to Dato' Ho Cheng Chong @ Ho Kian Hock Mr Ho Chung Hui – Alternate to Ms Lee Huee Nan @ Lee Hwee Leng Mr Ho Chung Tao – Alternate to Mr Chan Lui Ming Ivan Mr Gan Kim Buan – Financial Consultant Mr Reuson Seet – Group Accountant Mr Tan Jin Xiang } Ms Sarah Choo } Representing Ernst & Young PLT Ms Megan Song – Representative of Tricor Corporate Services Sdn. Bhd.

The attendance of shareholders/corporate representatives/proxies is as per the Summary of Attendance List via Remote Participation and Voting (“RPV”) facilities.

1. CHAIRMAN

Mr Too Hing Yeap @ Too Heng Yip (“**Mr Too**”), the elected Chairman of the meeting, welcomed all participants to the 52nd AGM of the Company. He then introduced the members of the Board, Senior Management, the External Auditors and the Company Secretary.

2. QUORUM

Mr Too informed that for a virtual general meeting, the quorum would be determined by the number of members and proxies who logged-in at the commencement of the meeting.

There being a quorum, Mr Too called the meeting to order at 10.00 a.m.

3. NOTICE

The Notice of the 52nd AGM dated 28 April 2022 (“**the Notice**”), having been circulated to all the shareholders of the Company within the prescribed period, was taken as read.

4. POLLING AND ADMINISTRATIVE MATTERS

Mr Too informed the meeting that pursuant to the Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), all resolutions set out in the Notice must be voted by poll.

Mr Too further informed that the Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to facilitate the poll voting process and Asia Securities Sdn. Berhad as Independent Scrutineer to verify the poll results.

Pursuant to the Constitution of the Company, Mr Too demanded for a poll to be taken on all resolutions set out in the Notice.

The guide on the remote voting procedure and the manner to pose questions at the meeting through the RPV application were then presented to the shareholders and proxies.

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 of the Company and the Group for the financial year ended 31 December 2021 together with the Reports of Directors and Auditors thereon (“**AFS 2021**”), having been circulated to all the shareholders of the Company within the statutory period, were tabled to the meeting for discussion.

Mr Too informed that the AFS 2021 were meant for discussion only as the Companies Act 2016 does not require a formal approval from the shareholders. Hence, it was not put forward for voting. Questions raised by shareholders or proxies were to be addressed by the Board during the Questions and Answers (“**Q&A**”) session, after all items on the agenda were dealt with.

Accordingly, Mr Too declared that the AFS 2021 has been properly laid and received by the shareholders.

6. ORDINARY RESOLUTIONS 1 TO 10

Mr Too went through each of the motions set out in the Notice.

Mr Too informed the meeting that the Company had not received any notice from shareholders for other business to be transacted at this meeting in accordance with the Companies Act 2016 and the Constitution of the Company.

7. Q&A SESSION

The meeting continued with the Q&A session. Questions raised by the shareholders and proxies that were submitted before and during the meeting were addressed by the Board. The summary of the questions and responses from the Board, which forms part of this Minutes is set out in Appendix A attached herein.

8. POLL VOTING SESSION

After dealing with all questions raised, the shareholders and proxies were invited to cast their votes on Ordinary Resolutions 1 to 10 via RPV application.

Upon the closing of the voting session, the meeting was then adjourned for the tabulation of poll results by the Independent Scrutineer.

9. ANNOUNCEMENT OF POLL RESULTS

The meeting resumed at 10.48 a.m. after obtaining the validated poll results from the Independent Scrutineer. The results of the poll were presented to the meeting. Mr Too declared that all resolutions set out in the Notice were duly passed by the shareholders of the Company, as follows:-

ORDINARY RESOLUTION 1

PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

By a vote of 186,605,946 shares (representing 99.8244%) voting for and 328,201 shares (representing 0.1756%) voting against the resolution, it was **RESOLVED:-**

THAT the payment of Directors' fees of RM1,063,332 for the financial year ended 31 December 2021 be and is hereby approved.

ORDINARY RESOLUTION 2

PAYMENT OF DIRECTORS' BENEFITS FROM THE DATE OF THE 52ND ANNUAL GENERAL MEETING ("AGM") UNTIL THE NEXT AGM OF THE COMPANY

By a vote of 186,386,446 shares (representing 99.7070%) voting for and 547,701 shares (representing 0.2930%) voting against the resolution, it was **RESOLVED:-**

THAT the payment of Directors' benefits up to an aggregate amount of RM350,000 from the date of the 52nd AGM until the next AGM of the Company be and is hereby approved.

ORDINARY RESOLUTION 3

RE-ELECTION OF DIRECTOR – HO KIM SWEE @ HO KIAN GUAN

By a vote of 210,190,699 shares (representing 99.7673%) voting for and 490,203 shares (representing 0.2327%) voting against the resolution, it was **RESOLVED:-**

THAT Ho Kim Swee @ Ho Kian Guan who retired pursuant to Clause 76(3) of the Constitution of the Company be and is hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 4

RE-ELECTION OF DIRECTOR – HO ENG CHONG @ HO KIAN CHEONG

By a vote of 210,171,799 shares (representing 99.7584%) voting for and 509,103 shares (representing 0.2416%) voting against the resolution, it was **RESOLVED:-**

THAT Ho Eng Chong @ Ho Kian Cheong who retired pursuant to Clause 76(3) of the Constitution of the Company be and is hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 5

RE-ELECTION OF DIRECTOR – MAHATHIR BIN MOHAMED ISMAIL

By a vote of 210,208,149 shares (representing 99.7756%) voting for and 472,753 shares (representing 0.2244%) voting against the resolution, it was **RESOLVED:-**

THAT Mahathir Bin Mohamed Ismail who retired pursuant to Clause 76(3) of the Constitution of the Company be and is hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 6

RE-ELECTION OF DIRECTOR – DATO' DR. ZAHA RINA BINTI ZAHARI

By a vote of 210,208,149 shares (representing 99.7756%) voting for and 472,753 shares (representing 0.2244%) voting against the resolution, it was **RESOLVED:-**

THAT Dato' Dr. Zaha Rina Binti Zahari who retired pursuant to Clause 78 of the Constitution of the Company be and is hereby re-elected as Director of the Company.

ORDINARY RESOLUTION 7

RE-APPOINTMENT OF AUDITORS

By a vote of 210,225,399 shares (representing 99.7838%) voting for and 455,503 shares (representing 0.2162%) voting against the resolution, it was **RESOLVED:-**

THAT Ernst & Young PLT be and are hereby re-appointed as Auditors of the Company for the ensuing year AND THAT the Board of Directors be authorised to fix their remuneration.

ORDINARY RESOLUTION 8

PROPOSED CONTINUATION IN OFFICE OF TOO HING YEAP @ TOO HENG YIP AS INDEPENDENT NON-EXECUTIVE DIRECTOR

By a vote of 210,081,415 shares (representing 99.7155%) voting for and 599,487 shares (representing 0.2845%) voting against the resolution, it was **RESOLVED:-**

THAT approval be and is hereby given to Too Hing Yeap @ Too Heng Yip who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance.

ORDINARY RESOLUTION 9

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

By a vote of 210,311,865 shares (representing 99.8248%) voting for and 369,037 shares (representing 0.1752%) voting against the resolution, it was **RESOLVED:-**

THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of the relevant regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be authorised to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company held after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

ORDINARY RESOLUTION 10

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

By a vote of 210,112,899 shares (representing 99.7304%) voting for and 568,003 shares (representing 0.2696%) voting against the resolution, it was **RESOLVED:-**

THAT subject to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company provided that:

- (a) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point in time pursuant to the Share Buy-Back Mandate shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- (c) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Malaysia Securities Berhad or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company after that date is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and to give full effect to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company.

10. CONCLUSION

The meeting concluded at 10.50 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

TOO HING YEAP @ TOO HENG YIP
CHAIR OF THE MEETING

Date: 14 July 2022

KECK SENG (MALAYSIA) BERHAD
Registration No. 196801000565 (8157-D)
(Incorporated in Malaysia)

SUMMARY OF QUESTIONS AND ANSWERS FOR THE FIFTY-SECOND ANNUAL GENERAL MEETING (“52ND AGM”) OF KECK SENG (MALAYSIA) BERHAD (“KSM” OR “COMPANY”) CONDUCTED THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT CONFERENCE ROOM, SUITE 15-01, 15TH FLOOR, MENARA KECK SENG, 203 JALAN BUKIT BINTANG, 55100 KUALA LUMPUR, MALAYSIA ON FRIDAY, 27 MAY 2022 AT 10.00 A.M.

The following questions and answers were addressed during the 52nd AGM. Some of the questions have been moderated for brevity and clarity.

Q1) A shareholder enquired on the following:-

- (a) Whether the Company will be adversely impacted by (i) “cukai makmur”, (ii) minimum wage of RM1,500; and (iii) weak Ringgit.**
- (b) In last AGM, Management mentioned that the estimated fresh fruit bunches (“FFB”) production for 2021 is 42,000 MT but based on the Annual Report 2021 (“AR 2021”), the actual FFB production was 42,981 MT. In view of high crude palm oil (“CPO”) price, what is the estimated FFB production for 2022?**
- (c) Is the impairment loss of RM13.83 million related to Tanjung Puteri Golf Resort?**
- (d) What is the top 5 quoted securities held by the Company?**
- (e) Is the Company’s investment in A2I Holdings S.A R.L (“A2I”) generated return in FY 2021? There is an impairment of RM3.83 million recognised in FY 2021. Does Management foresee some return on A2I’s investment in FY 2022?**

- A1)**
- (a) (i) The Company is not expected to be affected by “cukai makmur”.
(ii) The minimum wage of RM1,500 will add on to the cost of operation but it is not expected to materially adversely impact the Company.
(iii) Volatile currency fluctuation will affect the financial performance of the Company as the Group has sales and investments denominated in foreign currency.
 - (b) We are estimating the FFB production for 2022 to be within 44,000 MT to 48,00 MT, subject to labour sufficiency and weather conditions.
 - (c) The impairment loss is related to a hotel property in New York.
 - (d) The top 5 quoted securities are (i) Shangri-La Asia Limited; (ii) Parkway Life REIT; (iii) Oversea-Chinese Banking Corporation Limited; (iv) Chin Teck Plantations Berhad; and (v) Genting Berhad.
 - (e) (i) The investment in A2I involves a portfolio of mostly European hotels. Although there was improvement in travel activities in Europe in 2021, hotel occupancy rates in USA were far below pre-Covid level.
(ii) The Management expects further improvement in hotel occupancy as leisure and business travel recovers, but the outlook remains challenging as the conflict in Ukraine introduces uncertainties on top of the ongoing Covid-19 pandemic.

Q2) Multiple shareholders and proxies requested for e-vouchers and e-wallet credit.

A2) The Company will not be providing e-vouchers under virtual general meeting. The Board appreciates the participation of the shareholders in this meeting and looking forward to meeting shareholders/proxies in person in the near future.

Q3) Multiple shareholders and proxies enquired on the Company's future outlook.

A3) (a) For Plantations, Manufacturing and Property segments, the Management expects financial performance to trend lower. This is due to acute labour shortage, higher material costs, rising interest rates, volatile exchange rates and adverse macro-economic and geopolitics factors.

(b) The Management has a more optimistic outlook for the Hotels and Resorts segment with the gradual reopening of global borders and recovery in tourism and corporate travel.

Q4) A shareholder enquired on the following:-

Does the Company have plans for business acquisition/expansion to improve profitability and Return on Equity (ROE) going forward? If not, given the share price is trading way below net tangible assets (NTA), why not liquidate the assets to realise values for shareholders?

A4) (a) The current geopolitical landscape remains extremely challenging. Hence, the Management will continue to actively evaluate yield-accretive opportunities with a cautious approach.

(b) The Management could not comment on the share price of the Company as it is dictated by market sentiment. The Board will continue to adopt a long-term investment strategy in a responsible and prudent manner.

Q5) A shareholder enquired on the following:-

(a) **The Manufacturing Segment reported a substantial increase in profit before taxation ("PBT") to RM53.45 million in FY 2021, from RM17.05 million in FY 2020 (page 161-162 of AR 2021). What is the reason(s) for the jump in PBT? Based on current purchase of CPO as raw material and refined palm oil price, are the current profit margins comparable against FY 2021?**

(b) **The inventories of refined oil products increased substantially to RM96.41 million (FY 2020: RM15.68 million) (Note 22, page 136 of AR 2021). What is the reason(s) for the increase? Is the Management taking advantage of the elevated refined palm oil price to increase production and sales?**

A5) (a) The increase was mainly due to the increase in CPO price, hence, better refining margin achieved in FY 2021 as compared to FY 2020.

(b) Refined oil products for FY 2021 and FY 2020 should read as RM108.10 million vs RM60.54 million. The increase was mainly due to higher CPO price, increased from RM3,600/MT in 2020 to RM5,100/MT in 2021. The production was based on market demand.