

KWANTAS CORPORATION BERHAD
Registration No. 199501027397 (356602-W)
(Incorporated in Malaysia)

MINUTES OF THE 25TH ANNUAL GENERAL MEETING OF KWANTAS CORPORATION BERHAD HELD AT BROADCAST VENUE AT K-63A-3RD FLOOR, SIGNATURE OFFICE, KK TIMES SQUARE, OFF COASTAL HIGHWAY, 88100 KOTA KINABALU, SABAH, MALAYSIA ON MONDAY, 30 NOVEMBER 2020 AT 10:00 A.M

CHAIRMAN : Datuk Ismail Bin Abdullah presided as Chairman of the Meeting

PRESENT : As per Appendix I

IN ATTENDANCE : Kwan Fei Fen (Secretary)

QUORUM: The Secretary confirmed that a quorum was present for the Meeting

NOTICE OF MEETING: The Notice of 25th Annual General Meeting (“AGM”) as contained in the Annual Report dated 30 October 2020 was taken as read by the Secretary

On behalf of the Board of Directors (“the Board”) of Kwantas Corporation Berhad (“Kwantas” or “the Company”), Datuk Chairman welcomed the shareholders, proxy holders and invited guests to the AGM of the Company which was conducted fully virtual through live streaming and online remote voting via the remote participation and voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) through its TIIH Online website at <https://tiih.online>. Datuk Chairman went on to introduce the Board members who were present with him at the Broadcast Venue and those Directors who participated the AGM remotely.

After confirming that the requisite quorum was present, Datuk Chairman called the meeting to order.

POLL VOTING PROCEDURES

Datuk Chairman explained that the voting for Resolutions from 1 to 9 during the AGM would be put to vote by poll pursuant to Paragraph 8.29A (1) of Bursa Malaysia Securities Berhad Main Market Listing Requirements.

For the purpose of the poll voting, the Company had appointed Tricor as the Poll Administrator to facilitate the online voting process whilst Asia Securities Sdn Bhd as the Independent Scrutineer to verify the poll results for the AGM.

The polling would be conducted electronically via RPV provided by Tricor and the voting session would commence from 10:00 a.m onwards until Datuk Chairman’s announcement of the closure of the voting session. The Poll Administrator, Tricor was invited to brief the shareholders on the voting procedures through the RPV facilities.

AGENDA OF THE AGM

Datuk Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Directors and Auditors' Reports thereon.

Pursuant to Section 340(1)(a) of the Companies Act 2016, the Directors were required to lay before the shareholders the Audited Financial Statements. The Audited Financial Statements did not require a formal approval and hence, would not put forward for voting.

ORDINARY BUSINESS

Datuk Chairman continued with other ordinary business to be transacted during the AGM.

Resolution 1 & 2 – Payment to Non-Executive Directors

Resolution 1 of the Agenda was to approve the payment of Directors' fees up to an amount of RM180,000 payable to the Non-Executive Directors of the Company from the 25th AGM to the next Annual General Meeting of the Company.

Resolution 2 was to approve the payment of meeting allowance up to an aggregate amount of not more than RM24,000 payable to the Non-Executive Directors of the Company from the 25th AGM to the next Annual General Meeting of the Company.

Datuk Chairman informed that there was no change in the Directors' fees and meeting allowance payable to the Non-Executive Directors. The proposed sum was calculated based on the current Board remuneration structure and taking into account the estimated number of meetings required from the 25th AGM to the next Annual General Meeting of the Company.

Datuk Chairman also informed that the proposed resolutions, if approved, would facilitate the payment of Directors' fees and meeting allowance to the Non-Executive Directors. The Non-Executive Directors would abstain from the deliberation of this matter and would also abstain from voting on these Resolution 1 and 2 during the AGM.

Resolution 3 & 4 – Re-election of Retiring Directors

Resolution 3 and 4 were related to the re-election of Directors who were retiring in accordance with Clause 87 of the Company's Constitution.

- Resolution 3 : re-election of Ooi Jit Huat
- Resolution 4 – re-election of Dato' Chong Kan Hiung

Datuk Chairman informed that the Directors who were retiring by rotation from the Board at the AGM, being eligible and offered themselves for re-election.

Resolution 5 – Re-appointment of Messrs PKF as Auditors

Resolution 5 of the Agenda was to consider the re-appointment of PKF as Auditors of the Company to continue to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.

Datuk Chairman informed that the Board was satisfied with the overall quality of the audit and the performance of PKF and had accordingly recommended for the firm to be re-appointed for the ensuing year. PKF had also indicated their willingness to continue in office.

SPECIAL BUSINESS

Having concluded the ordinary business set forth in the Agenda of the AGM, Datuk Chairman moved on to the special business of the Agenda.

Resolution 6 – Authority to Allot and Issue Shares

Datuk Chairman informed that Resolution 6 was to give authority to the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 up to 10% of the issued shares of the Company.

The renewal of the general mandate would provide flexibility to the Company for possible fund raising exercise, including but not limited to further placement of shares for purpose of funding investment projects, working capital and/or acquisitions and/or as consideration for acquisitions, and to avoid delay and cost in convening general meeting to approve such issue of shares.

Resolution 7 – Proposed Renewal of Existing and New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Resolution 7 of the Agenda was in relation to the Proposed Shareholders’ Mandate for existing and new recurrent related party transactions as provided in the Circular to Shareholders dated 30 October 2020.

The Company was seeking shareholders’ approval to renew the existing mandate and to enter into new recurrent transaction of a revenue or trading nature with related parties which were necessary for the day-to-day operations of the Company and its subsidiaries.

Datuk Chairman highlighted that interested shareholders and Directors namely, Kwan Ngen Wah, Kwan Jin Nget and Kwan Min Nyet would abstain from voting on this Resolution 7.

Resolution 8 – Proposed Renewal of Authority for the Company to Purchase up to 10% of the Issued Shares of the Company

Datuk Chairman informed that Resolution 8 was in relation to the grant of general mandate for the Company to purchase its own shares not exceeding 10% of the total number of issued shares of the Company at any point of time. The details and rationale for the Proposed Renewal of Authority for the Company to purchase its own shares were set out in the Circular to Shareholders dated 30 October 2020.

Resolution 9 – Proposed Continuing in Office as Independent Director

The last item Resolution 9 was in relation to the retention of Ooi Jit Huat as an Independent Director whose terms of office had exceeded a cumulative period of twelve(12) years.

Ooi Jit Huat had served on the Board since year 2000 and the Board had benefited from his objective contributions, valuable insights and knowledge brought by him throughout his tenure of service with the Company. He continued to exercise independent judgement and had fulfilled the independence criteria as prescribed under Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board therefore recommended that approval of the shareholders be sought for his retention as an Independent Director of the Company.

Datuk Chairman highlighted that in line with the Malaysian Code on Corporate Governance, Resolution 9 would be carried out via a two-tier voting process during the AGM.

QUESTIONS & ANSWERS

Upon tabling of all the Resolutions from 1 to 9 set forth in the Agenda of the AGM, Datuk Chairman invited the Executive Director, Dato' Chong Kan Hiung to respond to the questions received via online query box held during the AGM.

In view that the questions raised by the shareholders were related to the proposed selective capital reduction and repayment exercise which would be tabled in the Extraordinary General Meeting, Dato' Chong would address those particular questions during the Extraordinary General Meeting to be held later.

POLL VOTING VIA RPV

With the completion of questions and answers session, Datuk Chairman proceeded to the remote voting process and reminded the shareholders and/or proxies to cast their votes before the closure of the voting session.

Upon announcement of closure of the voting session by Datuk Chairman, the AGM was then temporary adjourned for verification of poll results by the Independent Scrutineer, Asia Securities Sdn Bhd.

ANNOUNCEMENT OF POLL RESULTS

Datuk Chairman welcomed back the shareholders and proxies to the virtual AGM. Based on the poll results, Datuk Chairman declared that the following Resolutions 1 to 9 were carried:

Resolution 1

Vote For		Vote Against		Total Votes	
No. of Units	%	No. of Units	%	No. of Units	%
269,704,168	100.00	0	0.00	269,704,168	100.00

It was resolved that payment of Directors' fees up to an amount of RM180,000 payable to the Non-Executive Directors from the 25th AGM to the next Annual General Meeting of the Company be and is hereby approved.

Resolution 2

Vote For		Vote Against		Total Votes	
No. of Units	%	No. of Units	%	No. of Units	%
269,704,168	100.0000	0	0.00	269,704,168	100.00

It was resolved that payment of meeting allowance up to an aggregate amount of not more than RM24,000 payable to the Non-Executive Directors from the 25th AGM to the next Annual General Meeting of the Company be and is hereby approved.

Resolution 3

Vote For		Vote Against		Total Votes	
No. of Units	%	No. of Units	%	No. of Units	%
269,762,968	99.9996	1,000	0.0004	269,763,968	100.0000

It was resolved that Ooi Jit Huat be re-elected as Director pursuant to Clause 87 of the Company's Constitution.

Resolution 4

Vote For		Vote Against		Total Votes	
No. of Units	%	No. of Units	%	No. of Units	%
269,026,968	99.9996	1,000	0.0004	269,027,968	100.0000

It was resolved that Dato' Chong Kan Hiung be re-elected as Director pursuant to Clause 87 of the Company's Constitution.

Resolution 5

Vote For		Vote Against		Total Votes	
No. of Units	%	No. of Units	%	No. of Units	%
269,762,968	100.0000	0	0.0000	269,762,968	100.0000

It was resolved that PKF be re-appointed as Auditors and the Directors be authorized to fix their remuneration.

Resolution 6

Vote For		Vote Against		Total Votes	
No. of Units	%	No. of Units	%	No. of Units	%
269,703,968	99.9778	60,000	0.0222	269,763,968	100.0000

It was resolved that the Directors be and are hereby authorised to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 of up to 10% of the issued shares of the Company for such purpose as the Directors may deem fit and in the interest of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Resolution 7

Vote For		Vote Against		Total Votes	
No. of Units	%	No. of Units	%	No. of Units	%
81,674,204	100.0000	0	0.0000	81,674,204	100.0000

It was resolved that the existing and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature with related parties which are necessary for the day-to-day operations of the Company and its subsidiaries be and is hereby approved.

Resolution 8

Vote For		Vote Against		Total Votes	
No. of Units	%	No. of Units	%	No. of Units	%
269,703,968	99.9778	60,000	0.0222	269,763,968	100.0000

It was resolved that the Directors of the Company be and are hereby authorised to renew the authority to purchase the Company's ordinary shares ("Shares") through Bursa Malaysia Securities Berhad, subject to the following:

- (a) the maximum number of Shares that may be purchased by the Company shall not exceed 10% of the issued shares of the Company at any point of time;
- (b) the maximum fund to be allocated by the Company for purpose of purchasing its Shares shall not exceed the aggregate of the retained profits of the Company; and

- (c) The Shares purchased are to be treated in either of the following manner:
- (i) cancel the Shares so purchased; or
 - (ii) retain the Shares so purchased as treasury shares; or
 - (iii) retain part of the Shares purchased as treasury shares and cancel the remainder

and that such authority shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting; or
- (b) the expiration of the period within which the next Annual General Meeting is required by law to be held; or
- (c) revoked or varied in a general meeting

whichever occurs first.

Resolution 9 – Tier 1

Vote For		Vote Against		Total Votes	
No. of Units	%	No. of Units	%	No. of Units	%
188,066,764	100.0000	0	0.0000	188,066,764	100.0000

Resolution 9 – Tier 2

Vote For		Vote Against		Total Votes	
No. of Units	%	No. of Units	%	No. of Units	%
81,636,404	99.9988	1,000	0.0012	81,637,404	100.0000

It was resolved that the retention of Ooi Jit Huat as an Independent Director whose terms of office have exceeded a cumulative period of twelve(12) years be and is hereby approved.

CONCLUSION

There being no other business, Datuk Chairman declared the conclusion of the AGM at 11.05 a.m. and recorded his sincere gratitude to the Board members for their advice, counsel and support given, and to the Management, for their loyalty commitment, guidance and support to the Company.

CONFIRMED AS A CORRECT RECORD

**DATUK ISMAIL BIN ABDULLAH
CHAIRMAN**

**ATTENDANCE LIST FOR 25TH ANNUAL GENERAL MEETING OF
KWANTAS CORPORATION BERHAD HELD ON 30 NOVEMBER 2020**

DIRECTORS

1.	Datuk Ismail Bin Abdullah	Chairman
2.	Kwan Ngen Wah	Group Chief Executive Office cum Group Managing Director
3.	Dato' Chong Kan Hiung	Executive Director
4.	Kwan Min Nyet	Executive Director
5.	Kwan Jin Nget	Executive Director
6.	Petrus Gimbad	Independent Non-Executive Director
7.	Ooi Jit Huat	Independent Non-Executive Director

In Attendance

1.	Kwan Fei Fen	Company Secretary
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Invitees

1.	Chau Man Kit	Engagement Partner, Messrs PKF
2.	Alvin Lim	Senior In-Charge, Messrs PKF
3.	Tsen Sin Yee	Group Accountant, Kwantas Corporation Berhad
4.	Kwan Hui Ying	Accountant, Kwantas Corporation Berhad

Members and Proxies

As per Tricor's attendance records.