

**KGW GROUP BERHAD**  
**Registration No. 202201009353 (1455050-D)**  
(Incorporated in Malaysia)

Minutes of the 2<sup>nd</sup> Annual General Meeting (“2<sup>nd</sup> AGM” or the “Meeting”) of **KGW GROUP BERHAD** (“**KGW**” or “**the Company**”) duly held and conducted on a virtual basis through live streaming and online remote voting via online meeting platform at [www.swsb.com.my](http://www.swsb.com.my) provided by ShareWorks Sdn. Bhd. (“**ShareWorks**”) from the Broadcast Venue at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) on **Friday, 31 May 2024 at 10.00 a.m.**

---

**PRESENT**

**BOARD OF DIRECTORS** : Yang Mulia Tengku Faizwa binti Tengku Razif (Independent Non- Executive Chairman)  
: Dato’ Roger Wong Ken Hong (Managing Director)  
: Cheok Hui Yen (Executive Director)  
: Lim Joo Seng (Independent Non-Executive Director)  
: Lean Sze Yau (Independent Non-Executive Director)  
: Lee Li Choon (Independent Non-Executive Director)

**MEMBERS AND PROXIES** : As per attendance list

**BY INVITATION** : Guests as per attendance list

**IN ATTENDANCE** : Ms. Thong Pui Yee

1. **NOTICE OF MEETING**

The Chairman extended a warm welcome to the Members and proxies present to the 2<sup>nd</sup> AGM of the Company, took the chair and called the Meeting to order at 10.00 a.m.

2. **WELCOME ADDRESS**

The Chairman extended a warm welcome to the Members and proxies present and introduced the members of the Board of Directors (“**Board**”), the Company Secretary and the Auditors present.

3. **QUORUM**

The Company Secretary confirmed the presence of a requisite quorum for the Meeting.

4. **NOTICE OF MEETING**

The Company Secretary informed that Notice of the Meeting (“**Notice**”) had been despatched to all the Members and the Auditors of the Company and advertised in the New Straits Times on 30 April 2024 in accordance with the Company’s Constitution. The Notice was taken as read.

5. **POLL VOTING**

The Chairman explained that the voting on all the Ordinary Resolutions as set out in the Notice of the Meeting would be conducted by way of poll in accordance with Rule 8.31A(1)

of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad via electronic voting. For this purpose, the Chairman exercised her right as the Chairman of the Meeting to demand for a poll in accordance with Clause 94 of the Company's Constitution in respect of all the resolutions which would be put to voting at the Meeting.

The Company had appointed ShareWorks as Poll Administrator to conduct the e-polling process for the Meeting and Aegis Communication Sdn. Bhd. as Independent Scrutineer to verify the poll results.

The voting session had commenced at 10.00 a.m.

The Chairman informed the Meeting that in order to ensure the orderliness of the proceeding of the Meeting, the Board members would deal with the questions received from the Members and proxies after the presentation of all Agenda items to be transacted at the Meeting.

A short video by ShareWorks was played to demonstrate to the Members and proxies who were present at the Meeting on the procedure and process for posing questions and online voting.

## 6. **AGENDAS FOR THE MEETING**

The Chairman then proceeded to brief the Members and proxies present on the Agendas for the Meeting.

i. **Audited Financial Statements of the Company for the financial year ended 31 December 2023 ("FYE 2023") together with the Report of the Directors and Auditors thereon ("AFS 2023")**

The AFS 2023 were laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only and did not require Members' approval. Hence, the AFS 2023 would not be put forward for voting.

ii. **Payment of Non-Executive Directors' fees and benefits for the FYE 2023**

**Ordinary Resolution 1** was to consider the proposed payment of Non-Executive Directors' fees and benefits of up to RM83,000.00 for the FYE 2023.

iii. **Payment of Non-Executive Directors' fees and benefits for the financial year ending 31 December 2024 ("FYE 2024")**

**Ordinary Resolution 2** was to consider the proposed payment of Non-Executive Directors' fees and benefits of up to RM236,000.00 for the FYE 2024.

iv. **Payment of Non-Executive Directors' fees and benefits for the financial year ending 31 December 2025 ("FYE 2025")**

**Ordinary Resolution 3** was to consider the proposed payment of Non-Executive Directors' fees and benefits of up to RM236,000.00 for the FYE 2025.

v. **Re-election Dato' Roger Wong Ken Hong as Director of the Company.**

**Ordinary Resolution 4** was to consider the re-election of Dato' Roger Wong Ken Hong ("**Dato' Roger**") as Director, who retired by rotation pursuant to Clause 135 of the Company's Constitution and who being eligible, had offered himself for re-election.

Dato' Roger's profile was set out on page 8 of the Annual Report for the financial year ended 31 December 2023 ("**Annual Report 2023**").

vi. **Re-election Ms. Lim Joo Seng as Director of the Company.**

**Ordinary Resolution 5** was to consider the re-election of Ms. Lim Joo Seng ("**Ms. Lim**") as Director, who retired by rotation pursuant to Clause 135 of the Company's Constitution and who being eligible, had offered herself for re-election. Ms. Lim's profile was set out on page 10 of the Annual Report 2023.

vii. **Re-appointment of Auditors.**

**Ordinary Resolution 6** was to consider the proposed re-appointment of Ecovis Malaysia PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

The representative of Auditors introduced themselves to the Members and proxies present.

Ecovis Malaysia PLT had expressed their willingness to continue in office.

viii. **Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016").**

**Ordinary Resolution 7** was to consider the grant of a general mandate to the Directors of the Company to allot and issue shares pursuant to Sections 75 and 76 of the CA 2016 ("**Proposed General Mandate**")

7. **ANY OTHER BUSINESS**

The Company Secretary confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

8. **QUESTIONS AND ANSWERS ("Q&A") SESSION**

There were no questions received from the Members and proxies present. The Q&A session was then concluded.

9. **POLLING PROCESS**

At 10.15 a.m., the Chairman reminded the Members and proxies present that the voting session would be continued for another 5 minutes. A video presentation on the voting guidance was displayed on the screen again to assist the Members and proxies in casting their votes.

The voting session closed at 10.20 a.m. The Chairman then adjourned the Meeting for the Independent Scrutineer to verify the poll results.

10. **ANNOUNCEMENT OF POLL RESULTS**

At 10.38 a.m., the Chairman called the Meeting to order for the declaration of the poll result. The Company Secretary informed that the Chairman had received the poll results which had been validated by the Independent Scrutineers and displayed on the screen as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Ordinary Resolution 1</b>	359,335,104	99.9989	4,110	0.0011
<b>Ordinary Resolution 2</b>	359,314,404	99.9980	7,110	0.0020
<b>Ordinary Resolution 3</b>	359,314,404	99.9980	7,110	0.0020
<b>Ordinary Resolution 4</b>	360,871,504	99.9951	17,710	0.0050
<b>Ordinary Resolution 5</b>	360,889,204	100	10	0
<b>Ordinary Resolution 6</b>	360,889,204	100	10	0
<b>Ordinary Resolution 7</b>	360,882,204	99.9981	7,010	0.0019

The Chairman then declared all the Ordinary Resolutions 1 to 7 were carried and passed as follows:

**Ordinary Resolution 1**

**Payment of Non-Executive Directors' fees and benefits for the FYE 2023**

“**THAT** the payment of Non-Executive Directors' fees and benefits of up to RM83,000.00 for the FYE 2023 be and is hereby approved.”

**Ordinary Resolution 2**

**Payment of Non-Executive Directors' fees and benefits for the FYE 2024**

“**THAT** the payment of Non-Executive Directors' fees and benefits of up to RM236,000.00 for the FYE 2024 be and is hereby approved.”

**Ordinary Resolution 3**

**Payment of Non-Executive Directors' fees and benefits for the FYE 2025**

“**THAT** the payment of Non-Executive Directors' fees and benefits of up to RM236,000.00 for the FYE 2025 be and is hereby approved.”

**Ordinary Resolution 4**

**Re-election of Dato' Roger as Director of the Company**

“**THAT** Dato' Roger who retires by rotation pursuant to Clause 135 of the Company's Constitution, being eligible and having offered himself for re-election, be and is hereby re-elected as Director of the Company.”

**Ordinary Resolution 5**

**Re-election of Ms. Lim as Director of the Company**

“**THAT** Ms. Lim who retires by rotation pursuant to Clause 135 of the Company's Constitution, being eligible and having offered herself for re-election, be and is hereby re-elected as Director of the Company.”

**Ordinary Resolution 6**  
**Re-appointment of Auditors**

“**THAT** Ecovis Malaysia PLT be and are hereby re-appointed as Auditors of the Company until the conclusion of the next annual general meeting at a remuneration to be fixed by the Directors.”

**Ordinary Resolution 7**  
**Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the CA 2016**

“**THAT** subject always to the CA 2016, the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the CA 2016 to allot and issue shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being and that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company 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 (“**Proposed General Mandate**”);

**THAT** approval be and is hereby given for the waiver of the statutory pre-emptive rights of the existing shareholders of the Company to be offered new shares in proportion to their shareholdings ranking equally to the existing issued shares of the Company pursuant to Section 85 of the CA 2016 and Clause 65 of the Constitution of the Company arising from any issuance of New Shares pursuant to the Proposed General Mandate;

**AND THAT** the Board of Directors (“**Board**”) of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company arising from any issuance of new shares pursuant to the Proposed General Mandate.”

11. **CLOSE OF MEETING**

There being no other business, the Meeting ended at 10.41 a.m. with a vote of thanks to the Chair.

**C O N F I R M E D**

**YANG MULIA TENGKU FAIZWA BINTI TENGKU RAZIF**  
Chairman

Date: 31 May 2024