

KYM HOLDINGS BHD.
(Reg No.: 198201004556) (84303-A)
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting of the Company held at Level 17, KYM Tower, No. 8, Jalan PJU 8/6, Mutiara Damansara, 47800 Petaling Jaya on Wednesday, 8 June 2022 at 11:00 a.m.

Present: Dato' Seri Dr. Isahak bin Yeop Mohamad Shar
Dato' Lim Kheng Yew
Datuk Seri Rahadian Mahmud bin Mohammad Khalil
Dato' Mohd Azmi Bin Othman
Lee Ji Jin Darren
Sharman A/L Arumugam
Gan Chia Hui

Absent with apologies: Dato' Seri Ir. Mohamad Othman bin Zainal Azim
Lim Tze Thean
Tang Kae Sue

Shareholders & Proxies
As per Attendance List

By Invitation: Darren Koh (*Representative from Malacca Securities Sdn Bhd*)
Law Kim Fatt (*Representative from Malacca Securities Sdn Bhd*)
Darren Loo (*Representative from Messrs. Enolil Loo*)

In Attendance: Chee Min Er (Company Secretary)

Chairman: Dato' Seri Dr. Isahak bin Yeop Mohamad Shar

1. CHAIRMAN'S ADDRESS

The Chairman extended a warm welcome to all present and thanked all the shareholders and proxies for attending the Extraordinary General Meeting ("EGM") of KYM Holdings Bhd. Before beginning the proceedings of EGM, the Chairman informed that the attendance at the EGM was restricted to the Company's shareholders and authorized corporate representatives who had registered to attend the meeting.

The Chairman introduced the members of the Board and the Company Secretary who were present at the meeting. Dato' Seri Ir Othman Bin Zainal Azim was not able to attend the meeting due to the personal reason. Due to the medical condition, Mr Lim Tze Thean and Ms Tang Kae Sue were not able to present at the meeting.

2. QUORUM

The Company Secretary, Ms Chee Min Er informed that 14 shareholders and proxies present at the meeting venue. The Company Secretary confirmed the presence of the requisite quorum at the commencement of the Meeting.

There being a quorum, the Chairman called the meeting to order.

3. NOTICE

The Notice of Extraordinary General Meeting dated 24 May 2022, having been circulated in accordance with the Company's Constitution, was taken as read.

4. VOTING BY POLL

The Chairman informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements, any resolutions set out in the notice of any general meeting shall be voted by poll.

The meeting was further informed that Boardroom Share Registrar Sdn. Bhd. had been appointed as the Poll Administrator to conduct the polling process while SKY Corporate Services Sdn Bhd. had been appointed as the independent scrutineer to verify the poll results. The polling process for all resolutions would be conducted upon completion of the deliberation of all items to be transacted at the EGM.

**4. RESOLUTION 1
PROPOSED DISPOSAL BY ANABATIC SDN. BHD. ("ASB"), A WHOLLY-OWNED
SUBSIDIARY OF KYM OF A LEASEHOLD INDUSTRIAL LAND LOCATED IN ULU
LANGAT, SELANGOR DARUL EHSAN ("SUBJECT PROPERTY") FOR A TOTAL CASH
CONSIDERATION OF APPROXIMATELY RM22.975 MILLION ("PROPOSED
DISPOSAL")**

Resolution 1 was duly proposed by Mr Tan Peng Aun and seconded by Mr Lim Sze Jim. As there was no question from the floor, the Chairman proceeded to the next item on the agenda.

**5. RESOLUTION 2
PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARES SCHEME OF UP TO 15%
OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN KYM ("KYM SHARES"
OR THE "SHARES") (EXCLUDING ANY TREASURY SHARES) AT ANY POINT IN TIME
DURING THE TENURE OF THE SCHEME FOR ELIGIBLE DIRECTORS AND
EMPLOYEES OF KYM AND ITS SUBSIDIARIES ("PROPOSED ESS")**

Resolution 2 was duly proposed by Ms Phan Mei Yee and seconded by Mr Tan Peng Aun. As there was no question from the floor, the Chairman proceeded to the next item on the agenda.

**6. RESOLUTION 3
PROPOSED ALLOCATION OF AWARDS TO DATO' SERI DR. ISAHAK BIN YEOP
MOHAMAD SHAR PURSUANT TO THE PROPOSED ESS**

As Dato' Seri Chairman was deemed interested in Resolution 3, Datuk Seri Rahadian Mahmud Bin Mohammad Khalil was invited to chair and preside over the meeting.

Resolution 3 was to approve the proposed allocation of awards to Dato' Seri Dr. Isahak Bin Yeop Mohamad Shar, the Chairman of the Company, of up to an aggregate of 200,000 KYM Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

Resolution 3 was duly proposed by Mr Lim Kheng Eng and seconded by Ms Wong Huei Yik.

There was no question from the floor. Dato' Seri Dr Isahak bin Yeop Mohamad Shar took the Chair and proceeded to the next item on the agenda.

**7. RESOLUTION 4
PROPOSED ALLOCATION OF AWARDS TO DATO' LIM KHENG YEW PURSUANT TO
THE PROPOSED ESS**

Resolution 4 was to approve the proposed allocation of awards to Dato' Lim Kheng Yew of up to an aggregate of not more than 10% of the total Awards to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

The Chairman further informed that Dato' Lim Kheng Yew, the interested major shareholders and persons connected with him would abstain from voting on Resolution 4 in regards to the proposed allocation of awards to him.

Resolution 4 was duly proposed by Mr Tan Peng Aun and seconded by Ms Wong Huei Yik. There was no question from the floor.

**8. RESOLUTION 5
PROPOSED ALLOCATION OF AWARDS TO DATO' SERI IR. MOHAMAD OTHMAN BIN
ZAINAL AZIM PURSUANT TO THE PROPOSED ESS**

Resolution 5 was to approve the proposed allocation of awards to Dato' Seri Ir. Mohamad Othman Bin Zainal Azim of up to an aggregate of 200,000 KYM Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

Resolution 5 was duly proposed by Ms Wong Huei Yik and seconded by Mr Lim Kheng Eng. There was no question from the floor.

**9. RESOLUTION 6
PROPOSED ALLOCATION OF AWARDS TO DATUK SERI RAHADIAN MAHMUD BIN
MOHAMMAD KHALIL PURSUANT TO THE PROPOSED ESS**

Resolution 6 was to approve the proposed allocation of awards to Datuk Seri Rahadian Mahmud Bin Mohammad Khalil of up to an aggregate of 200,000 KYM Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

Resolution 6 was duly proposed by Mr Tan Peng Aun and seconded by Mr Lim Sze Jim.

**10. RESOLUTION 7
PROPOSED ALLOCATION OF AWARDS TO DATO' MOHD AZMI BIN OTHMAN
PURSUANT TO THE PROPOSED ESS**

Resolution 7 was to approve the proposed allocation of awards to Dato' Mohd Azmi Bin

Othman of up to an aggregate of 200,000 KYM Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

The Chairman informed that Dato' Mohd Azmi Bin Othman would abstain from voting on Resolution 7 in regards to the proposed allocation of awards to him.

Resolution 7 was duly proposed by Ms Phan Mei Yee and seconded by Mr Tan Peng Aun.

**11. RESOLUTION 8
PROPOSED ALLOCATION OF AWARDS TO LEE JI JIN DARREN PURSUANT TO THE
PROPOSED ESS**

Resolution 8 was to approve the proposed allocation of awards to Lee Ji Jin Darren who is an Executive Director of the Company up to an aggregate of not more than 10% of the total Awards to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

The Chairman further informed that Mr Lee Ji Jin Darren would abstain from voting on Resolution 8 in regards to the proposed allocation of awards to him.

Resolution 8 was duly proposed by Ms Wong Huei Yik and seconded by Ms Phan Mei Yee.

**12. RESOLUTION 9
PROPOSED ALLOCATION OF AWARDS TO LIM TZE THEAN PURSUANT TO THE
PROPOSED ESS**

Resolution 9 was to approve the proposed allocation of awards to Lim Tze Thean up to an aggregate of not more than 10% of the total Awards to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.

The Chairman informed that Mr Lim Tze Thean, the interested major shareholders and persons connected with him would abstain from voting on Resolution 9 in regards to the proposed allocation of awards to him.

Resolution 9 was duly proposed by Mr Tan Peng Aun and seconded by Mr Lim Sze Jim.

13. POLLING PROCESS

Ms Chee, the Company Secretary was invited to explain the procedure of the manual polling process. The shareholders and proxies proceeded to cast their votes.

13. POLL RESULTS

The meeting was adjourned at 11.25 a.m. for the counting and verification of the poll results by the Poll Administrator and Independent Scrutineers respectively.

Upon counting and verification of the poll results, the Chairman called the Meeting to order for declaration of the poll results.

The Chairman reported the poll results as follows:-

Resolution	Voted in FOR/ Favour		Voted Against		Results
	No. of Share(s)	%	No. of Share(s)	%	
RESOLUTION 1	57,146,200	100	-	-	Carried
RESOLUTION 2	57,146,200	100	-	-	Carried
RESOLUTION 3	57,146,200	100	-	-	Carried
RESOLUTION 4	1,187,200	100	-	-	Carried
RESOLUTION 5	57,146,200	100	-	-	Carried
RESOLUTION 6	57,146,200	100	-	-	Carried
RESOLUTION 7	57,104,200	100	-	-	Carried
RESOLUTION 8	57,036,200	100	-	-	Carried
RESOLUTION 9	1,346,200	100	-	-	Carried

Based on the poll results, the Chairman reported that all resolutions tabled at the EGM (the details is set out in Appendix I to the minutes) were passed.

TERMINATION

There being no further business, the meeting terminated at 11.52 a.m. with a vote of thanks to the Chair.

CHAIRMAN

RESOLUTIONS PASSED AT THE EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY ANABATIC SDN. BHD. (“ASB”), A WHOLLY-OWNED SUBSIDIARY OF KYM OF A LEASEHOLD INDUSTRIAL LAND LOCATED IN ULU LANGAT, SELANGOR DARUL EHSAN (“SUBJECT PROPERTY”) FOR A TOTAL CASH CONSIDERATION OF APPROXIMATELY RM22.975 MILLION (“PROPOSED DISPOSAL”)

It was RESOLVED:

“**THAT** subject to the approval and consent being obtained from all relevant authorities and/or parties (where applicable), approval be and is hereby given to ASB to dispose of a leasehold land held under HS(D) 58960, PT No. 4, Town of Bandar Batu 26, Beranang, District of Ulu Langat, Selangor Darul Ehsan together with a single storey detached factory building and a warehouse erected thereon, bearing postal address No. 7, Jalan Perusahaan 1, Beranang Industrial Estate, 43700 Beranang, Selangor Darul Ehsan for a total cash consideration of RM22.975 million, upon the terms and conditions of the conditional sale and purchase agreement dated 28 January 2022 in relation to the Proposed Disposal.

THAT the proceeds arising from the Proposed Disposal be utilised for the purposes set out in Section 4 of the circular to shareholders in relation to the Proposed Disposal dated 24 May 2022, and the Board of Directors of the Company (“**Board**”) be authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company;

AND THAT the Board be and are hereby authorised to take all steps, to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company all such documents and to enter into any deeds, agreements, arrangements, transfers and/or indemnities, with full power to assent to any conditions, variations, modifications and/or amendments, in any manner as may be required or imposed by the relevant authorities or deemed necessary, expedient and/or appropriate by the Board to implement, finalise and give full effect to the Proposed Disposal.”

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARES SCHEME OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN KYM (“KYM SHARES” OR THE “SHARES”) (EXCLUDING ANY TREASURY SHARES) AT ANY POINT IN TIME DURING THE TENURE OF THE SCHEME FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF KYM AND ITS SUBSIDIARIES (“PROPOSED ESS”)

It was RESOLVED:

“**THAT**, subject to the approvals being obtained from all relevant authorities or parties in relation to the Proposed ESS, approval and authority be and is hereby given to the Board of Directors of the Company to undertake the following:-

- (i) to establish an ESS for the benefit of eligible Directors (including non-executive Directors) and employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) (“**KYM Group**”) who fulfil certain specified conditions of eligibility for participation in the Proposed ESS and to implement and administer the same in accordance with the by-laws of

the Proposed ESS ("**By-Laws**") which is set out in Appendix III of the circular to shareholders of KYM dated 24 May 2022 ("**Circular**");

- (ii) to allot and issue and/or procure the transfer of such number of new or existing ordinary shares in the Company (as adjusted or modified from time to time pursuant to the By-Laws) ("**KYM Share(s)**") from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of KYM Shares be allotted and issued and/or transferred pursuant to granting of KYM Shares ("**ESS Shares**") and/or options to subscribe for KYM Shares ("**ESS Options**") (collectively "**Awards**") to eligible Director(s) (including non-executive Directors) and eligible employees of the KYM Group in relation to the Proposed ESS shall not exceed 15% in aggregate of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESS;
- (iii) to set up a committee to implement and administer the Proposed ESS ("**ESS Committee**");
- (iv) to make the necessary application to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for permission to deal in and for the listing of and quotation for the new KYM Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- (v) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws.

AND THAT the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESS."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF AWARDS TO DATO' SERI DR. ISAHAK BIN YEOP MOHAMAD SHAR PURSUANT TO THE PROPOSED ESS

It was RESOLVED:

"THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Dato' Seri Dr. Isahak bin Yeop Mohamad Shar, being the Non-Independent Non-Executive Chairman of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 200,000 KYM Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF AWARDS TO DATO' LIM KHENG YEW PURSUANT TO THE PROPOSED ESS

It was RESOLVED:

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Dato' Lim Kheng Yew, being the Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of not more than 10% of the total Awards to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF AWARDS TO DATO' SERI IR. MOHAMAD OTHMAN BIN ZAINAL AZIM PURSUANT TO THE PROPOSED ESS

It was RESOLVED:

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Dato' Seri Ir. Mohamad Othman bin Zainal Azim, being the Senior Independent Non-Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 200,000 KYM Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF AWARDS TO DATUK SERI RAHADIAN MAHMUD BIN MOHAMMAD KHALIL PURSUANT TO THE PROPOSED ESS

It was RESOLVED:

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Datuk Seri Rahadian Mahmud bin Mohammad Khalil, being the Independent Non-Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 200,000 KYM Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF AWARDS TO DATO' MOHD AZMI BIN OTHMAN PURSUANT TO THE PROPOSED ESS

It was RESOLVED:

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Dato' Mohd Azmi bin Othman, being the Independent Non-Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 200,000 KYM Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF AWARDS TO LEE JI JIN DARREN PURSUANT TO THE PROPOSED ESS

It was RESOLVED:

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Lee Ji Jin Darren, being the Non-Independent Non-Executive Director of the Company, who will be subsequently redesignated as Non-Independent Executive Director effective from 1 June 2022, such number of ESS Shares and/or ESS Options representing up to an aggregate of not more than 10% of the total Awards to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF AWARDS TO LIM TZE THEAN PURSUANT TO THE PROPOSED ESS

It was RESOLVED:

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Lim Tze Thean, being the Executive Director and Chief Executive Officer of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of not more than 10% of the total Awards to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”