

KEN HOLDINGS BERHAD

[Registration No. 198301010855 (106173-M)]
(Incorporated in Malaysia)

MINUTES OF KEN HOLDINGS BERHAD'S 38TH ANNUAL GENERAL MEETING HELD AT THE SPACE, LEVEL 2, MENARA KEN TTDI, NO. 37, JALAN BURHANUDDIN HELMI, TAMAN TUN DR ISMAIL, 60000 KUALA LUMPUR ON WEDNESDAY, 25 MAY 2022, AT 10.00 A.M.

Present	: Name	<i>Designation</i>
Board of Directors	: Dato' Tan Boon Kang	<i>(Group Executive Chairman)</i>
	: Ir. Tan Chek Siong	<i>(Group Managing Director)</i>
	: Mr. Tan Moon Hwa	<i>(Executive Director)</i>
	: YAM Dato' Seri Syed Azni Ibni Almarhum Tuanku Syed Putra Jamalullail	<i>(Independent Non-Executive Director)</i>
	: Dato' Ir. Dr. Ashaari bin Mohamad	<i>(Independent Non-Executive Director)</i>
	: Mr. Loo Pak Soon	<i>(Non-Independent Non-Executive Director)</i>
	Senior Management In Attendance	: Ms. Jasmine Tan
: Ms. Andrea Huong Jia Mei		<i>(Company Secretary)</i>
By Invitation	: Tricor Investor & Issuing House Services Sdn Bhd.	<i>(Poll Administrator)</i>
	: Value Creator Consultancy	<i>(Independent Scrutineer)</i>
	: Shareholders and Proxy Holders/Corporate Representative – as per attendance lists participated through online platform	

MINUTES

1. CHAIRMAN

Dato' Tan Boon Kang ("Dato Chairman") chaired the meeting.

2. WELCOMING ADDRESS

Dato' Chairman welcomed all shareholders, proxies or corporate representative to the Thirty Eighth Annual General Meeting ("38th AGM") of Ken Holdings Berhad ("KEN" or "the Company").

3. NOTICE

Dato' Chairman informed that, the notice of meeting ("Notice of 38th AGM"), had been sent to all shareholders within the prescribed period and has also been advertised in The News Straits Times newspaper on 26 April 2022. The Notice of the 38th AGM were then taken as read.

4. INTRODUCTION OF THE BOARD MEMBERS

Dato' Chairman, then proceed by introducing the members of the Board.

5. QUORUM

Dato' Chairman confirmed that a quorum was present for the meeting pursuant to Clause 69 of the Constitution of the Company.
Dato' Chairman called the meeting to order at 10.00 a.m.

6. POLL VOTING AND ADMINISTRATIVE DETAILS

Dato' Chairman informed the shareholders that all resolutions as set out in the Notice of 38th AGM would be put to vote by way of poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

He also informed the shareholders that Tricor Investor & Issuing House Services Sdn. Bhd. had been appointed as the poll administrator to conduct the poll, whilst Value Creator Consultancy had been appointed as scrutineer to validate the votes cast and verify the poll results.

Dato' Chairman then invited the Secretary to explain the procedures for the poll.

7. BUSINESSES OF MEETING

Dato' Chairman proceeded with the business of the meeting as set out in the Notice of the 38th AGM.

8. ORDINARY BUSINESS

AGENDA ITEM NO. 1 - AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Dato' Chairman dealt with the first agenda item, which was to receive the Audited Financial Statements for the financial year ended 31 December 2021, together with the Reports of the Directors and Auditors thereon.

Dato' Chairman explained that the agenda item was meant for discussion only as the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016 do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this agenda item was not put forward for voting.

Dato' Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2021, together with the Reports of the Directors and Auditors thereon, were properly laid and received in accordance with the Companies Act 2016.

9. AGENDA ITEM NO. 2

**ORDINARY RESOLUTION 1:
TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF
RM120,000/- IN RESPECT OF THE FINANCIAL YEAR ENDED 31
DECEMBER 2021**

Dato' Chairman tabled Ordinary Resolution 1 on the payment of Directors' fees of RM120,000/- in respect of the financial year ended 31 December 2021, the details of which were set out under Ordinary Resolution 1 under the Notice of AGM.

10. AGENDA ITEM NO. 3

**ORDINARY RESOLUTION 2:
TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS TO THE
NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT OF RM50,000
FROM 26 MAY 2022, BEING THE DAY AFTER THE 38TH ANNUAL
GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL
MEETING OF THE COMPANY**

Dato' Chairman tabled Ordinary Resolution 2 on the payment of Directors' Benefits to the Non-Executive Directors up to an amount of RM50,000 from 26 May 2022, being the day after the 38th AGM until the next AGM of the Company, the details of which were set out under Ordinary Resolution 2 under the Notice of AGM.

11. AGENDA ITEM NO. 4

**ORDINARY RESOLUTIONS 3 AND 4:
TO RE-ELECT THE FOLLOWING DIRECTORS, WHO ARE
RETIRING PURSUANT TO CLAUSE 114 OF THE CONSTITUTION
OF THE COMPANY AND BEING ELIGIBLE, HAVE OFFERED
THEMSELVES FOR RE-ELECTION**

The meeting then moved on to agenda item no. 4 on the re-election of Directors who would be retiring in accordance with the Constitution of the Company and had offered themselves for re-election.

Dato' Chairman informed that the following Directors, who will be retiring pursuant to the Company's Constitution, had offered themselves for re-election:

- (i) Dato' Ir. Dr. Ashaari bin Mohamad; and
- (ii) Mr. Loo Pak Soon.

The Meeting noted that the Board had endorsed the recommendation from the Nomination Committee that the Directors who were retiring in accordance with the Company's Constitution were eligible to stand for re-election.

12. AGENDA ITEM NO. 5

**ORDINARY RESOLUTION 5:
RE-APPOINTMENT OF UHY AS AUDITORS OF THE COMPANY
AND TO AUTHORISE THE DIRECTORS TO FIX THEIR
REMUNERATION**

Dato' Chairman tabled Resolution 5 of the agenda pertaining to the re-appointment of UHY as Auditors of the Company until the conclusion of the next AGM, at a remuneration to be determined by the Board of Directors of the Company. Dato' Chairman informed that UHY had indicated their willingness to continue their services to the Company.

SPECIAL BUSINESS

13. AGENDA ITEM NO. 6

**ORDINARY RESOLUTION 6:
AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY
PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT
2016**

Dato' Chairman tabled Ordinary Resolution 6, under Special Business of the agenda, which was to obtain the shareholders' approval for the Directors to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, pursuant to Sections 75 and 76 of the Companies Act 2016.

Dato' Chairman informed that the rationale for the proposed mandate is explained in item (c) on Explanatory Notes to Special Business of the Notice of 38th AGM.

14. AGENDA ITEM NO. 7

**ORDINARY RESOLUTION 7:
PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY- BACK**

Dato' Chairman tabled Resolution 7 of the agenda pertaining to the proposed renewal of the existing shareholder mandate to purchase up to 10% of the total number of issued shares of the Company.

Dato' Chairman informed that the details of the proposed renewal of authority for share buy-back are stated in the Share Buy Back Statement dated 26 April 2022.

15. AGENDA ITEM NO. 8

**ORDINARY RESOLUTION 8:
RETENTION OF YAM DATO' SERI SYED AZNI IBNI ALMARHUM
TUANKU SYED PUTRA JAMALULLAIL AS INDEPENDENT NON-
EXECUTIVE DIRECTOR**

Dato' Chairman tabled Resolution 8 of the agenda pertaining to the retention of YAM Dato' Seri Syed Azni Ibni Almarhum Tuanku Syed Putra Jamalullail who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, be retained as an Independent Non-Executive Director of the Company until the conclusion of the next AGM or at any adjournment thereof.

16. AGENDA ITEM NO. 9

**ORDINARY RESOLUTION 9:
RETENTION OF DATO' IR. DR. ASHAARI BIN MOHAMAD AS
INDEPENDENT NON-EXECUTIVE DIRECTOR**

Dato' Chairman tabled Resolution 9 of the agenda pertaining to the retention of Dato' Ir. Dr. Ashaari bin Mohamad who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, be retained as an Independent Non-Executive Director of the Company until the conclusion of the next AGM or at any adjournment thereof.

**17. TO TRANSACT ANY OTHER BUSINESS OF WHICH DUE NOTICE
SHALL HAVE BEEN GIVEN IN ACCORDANCE WITH THE
COMPANIES ACT 2016 AND THE COMPANY'S CONSTITUTION**

Dato' Chairman informed that the Company had not received any notice to deal with any other business for which due notice is required to be given pursuant to the Companies Act 2016.

18. QUESTION AND ANSWER SESSION ("Q&A Session")

Dato' Chairman answered a question raised from one shareholder during the AGM.

The question and the reply from the Company is as follows:

Question 1: Shareholder

Is there any plan for declaration of dividend?

Answer 1: Dato' Tan Boon Kang ("Dato' Chairman")

Dato' Chairman informed that the Company plans to set aside sufficient funds for working capital as there is currently no new development at the moment. Nevertheless, the Company will consider declaring dividend if the Group's performance improves in the coming years.

19. VOTING

The Dato' Chairman further informed that the meeting be adjourned for approximately 30 minutes or until the poll administrators have completed compiling the poll results and the scrutineers completed verifying the results.

20. DECLARATION OF POLL RESULTS

Upon the completion of the vote counting, the Dato' Chairman informed that as advised by the independent scrutineer, the poll resolutions were as follows:

Ordinary Resolution	VOTED FOR		VOTED AGAINST		Results
	No. of Shares	%	No. of Shares	%	
Resolution 1: To approve the payment of Directors' fees of RM120,000/- from 1 January 2021 till the next AGM of the Company or any adjournment.	116,596,882	100.000	0	0	CARRIED
Resolution 2: To approve the payment of Directors benefits to the Non-Executive Directors up to an amount of RM50,000 from 26 May 2022, being the day after the 38th Annual General Meeting until the next Annual General Meeting of the Company.	116,596,882	100.000	0	0	CARRIED
Resolution 3: To re-elect Dato Ir. Dr. Ashaari bin Mohamad who retire pursuant to Clause 114 of the Company's Constitution and, being eligible, offer himself for re-election.	133,824,340	100.000	0	0	CARRIED
Resolution 4: To re-elect Mr. Loo Pak Soon who retire pursuant to Clause 114 of the Company's Constitution and, being eligible, offer himself for re-election.	133,824,340	100.000	0	0	CARRIED
Resolution 5: To re-appoint UHY as Auditors of the Company and to authorise the Directors to fix their remuneration.	133,824,340	100.000	0	0	CARRIED
Resolution 6: Authority to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016.	133,824,340	100.000	0	0	CARRIED

Resolution 7: Proposed Renewal of Authority for Share Buy-Back	133,824,340	100.000	0	0	CARRIED
Resolution 8: Retention of YAM Dato Seri Syed Azni Ibni Almarhum Tuanku Syed Putra Jamalullail as Independent Non-Executive Director.	133,824,340	100.000	0	0	CARRIED
Resolution 9: Retention of Dato Ir. Dr. Ashaari bin Mohamad as Independent Non-Executive Director.	133,824,340	100.000	0	0	CARRIED

Based on the above poll results, Dato' Chairman declared that all resolutions tabled and voted at this meeting were carried.

It was resolved as follows :-

Ordinary Resolution 1 –

To approve the payment of Directors' fees of RM120,000/- from 1 January 2021 till the next AGM of the Company or any adjournment.

THAT, the payment of Director Fees amounting to RM120,000 from 1 January 2021 till the next AGM of the company be hereby approved.

Ordinary Resolution 2 –

To approve the payment Directors' Benefits to the Non-Executive Directors up to an amount of RM50,000 from 26 May 2022, being the day after the 38th AGM until the next AGM of the Company.

THAT, the payment of Directors' Benefits to the Non-Executive Directors up to an amount of RM50,000 from 26 May 2022, being the day after the 38th AGM until the next AGM of the Company. be hereby approved.

Ordinary Resolution 3 –

To re-elect Dato' Ir. Dr. Ashaari bin Mohamad who retire by rotation pursuant to Clause 114 of the Company's Constitution and, being eligible, offer himself for re-election.

THAT, Dato' Ir. Dr. Ashaari bin Mohamad, A Director retiring in accordance with Clause 114 of the Company's Constitution of the Company and being eligible, be hereby re-elected as Director of the Company.

Ordinary Resolution 4 –

To re-elect Mr. Loo Pak Soon who retire by rotation pursuant to Clause 114 of the Company's Constitution and, being eligible, offer himself for re-election

THAT, Mr. Loo Pak Soon, A Director retiring in accordance with Clause 114 of the Company's Constitution of the Company and being eligible, be hereby re-elected as Director of the Company.

Ordinary Resolution 5 –

To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration.

THAT Messrs. UHY be hereby re-appointed as the external Auditors of the Company and to hold office until the conclusion of the next Annual general Meeting AND THAT the Directors be hereby authorised to fix their remuneration.

Ordinary Resolution 6 –

Authority to allot and Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016

Dato' Chairman declared that Ordinary Resolution 6 was carried and it was resolved:

"THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements"), Additional Temporary Relief Measures to Listed Corporations for Covid-19, issued by Bursa Securities on 16 April 2020, its subsequent letter dated 23 December 2021 on extension of implementation of the 20% General Mandate and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("20% General Mandate"); AND

THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities which would be utilised before 31 December 2022 and thereafter, the 10% general mandate will be reinstated;

AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.

AND THAT authority be and is hereby given to the Directors to do all acts including executing all relevant documents as he/they may consider expedient or necessary to complete and give full effect to the abovesaid mandate."

Ordinary Resolution 7 –

Proposed Renewal of Authority for Share Buy - Back

Dato' Chairman declared that Ordinary Resolution 7 was carried and it was resolved:

"THAT, subject to compliance with Section 127 of the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws and regulations, the Company be and is hereby authorised to allocate an amount not exceeding the total available retained profits of the Company for the purpose of and to purchase such amount of ordinary shares in the Company ("Proposed Purchase") as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;

AND THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to retain the shares as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder AND THAT the Directors are further authorised to resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends to the Company's shareholders or to deal with the treasury shares in the manners as allowed by the Act;

AND THAT the Directors be and are hereby empowered to carry out the above immediately upon the passing of this resolution and from the date of the passing of this resolution until:

- (i) the conclusion of the next AGM of the Company, following this at which time the authority shall lapse unless by an ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM is required by law to be held; or

- (iii) revoked or varied by ordinary resolution passed by the shareholders at a general meeting,

whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provision of the Listing Requirements and any other relevant authorities AND THAT authority be and is hereby given to Directors of the Company to take all steps as are necessary and/ or to do all such acts and things as the Directors deem fit and expedient in the interest of the Company to give full effect to the Proposed Purchase with full powers to assent to any condition, modification, revaluation, variation and/or amendment (if any) as may be imposed by the relevant authorities."

Ordinary Resolution 8 –

To retain YAM Dato' Seri Syed Azni Ibni Almarhum Tuanku Syed Putra Jamalullail as an Independent Non-Executive Director of the Company until the conclusion of the next AGM or at any adjournment thereof.

THAT, YAM Dato' Seri Syed Azni Ibni Almarhum Tuanku Syed Putra Jamalullail be retained as an Independent Non-Executive Director of the Company until the conclusion of the next AGM or at any adjournment thereof.

Ordinary Resolution 9 –

To retain Dato' Ir. Dr. Ashaari bin Mohamad as an Independent Non-Executive Director of the Company until the conclusion of the next AGM or at any adjournment thereof.

THAT, Dato' Ir. Dr. Ashaari bin Mohamad be retained as an Independent Non-Executive Director of the Company until the conclusion of the next AGM or at any adjournment thereof.

21. CLOSURE OF MEETING

There being no further business, the 38th AGM of the Company was declared closed at 10.40 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A CORRECT RECORD

DATO' TAN BOON KANG
CHAIRMAN FOR THE 38TH AGM
Date: 25 MAY 2022