

**LEE SWEE KIAT GROUP BERHAD**  
**[Registration No. 200301005163 (607583-T)]**  
(Incorporated in Malaysia)

**MINUTES OF THE TWENTY-FIRST ANNUAL GENERAL MEETING OF THE COMPANY  
HELD AT FUNCTION ROOM 7, SETIA CITY CONVENTION CENTRE, NO. 1, JALAN SETIA  
DAGANG AG U13/AG, SETIA ALAM, SEKSYEN 13, 40170 SHAH ALAM, SELANGOR  
DARUL EHSAN, ON MONDAY, 27 MAY 2024 AT 10.00 A.M.**

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**Present** : **Directors**  
Mr Wong Yoke San – Senior Independent Non-Executive Director (“Mr Wong” – presiding as Chairman)  
Mr Lee Ah Bah @ Lee Swee Kiat – Executive Chairman  
Mr Lee Kong Hooi – Non-Independent Non-Executive Director  
Dato’ Eric Lee Kong Sim (“Dato’ Eric”) – Managing Director  
Ms Evonne Ng Fong Fong – Independent Non-Executive Director

**Absent with Apologies** : Ms Seow Nyoke Yoong – Independent Non-Executive Director

**In Attendance**

Ms Wong Peir Chyun (Company Secretary)  
Ms Sidney Ang Mun Yee

**Attendance of Shareholders**

The attendance of members/corporate representatives/proxies was as per the Attendance List.

**CHAIRMAN OF MEETING**

Mr Wong presided as Chairman of meeting. On behalf of the Board, Chairman welcomed the members and attendees to the Company’s Twenty-First (“21<sup>st</sup>”) Annual General Meeting (“AGM”).

Chairman then introduced the Board members. He further informed Ms Seow Nyoke Yoong, the Independent Non-Executive Director, had extended her apologies for not attending the 21<sup>st</sup> AGM.

**NOTICE**

The notice convening the meeting, having been circulated earlier to all the members of the Company within the statutory period, was taken as read.

**QUORUM**

Chairman informed that the Company’s Constitution required the presence of at least two members or proxies or corporate representatives to form a quorum.

**LEE SWEE KIAT GROUP BERHAD [REGISTRATION NO. 200301005163 (607583-T)]  
MINUTES OF THE TWENTY-FIRST ANNUAL GENERAL MEETING HELD ON 27 MAY  
2024**

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Upon confirming the presence of the requisite quorum pursuant to the Company's Constitution, Chairman called the meeting to order at 10.00 a.m.

**ANNOUNCEMENT ON ADMINISTRATIVE MATTERS**

Chairman informed that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 21<sup>st</sup> AGM must be voted by poll.

Chairman declared that all resolutions in the Notice of 21<sup>st</sup> AGM would be voted by poll and, conducted after all items on the agenda had been dealt with.

The meeting was informed of the following:-

- (1) The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrator to conduct the poll voting and Quantegic Services Sdn Bhd as the Independent Scrutineer to verify the poll results; and
- (2) All Ordinary Resolutions required a simple majority of more than 50% votes from those members present in person or by proxies and voting at the meeting.

Chairman proceeded to the business of the agenda of the 21<sup>st</sup> AGM.

**1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

- 1.1 The Audited Financial Statements for the financial year ended 31 December 2023 ("AFS FYE 2023") and the Reports of the Directors and Auditors thereon, having been circulated to all the members of the Company within the statutory period, were tabled before the meeting.
- 1.2 Chairman informed that the AFS FYE 2023 and the Reports of the Directors and Auditors thereon were meant for discussion only as the Companies Act 2016 did not require a formal approval of the members. Therefore, they were not put forward for voting.
- 1.3 Chairman invited questions from the floor on the AFS FYE 2023.
- 1.4 There being no question raised, Chairman declared that AFS FYE 2023 together with the Reports of the Directors and Auditors thereon received.

**2. RETIREMENT OF MS SEOW YOKE YOONG**

Chairman informed that Ms Seow Yoke Yoong ("Ms Seow") who is not seeking re-election, will retire at the conclusion of this 21<sup>st</sup> AGM. On behalf of the Board, Chairman placed on record, the Board's appreciation and gratitude to Ms Seow for her valued contribution to the Board and the Company during her tenure as Independent Non-Executive Director of the Company.

**3. RESOLUTION 1: RE-ELECTION OF LEE KONG HOOI WHO IS RETIRING BY ROTATION PURSUANT TO CLAUSE 76(3) OF THE CONSTITUTION OF THE COMPANY**

- (1) Chairman proceeded to Resolution 1 on the re-election of Mr Lee Kong Hooi, who retiring by rotation pursuant to Clause 76(3) of the Constitution of the Company. He then put the following motion to the meeting for consideration:-

*“THAT Lee Kong Hooi, retiring pursuant to Clause 76(3) of the Constitution of the Company and being eligible, be hereby re-elected as Director of the Company.”*

**4. RESOLUTION 2: PAYMENT OF DIRECTOR’S FEES TO LEE KONG HOOI FOR THE PERIOD FROM THE 21<sup>ST</sup> AGM UNTIL THE NEXT AGM OF THE COMPANY**

- (1) Chairman then moved on to Resolution 2 on the payment of Director’s fees to Mr Lee Kong Hooi for the period from this 21<sup>st</sup> AGM until the next AGM of the Company. He then put the following motion to the meeting for consideration:-

*“THAT the payment of Director’s fees to Lee Kong Hooi amounting to RM42,000.00 for the period from the 21st Annual General Meeting until the next Annual General Meeting of the Company be approved.”*

**5. RESOLUTION 3: PAYMENT OF DIRECTOR’S FEES TO WONG YOKE SAN FOR THE PERIOD FROM THE 21<sup>ST</sup> AGM UNTIL THE NEXT AGM OF THE COMPANY**

- (1) As Resolution 3 was concerning the payment of Director’s fees to Mr Wong, Mr Wong passed the chair to Dato’ Eric to proceed with the meeting proceeding.

- (2) Dato’ Eric put the following motion to the meeting for consideration:-

*“THAT the payment of Director’s fees to Wong Yoke San amounting to RM48,000.00 for the period from the 21st Annual General Meeting until the next Annual General Meeting of the Company be approved.”*

- (3) Dato’ Eric then passed the chair back to Chairman.

**6. RESOLUTION 4: PAYMENT OF DIRECTOR’S FEES TO NG FONG FONG FOR THE PERIOD FROM THE 21<sup>ST</sup> AGM UNTIL THE NEXT AGM OF THE COMPANY**

- (1) Chairman moved on to Resolution 4 on the payment of Director’s fees to Ms Ng Fong Fong for the period from the 21<sup>st</sup> AGM until the next AGM of the Company. He then put the following motion to the meeting for consideration:-

*“THAT the payment of Director’s fees to Ng Fong Fong amounting to RM42,000.00 for the period from the 21st Annual General Meeting until the next Annual General Meeting of the Company be approved.”*

**7. RESOLUTION 5: PAYMENT OF ADDITIONAL DIRECTORS' FEES FOR THE PERIOD FROM THE 21<sup>ST</sup> AGM UNTIL THE NEXT AGM OF THE COMPANY**

- (1) Chairman proceeded to Resolution 5 on the payment of additional Directors' fees for the period from this 21<sup>st</sup> AGM until the next AGM of the Company.
- (2) He informed that the proposed resolution on the additional Directors' fees was to facilitate the payment of Directors' fees, to the new Non-Executive Director(s) to be appointed during the period from the 21<sup>st</sup> AGM until the date of next AGM, if any.
- (3) Chairman then put the following motion to the meeting for consideration:-

*"THAT the payment of additional Directors' fees amounting to RM50,000.00 for the period from the 21st Annual General Meeting until the next Annual General Meeting of the Company be approved."*

**8. RESOLUTION 6: PAYMENT OF DIRECTORS' BENEFITS FOR THE PERIOD FROM THE 21<sup>ST</sup> AGM UNTIL THE NEXT AGM OF THE COMPANY**

- (1) Chairman proceeded to Resolution 6 on the payment of Directors' benefits for the period from the 21<sup>st</sup> AGM until the next AGM of the Company.
- (2) Chairman then put the following motion to the meeting for consideration:-

*"THAT the payment of Directors' benefits of up to an amount of RM50,000.00 to the Non-Executive Directors for the period from the 21st Annual General Meeting until the next Annual General Meeting of the Company be approved."*

**9. RESOLUTION 7: RE-APPOINTMENT OF MESSRS NEXIA SSY PLT AS AUDITORS OF THE COMPANY**

- (1) Resolution 7 was on the re-appointment of Auditors. Chairman informed that Messrs Nexia SSY PLT had indicated their willingness to continue office. He then put the following motion to the meeting for consideration:-

*"THAT Messrs Nexia SSY PLT be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting AND THAT the Directors be authorised to fix their remuneration."*

**10. RESOLUTION 8: AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

- (1) Chairman moved on to Resolution 8 on the authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.
- (2) He informed that this resolution, if passed, will authorise the Directors of the Company from the date of the 21<sup>st</sup> AGM, authority to allot ordinary shares of not more than 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. The

authority, unless revoked or varied by the Company in General Meeting, will expire at the next AGM.

- (3) He then put the following motion to the meeting for consideration:-

*“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”), Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the company be and are hereby authorised to allot shares in the Company at any time 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 allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting.”*

**11. RESOLUTION 9: PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR THE AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO TEN PER CENTUM (10%) OF THE TOTAL NUMBER OF ISSUED SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE”)**

- (1) Chairman informed that the details of the Proposed Renewal of Share Buy-Back Mandate were set out in the Statement to Shareholders dated 26 April 2024. He then put the following motion to the meeting for consideration:-

*“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-*

- (i) the aggregate number of issued shares in the Company (“Shares”) purchased (“Purchased Shares”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and*
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the 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,*

*("Proposed Share Buy-Back").*

*AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:-*

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution is passed at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;*
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or*
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company 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 Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.*

*AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:-*

- (i) To cancel all or part of the Purchased Shares;*
- (ii) To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;*
- (iii) To distribute all or part of the treasury shares as dividends to the shareholders of the Company;*
- (iv) To resell all or part of the treasury shares;*
- (v) To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;*
- (vi) To transfer all or part of the treasury shares as purchase consideration;*
- (vii) To sell, transfer or otherwise use the treasury shares for such other purposes as the Minister charged with responsibility for companies may by order prescribe; and/or*
- (viii) To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.*

*AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”*

**12. RESOLUTION 10: PROPOSED NEW SHAREHOLDERS’ MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES (“PROPOSED NEW RRPT MANDATE”)**

- (1) Chairman informed that the details of the Proposed New RRPT Mandate were set out in the Circular to Shareholders dated 26 April 2024. He then put the following motion to the meeting for consideration:-

*“THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/ or its subsidiaries (“the Group”) be and are hereby authorised to enter into and give effect to all recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 2.4 of the Circular to Shareholders dated 26 April 2024 (“Related Party”) provided that such transactions are:-*

- (i) necessary for the day-to-day operations;*
  - (ii) undertaken in the ordinary course of business at an arm’s length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Party than those generally available to the public; and*
  - (iii) not detrimental to the minority shareholders of the Company,*
- (“Proposed RRPT Mandate”).*

*AND THAT such approval, shall continue to be in force until:-*

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following this AGM at which the Proposed RRPT Mandate is passed, at which time it will lapse, unless by a resolution passed at such general meeting, the authority is renewed; or*
- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or*

(iii) *revoked or varied by resolution passed by the shareholders of the Company in general meeting,*

*whichever is the earlier.*

*AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised under the Proposed RRPT Mandate.”*

### **13. ANY OTHER BUSINESS**

Chairman informed that the Company had not received notice for other business pursuant to the Companies Act 2016.

### **CONDUCT OF VOTING BY POLL**

After having dealt with all the items on the agenda, Chairman invited the representative from TIIH to brief the shareholders on the polling procedures.

The meeting proceeded to vote on Resolutions 1 to 10.

Upon closing the voting session, the meeting adjourned at 10.20 a.m. for the counting of votes.

### **ANNOUNCEMENT OF POLL RESULTS**

Upon the completion of the counting of votes by the Poll Administrator and verification of the results by the Scrutineer, Chairman called the meeting to resume at 10.50 a.m. for the declaration of the poll results.

The poll results, which had been verified by the Independent Scrutineer, were projected on the screen for the shareholders' information (please refer to Appendix A attached).

Based on the poll results, Chairman declared Resolutions 1 to 10 carried.

### **CLOSURE OF MEETING**

There being no further business, the meeting closed at 10.55 a.m. with a vote of thanks to the Chair.

Dated: 27 May 2024

### **CONFIRMED AS A CORRECT RECORD**

– signed –  
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**CHAIRMAN**