

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

MINUTES OF THE FIFTY-THIRD ANNUAL GENERAL MEETING (“53RD AGM”) OF KECK SENG (MALAYSIA) BERHAD (“KSM” OR “COMPANY”) CONDUCTED ENTIRELY 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, 26 MAY 2023 AT 10.00 A.M.

Present at Broadcast Venue : Encik Mahathir Bin Mohamed Ismail – Independent Non-Executive Director (Chair of the meeting)
Mr Too Hing Yeap @ Too Heng Yip – Senior 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 Gan Kim Buan – Financial Consultant
Mr Reuson Seet – Group Accountant
Mr Tan Jin Xiang } Representing Ernst & Young PLT
Ms Sarah Choo }
Ms Megan Song – Representative of Tricor Corporate Services Sdn. Bhd.

The shareholders/corporate representatives/proxies who attended the 53rd AGM remotely via Remote Participation and Voting (“RPV”) facilities is as per the Summary of Attendance List.

1. CHAIRMAN

Encik Mahathir Bin Mohamed Ismail (“**En Mahathir**”), presided as Chairman of the meeting, welcomed all shareholders, proxies and invitees who participated in the 53rd AGM of the Company.

He then introduced the members of the Board, Senior Management, Company Secretary and the representative from Ernst & Young PLT (the external auditors) to the attendees.

2. QUORUM

En Mahathir informed that the quorum for a virtual general meeting is determined by the number of shareholders and proxies who logged-in at the commencement of the meeting.

There being a quorum, En Mahathir called the meeting to order.

3. NOTICE

The Notice of the 53rd AGM dated 27 April 2023 (“**the Notice**”), having been circulated to all the shareholders of the Company within the prescribed period, was taken as read.

4. POLLING PROCEDURE AND ADMINISTRATIVE MATTERS

En Mahathir 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.

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

En Mahathir 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.

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 2022 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 2022 together with the Reports of Directors and Auditors thereon (“**AFS 2022**”), having been circulated to all the shareholders of the Company within the statutory period, were tabled to the meeting for discussion.

En Mahathir informed that the AFS 2022 were meant for discussion only as the Companies Act 2016 does not require a formal approval of the shareholders. Hence, the AFS 2022 were not put forward for voting. He further informed that questions raised by the 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, En Mahathir declared that the AFS 2022 were duly received by the shareholders.

6. ORDINARY RESOLUTIONS AND SPECIAL RESOLUTION

En Mahathir went through each of the motions set out in the Notice. He informed the meeting that Mr Chan Lui Ming Ivan had expressed his intention not to seek re-election as Director of the Company. Hence, he would retire after the conclusion of the 53rd AGM. Mr Ho Chung Tao, the alternate to Mr Chan Lui Ming Ivan, would vacate office on the same day in accordance with the Constitution of the Company.

7. Q&A SESSION

En Mahathir 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.

Accordingly, the meeting continued with the Q&A session. Questions raised by the shareholders and proxies that were submitted 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 remotely via RPV application.

Upon the closing of the voting session, the meeting was adjourned for the tabulation of poll results by the independent scrutineer.

9. ANNOUNCEMENT OF POLL RESULTS

The meeting resumed at 11.05 a.m. after obtaining the validated poll results from the independent scrutineer. The results of the poll were presented to the meeting. En Mahathir 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 2022

By a vote of 170,781,716 shares (representing 97.7269%) voted for and 3,972,384 shares (representing 2.2731%) voted against the resolution, it was **RESOLVED:-**

THAT the payment of Directors' fees of RM1,085,000 for the financial year ended 31 December 2022 be and is hereby approved.

ORDINARY RESOLUTION 2

Payment of Directors' Benefits up to an aggregate amount of RM350,000 from the date of the 53rd Annual General Meeting ("AGM") until the next AGM of the Company

By a vote of 170,638,709 shares (representing 97.5950%) voted for and 4,204,984 shares (representing 2.4050%) voted 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 53rd AGM until the next AGM of the Company be and is hereby approved.

ORDINARY RESOLUTION 3

Re-election of Director – Tai Lam Shin

By a vote of 194,409,053 shares (representing 97.9530%) voted for and 4,062,804 shares (representing 2.0470%) voted against the resolution, it was **RESOLVED:-**

THAT Tai Lam Shin 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 – Liew Foong Yuen

By a vote of 194,409,053 shares (representing 97.9530%) voted for and 4,062,804 shares (representing 2.0470%) voted against the resolution, it was **RESOLVED:-**

THAT Liew Foong Yuen 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-appointment of Auditors

By a vote of 194,441,803 shares (representing 97.9537%) voted for and 4,062,054 shares (representing 2.0463%) voted 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.

SPECIAL RESOLUTION

Waiver of Pre-emptive Rights pursuant to Section 85 of the Companies Act 2016

By a vote of 194,372,456 shares (representing 97.9370%) voted for and 4,094,419 shares (representing 2.0630%) voted against the resolution, it was **RESOLVED:-**

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 12(3) of the Constitution of the Company, approval be and is hereby given for the waiver of the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company to the allottees subject to the passing of Ordinary Resolution 6 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016.

ORDINARY RESOLUTION 6

Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

By a vote of 194,311,740 shares (representing 97.8635%) voted for and 4,242,117 shares (representing 2.1365%) voted against the resolution, it was **RESOLVED:-**

THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights under Section 85 of the Companies Act 2016 and 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 7

Proposed Renewal of Shareholders' Mandate for Share Buy-Back

By a vote of 194,408,853 shares (representing 97.9124%) voted for and 4,145,004 shares (representing 2.0876%) voted 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

There being no further business, the meeting concluded at 11.10 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

MAHATHIR BIN MOHAMED ISMAIL
CHAIR OF THE MEETING

Date: 11 July 2023

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

SUMMARY OF QUESTIONS AND ANSWERS FOR THE FIFTY-THIRD ANNUAL GENERAL MEETING (“53RD AGM”) OF KECK SENG (MALAYSIA) BERHAD (“KSM” OR “COMPANY”) CONDUCTED ENTIRELY 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, 26 MAY 2023 AT 10.00 A.M.

The following are the questions received during the 53rd AGM (including those which were not addressed during the meeting), some of the questions have been moderated for brevity and clarity:-

- Q1) (a) Please provide updates on the Group’s (i) investment in A2I Holdings S.A R.L (“A2I”); and (ii) hotels in the United States of America.**
- (b) Did the Company receive any distribution/dividend from A2I in 2022?**
- A1) (a) (i) The A2I’s revenue and earnings before interest, taxes, depreciation and amortisation (EBITDA) had recovered to about 90% and 70% of pre-Covid level in 2019, respectively.
(ii) In general, the hotels’ operations in North America were recovering well to pre-Covid level. However, its profit margin has been affected by global inflation cost, particularly on labour cost.
- (b) A2I is still unable to pay any dividend due to high gearing level.
- Q2) Despite having a huge cash balance in the Company’s balance sheet, the dividend payout ratio is very low as compared with other cash-rich companies listed on Bursa Malaysia Securities Berhad. Loyal shareholders are not getting reasonable regular returns in dividend payout despite holding the shares for years. The Executive Directors instead are getting good remuneration. Hope the Board will act on this matter.**
- A2) The Company had increased its dividend payments from zero payment for the financial year (“FY”) 2020 (due to Covid pandemic) to 5 sen for FY 2021 and a total of 14 sen for FY 2022. The Board will maintain a reasonable and prudent dividend policy.
- Q3) (a) Can the Management provide the (i) CPO (crude palm oil) price forecast for 2023, (ii) production guidance; and (iii) profitability for Plantation segment for 2023?**
- (b) What is the pipeline projects for 2023 and the future outlook of Property segment?**
- (c) Please explain on (i) whether the current rising cement price affecting the Company’s profitability and will there be any margin compression for 2023; and (ii) how is the Company going to mitigate this?**
- A3) (a) (i) The market experts anticipate the CPO price for 2023 to be in the range of RM3,500 – RM3,800 per tonne.
(ii) The Management is unable to provide production guidance for Plantation segment for 2023 due to volatile weather conditions.
(iii) The profitability of the Plantation segment was affected by the adverse weather conditions. The current production of the fresh fruit bunches (FFB) is lower than the preceding period.

- (b) The Company will continue with the ongoing phases in Bandar Baru Kangkar Pulai (BBKP), along with the new pipeline projects in 2023 i.e. Ruby Hills @ BBKP, Double-Storey Clusters, Citrine Hills, Double-Storey Terraces @ BBKP; and Single and Double-Storey Terraces @ Tanjong Puteri Resort (TPR).

The Management plans to have an opening of TD Central – a commercial district in Taman Daya (TD) in the second half of 2023 and to launch more phases in BBKP, TPR and TD in the next two to three years.

- (c) (i) The Property segment had suffered lower margin and higher operating expenses due to the rising building materials, construction and labour costs.
(ii) The Management will mitigate the impact of rising construction costs by moderating the price of houses and adopt an economical housing design. The Management will ensure that the two mitigating measures remain equally attractive to home buyers.

Q4) Any plan for bonus issue of shares or special dividends to shareholders.

A4) There is no plan for bonus issue of shares or special dividends at this point in time.

Q5) What is the gross development value (GDV) for those property launches?

A5) The work in progress GDV for BBKP is approximately RM228 million whilst for TPR, it is about RM40 million.

Q6) Will the Company reward shareholders with another dividend in August 2023?

A6) The Board had recently declared and paid a final dividend of 9 sen on 18 May 2023 and has no plan for the second dividend payout at this juncture.

Q7) Request for e-wallet/e-voucher/doorgift to attendees as a token of appreciation.

A7) There will be no distribution of e-wallet/e-voucher/doorgift as envisaged in the Company's Administrative Guide for the 53rd AGM circulated together with the notice of the meeting. The Board appreciates the participation of the shareholders/proxies in the 53rd AGM.