KGW GROUP BERHAD

Registration No. 202201009353 (1455050-D)
(Incorporated in Malaysia)

Minutes of the 3rd Annual General Meeting ("**AGM**" or the "**Meeting**") of **KGW GROUP BERHAD** (**"the Company"**) duly held and conducted at St. Andrew 1 & 2, Level 2, Block B, Glenmarie Hotel & Golf Resort, No. 1, Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan on **Friday**, **28 May 2025** at **10.00 a.m.**

PRESENT

BOARD OF DIRECTORS	:	Yang Mulia Tengku Faizwa binti Tengku Razif ("**Tengku Chairwoman**") - Independent Non- Executive Chairwoman
	:	Dato' Roger Wong Ken Hong ("**Dato' Roger**") - Managing Director
	:	Cheok Hui Yen ("**Ms. Cheok**") - Executive Director
	:	Lim Joo Seng ("**Ms. Lim**") - Independent Non-Executive Director
	:	Lean Sze Yau ("**Mr. Lean**") - Independent Non-Executive Director
	:	Lee Li Choon ("**Ms. Grace**") - Independent Non-Executive Director
SHAREHOLDERS AND PROXIES	:	As per attendance list
BY INVITATION	:	Guests as per attendance list
IN ATTENDANCE	:	Ms. Thong Pui Yee – Company Secretary Ms. Amirul Syafiqah – Representative of Shareworks Sdn. Bhd.

1. **CHAIRPERSON**

The Chairwoman extended a warm welcome to the Shareholders and proxies present to the 3rd AGM of the Company, took the chair and called the Meeting to order at 10.00 a.m. The Chairwoman then proceeded to introduce the Shareholders of the Board of Directors ("**Board**"), the Company Secretary and the Auditors present.

2. **QUORUM**

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

3. **NOTICE OF MEETING**

The Company Secretary informed that Notice of the Meeting ("**Notice**") had been despatched to all the Shareholders and the auditors of the Company and advertised in the New Straits Times on 29 April 2025 in accordance with the Company's Constitution. The Notice was taken as read.

4. **POLL VOTING**

The Chairwoman 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 device. For this purpose, The Chairwoman exercised her right as the Chairwoman 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 Chairwoman informed the Meeting that she would be reading out each resolution put forth at the Meeting, and would invite shareholders to raise questions, after which, she would proceed to the next item on the agenda. Upon completion, the Company Secretary would assist the shareholders by explaining the balloting process.

Shareworks Sdn. Bhd. acted as the poll administrator to conduct the polling process whilst Sharepolls Sdn. Bhd. was appointed as the Independent Scrutineer to verify the poll results and announce the results of the poll at the end of the Meeting.

5. **AGENDAS FOR THE MEETING**

The Chairwoman then proceeded to brief the Shareholders and proxies present on the Agendas for the Meeting.

i. **To receive the Audited Financial Statements ("AFS") of the Company for the financial year ended 31 December 2024 together with the Report of the Directors and Auditors thereon.**

The AFS 2024 were laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only and did not require Shareholders' approval. Hence, the AFS 2024 would not be put forward for voting.

There being no questions raised from the floor, the Meeting proceeded to the next item on agenda.

ii. **Payment of Non-Executive Directors' fees and benefits for the financial year ending 31 December 2026.**

Ordinary Resolution 1 was to consider the proposed payment of Non-Executive Directors' fees and benefits of RM236,000.00 for the financial year ending 31 December 2026.

There being no questions raised from the floor, the Meeting proceeded to the next item on agenda.

iii. **Re-election of Directors of the Company.**

The Chairwoman handed over the chair of the meeting to Dato' Roger, to inform the members on the re-election of herself and Ms. Cheok Hui Yen as Directors.

Dato' Roger informed that **Ordinary Resolution 2** was to consider the re-election of Ms. Cheok Hui Yen 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.

Cheok's profile was set out on page 9 of the Annual Report for the financial year ended 31 December 2024 ("**Annual Report 2024**").

Ordinary Resolution 3 was to consider the re-election of Tengku Chairwoman 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. Her profile was set out on page 7 of the Annual Report 2024.

Dato' Roger then handed the chair of the meeting back to Tengku Chairwoman.

There being no questions raised from the floor, the Meeting proceeded to the next item on agenda.

iv. **Re-appointment of Auditors.**

Ordinary Resolution 4 was to consider the proposed re-appointment of Ecovis Malaysia PLT ("**Ecovis**") as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

Ecovis had expressed their willingness to continue in office.

There being no questions raised from the floor, the Meeting proceeded to the next item on agenda.

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

Ordinary Resolution 5 was proposed to obtain a new general mandate to empower the Directors of the Company to allot and issue shares pursuant to Sections 75 and 76 of the CA 2016 ("**Proposed New General Mandate**")

The Chairwoman referred the Shareholders and proxies present to the explanatory note F of the Notice for details of the Proposed General Mandate.

There being no questions raised from the floor, the Meeting proceeded to the next item on agenda.

vi. **Any Other Business.**

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

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

6. **<u>POLLING PROCESS</u>**

There being no other notice received to transact any other business as confirmed by the Company Secretary, the Chairwoman invited the representative of the polling agent to brief the Meeting on the e-polling procedures.

The representative briefed and guided the Meeting on the procedure for electronic poll voting accordingly. The Meeting was then handed back to the Chairwoman to put the resolutions to vote.

7. **POLLING & ANNOUNCEMENT OF POLL RESULTS**

The Chairwoman put the resolutions on the agenda to vote, and the respective results of the poll voting were displayed immediately after all the votes had been cast as follows: -

ORDINARY RESOLUTION 1
APPROVAL FOR PAYMENT OF DIRECTORS' FEES AND BENEFITS TO THE NON-EXECUTIVE DIRECTORS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2026

	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 1	359,131,167	99.9989	4,000	0.0011

Based on the voting results, the Chairwoman declared the following Ordinary Resolution 1 CARRIED:

"THAT approval be and is hereby given to the Company to approve the payment of Directors' fees and benefits of up to RM236,000.00 to the Non-Executive Directors of the Company for the financial year ending 31 December 2026 payables in arrears after each month of completed service of the Non-Executive Directors during the financial year."

ORDINARY RESOLUTION 2
RE-ELECTION MS. CHEOK HUI YEN AS DIRECTOR OF THE COMPANY

	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 2	360,135,167	100.00	0	0.0000

Based on the voting results, the Chairwoman declared the following Ordinary Resolution 2 CARRIED:

"THAT the retiring Director, Ms. Cheok Hui Yen, who retires pursuant to Clause 135 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

ORDINARY RESOLUTION 3
RE-ELECTION TENGKU FAIZWA BINTI TENGKU RAZIF AS DIRECTOR OF THE COMPANY

	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 3	360,135,167	100.00	0	0.0000

Based on the voting results, the Chairwoman declared the following Ordinary Resolution 3 CARRIED:

"THAT the retiring Director, Tengku Faizwa binti Tengku Razif, who retires pursuant to Clause 135 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

ORDINARY RESOLUTION 4
TO RE-APPOINT ECOVIS MALAYSIA PLT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025 AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 4	360,131,167	99.9989	4,000	0.0011

Based on the voting results, the Chairwoman declared the following Ordinary Resolution 4 CARRIED and as such, ECOVIS MALAYSIA PLT is re-appointed as Auditors of the Company.

ORDINARY RESOLUTION 5
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

	Voted For		Voted Against	
	No. of Votes	%	No. of Votes	%
Ordinary Resolution 5	360,131,167	99.9989	4,000	0.0011

Based on the voting results, the Chairwoman declared the following Ordinary Resolution 5 CARRIED:

8. CLOSE OF MEETING

There being no other business, the Chairwoman concluded the Meeting at 10.17 a.m. and declared the Meeting closed.

On behalf of the Board, the Chairwoman thanked all present for their attendance.

C O N F I R M E D

YANG MULIA TENGKU FAIZWA BINTI TENGKU RAZIF
Chairwoman

Date: 28 May 2025