

KRETAM HOLDINGS BERHAD [198801000928 (168285-H)]
(Incorporated in Malaysia)

MINUTES OF THE THIRTY-FOURTH (34TH) ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE REGISTERED OFFICE OF THE COMPANY AT LOT 6, BLOCK 44, LEBOH TIGA, 90000 SANDAKAN, SABAH ON WEDNESDAY, 15 JUNE 2022 AT 10.00 A.M.

Present : Members/Proxies (As per Attendance List)

Board of Directors

Mr Tan Kung Ming (Chairman/Independent Non-Executive Director)

Mr Lim Tshung Yu (Chief Operating Officer or “COO”)

Mr Ho Sui Ting (Chief Plantations Officer/Executive Director)

Ms Teo Gim Suan (Independent Non-Executive Director (“INED”))

In Attendance : Ms Liu Yee Ling @ Annie Liu (Company Secretary)

By Invitation : Mr Yin Kong Fung (Head of Finance and Accounts)
Datuk John Liaw Chee Shing (Scrutineer)
Mr Dusun Chong (Messrs Ernst & Young PLT)
Ms Chong Su Kee (Poll Administrative)

1. SAFETY BRIEFING AND CHAIRMAN'S WELCOME

A short safety briefing on the office premises of the Company presented by the Management's Safety & Health Committee preceded the Meeting.

Having introduced himself and welcomed all who were present at the Meeting, the Chairman reminded everyone to wear their masks throughout the Meeting.

The Chairman introduced fellow Board Members who were present, and explained that apologies for absence had been conveyed by the Chief Executive Officer Datuk Lim Nyuk Sang @ Freddy Lim who had to attend to an urgent personal matter that had arisen and by INED Mr Lee Kok Toong @ Lee Ming Heng who was overseas. The Chairman also acknowledged the presence of the Company Secretary, the Company's Head of Finance & Accounts, the Poll Administrator, the Scrutineer and the External Auditors' representative.

2. QUORUM AND NOTICE OF MEETING

The Chairman called the Meeting to order upon affirmation by the Company Secretary of the presence of the requisite quorum.

Upon confirmation by the Company Secretary that the Notice of the Meeting (“Notice”) was duly and properly despatched to the Members on 17 May 2022, the Chairman declared that the Notice be taken as read.

3. VOTING PROCEDURES

The Chairman informed that, pursuant to Bursa Malaysia Securities Berhad's Listing Requirements, the voting of all the proposed resolutions set out in the Notice would be carried out by poll and that the polling process would be conducted after deliberation of all items in the Agenda of the Notice.

4. AUDITED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS

The Company's Audited Financial Statements for the year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon ("AFS and Reports") which did not require shareholders' approval, were meant for discussion only and were therefore not put forward for voting.

As no questions on the AFS and Reports were received from the Members to the Chairman's invitation, the Meeting proceeded to the rest of the Agenda on the Notice.

**5. ORDINARY RESOLUTION 1
Re-election Of Datuk Lim Nyuk Sang @ Freddy Lim As Director Retiring By Rotation Pursuant To Article 79 Of The Company's Constitution**

The Chairman tabled the proposed Ordinary Resolution 1 which was proposed by Ms Alyssa Chau Man Wai and seconded by Mr Syamyzar Bin Mohd Zain to be approved.

**6. ORDINARY RESOLUTION 2
Re-election Of Mr Lim Tshung Yu As Director Retiring By Rotation Pursuant To Article 79 Of The Company's Constitution**

The Chairman tabled the proposed Ordinary Resolution 2 which was proposed by Ms Wong Siew Fong @ Winnie Wong and seconded by Mr Lim Jing Jack to be approved.

**7. ORDINARY RESOLUTION 3
Approval Of Payment Of Directors' Fees Of RM60,000 For The Year Ended 31 December 2021**

The Chairman tabled the proposed Ordinary Resolution 3 which was proposed by Mr Spencer Joseph and seconded by Mr Liew Jenn Feng to be approved.

**8. ORDINARY RESOLUTION 4
Approval Of Payment Of Directors' Remuneration (Excluding Directors' Fees) To The Independent Non-Executive Directors Up To An Amount Of RM200,000 From The Conclusion Of The 34th AGM To The Next AGM Of The Company**

The Chairman tabled the proposed Ordinary Resolution 4 which was proposed by Ms Tan Yee Ting and seconded by Mr Leng Kar Heang to be approved.

**9. ORDINARY RESOLUTION 5
Re-Appointment Of Messrs Ernst & Young PLT As Auditors Of The Company And To Authorise The Directors To Fix Their Remuneration**

The Chairman tabled the proposed Ordinary Resolution 5 which was proposed by Ms Nur Lian Bt Labadu and seconded by Ms Alyssa Chau Man Wai to be approved.

**10. SPECIAL BUSINESS - ORDINARY RESOLUTIONS 6 & 7
Approval For Continuation In Office As Independent Non-Executive Directors Of Mr Tan Kung Ming (Resolution 6) And Ms Teo Gim Suan (Resolution 7)**

In light of the proposed Ordinary Resolution 6 in this Agenda item concerning himself, the Chairman invited Mr Lim Tshung Yu, the COO, to chair this segment of the Agenda.

Taking over the Chair, the COO proceeded to table the following proposed Ordinary Resolutions 6 and 7 and informed the Members that the Board had undertaken the necessary assessment and review of the 2 Directors concerned:-

Ordinary Resolution 6

“THAT approval be and is hereby given to Mr Tan Kung Ming who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company.”

Ordinary Resolution 7

“THAT approval be and is hereby given to Ms Teo Gim Suan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company.”

The COO further informed that, based on the justifications given in the explanatory note to the Notice, the Board would recommend that the Members give their approval for the proposed Ordinary Resolutions 6 and 7 through a 2-tier voting process in accordance with the Malaysian Code on Corporate Governance.

The proposed Ordinary Resolution 6 was proposed by Mr Liew Jenn Feng and seconded by Ms Wong Siew Fong @ Winnie Wong to be approved.

The proposed Ordinary Resolution 7 was proposed by Mr Leng Kar Heang and seconded by Ms Tan Yee Ting to be approved.

Thereafter, the Chairman assumed the Chair.

11. SPECIAL BUSINESS - ORDINARY RESOLUTION 8
Authority To Allot Shares Pursuant To Sections 75 & 76 Of The Companies Act 2016

In tabling the following proposed Ordinary Resolution 8, the Chairman informed the Members that the proposed resolution, if passed, was to empower the Directors to issue new shares of the Company pursuant to Sections 75 & 76 of the Companies Act 2016:-

“THAT subject always to the Companies Act 2016 (“Act”), the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 & 76 of the Act, to issue shares in the Company from time to time to such parties and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of the passing of this resolution, that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

The proposed Ordinary Resolution 8 was proposed by Mr Lim Jing Jack and seconded by Ms Nur Lian Bt Labadu to be approved.

12. SPECIAL BUSINESS - ORDINARY RESOLUTION 9
Proposed Renewal Of And New Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature

The Chairman tabled the following proposed Ordinary Resolution 9 and reminded the related parties, namely Datuk Lim Nyuk Sang @ Freddy Lim and Mr Ho Sui Ting and persons connected to them holding shares in the Company, to abstain from voting on this proposed resolution:-

“THAT subject to compliance with all applicable laws, regulations and guidelines, a mandate be and is hereby given to the Company and its subsidiaries to enter into recurrent transactions of a revenue or trading nature with related parties as set out in the Circular to Shareholders dated 17 May 2022, which are necessary for the day-to-day operations and not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders and that authority conferred by this resolution shall commence immediately upon the passing of this resolution;

AND THAT such mandate shall continue in force until:-

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act, [but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
- (c) revoked or varied by resolution passed by the shareholders in an AGM or Extraordinary General Meeting;

whichever is the earlier.

AND THAT the breakdown of the aggregate value of the recurrent related party transactions made during the financial year will be disclosed in the Company's Annual Report based on the following information:-

- (a) the type of the recurrent related party transactions made; and
- (b) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.”.

The proposed Ordinary Resolution 9 was proposed by Mr Syamyzar Bin Mohd Zain and seconded by Mr Spencer Joseph to be approved.

The Chairman invited questions on this proposed resolution from the Members but none was received.

13. SPECIAL BUSINESS - ORDINARY RESOLUTION 10
Proposed Renewal Of Authority For Share Buy-Back

Tabling the following proposed Ordinary Resolution 10, the Chairman explained that the proposed resolution was to approve the renewal of authority for the Company to purchase its own ordinary shares of up to 1% of the total number of the Company's issued shares:-

“THAT, subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval of such relevant governmental and/or regulatory authorities, the Board of Directors of the Company (“Board”) be and is hereby unconditionally and generally authorised, to the extent permitted by law, to purchase such number of ordinary shares of KHB on the Main Market of Bursa Securities (“Proposed Share Buy-Back”) at any time through Bursa Securities, upon such terms and conditions as the Board shall in their discretion deem fit and expedient in the best interest of the Company provided that:

- (a) the aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed one percent (1%) of the total number of issued shares of the Company at any point in time; and
- (b) the maximum amount of funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the retained profits of the Company at the time of purchase by the Company of its own ordinary shares.

THAT upon the purchase by the Company of the ordinary shares, the Board shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and distributed as dividends or resold on the Main Market of Bursa Securities or transferred for the purpose of any employees’ share scheme which the Company may establish in the future or any other manner as may be prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements and any other relevant authority for the time being in force.

THAT such authority conferred by this resolution will commence immediately upon the passing of this resolution and may only continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time the authority will lapse unless by an ordinary resolution passed at that 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 an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier but not as to prejudice the completion of purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the Listing Requirements and/or any other authorities.

AND THAT authority be and is hereby unconditionally and generally given to the Board to take all such steps that are necessary and expedient (including without limitation, the opening and maintaining of central depository accounts under the Securities Industry (Central Depositories) Act 1991, and the entering into of all agreements, arrangements and guarantees with any party or parties) to implement, finalize and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter on any part of the shares bought-back in accordance with the Act, the provisions of the Constitution of the

Company, the Listing Requirements and all other relevant governmental and/or regulatory authorities.”.

The proposed Ordinary Resolution 10 was proposed by Ms Alyssa Chau Man Wai and seconded by Ms Wong Siew Fong @ Winnie Wong to be approved.

14. POLLING PROCESS

At the Chairman’s request, the Company Secretary briefed the Members on the polling procedures. Immediately after all the Members had cast their votes, the Meeting adjourned at 10.15 a.m. for a 30-minute break for verification and counting of the votes by the Scrutineer and resumed at 10.45 a.m.

15. DECLARATION OF POLL RESULTS

The poll results of each of the Ordinary Resolutions (as in attached Appendix 1) were validated and announced by the Scrutineer and declared carried by the Chairman.

16. CONCLUSION OF MEETING

There being no other business, the Chairman declared the Meeting closed at 10.49 a.m. and thanked the Members for their attendance.

Confirmed as correct record

Chairman

RESOLUTION	FOR			AGAINST		
	#	No. of Votes	%	#	No. of Votes	%
Ordinary Resolution 1 Re-election of Datuk Lim Nyuk Sang @ Freddy Lim pursuant to Article 79 of the Company's Constitution	24	426,187,427	100.00	0	0	0
Ordinary Resolution 2 Re-election of Mr Lim Tshung Yu pursuant to Article 79 of the Company's Constitution	25	571,612,567	100.00	0	0	0
Ordinary Resolution 3 Proposed payment of Directors' Fees of RM60,000	18	54,591,397	100.00	0	0	0
Ordinary Resolution 4 Proposed payment of up to an amount of RM200,000 to the Independent Non-Executive Directors from conclusion of this AGM to the next AGM of the Company	27	858,725,027	100.00	0	0	0
Ordinary Resolution 5 Re-appointment of Messrs Ernst & Young PLT as Auditors of the Company and authorisation for Directors to fix their remuneration	27	858,725,027	100.00	0	0	0
Ordinary Resolution 6 Approval of Mr Tan Kung Ming's continuation in office as Independent Non-Executive Director	T1	798,273,130	100.00	0	0	0
	T2	60,451,897	100.00	0	0	0
Ordinary Resolution 7 Approval of Ms Teo Gim Suan's continuation in office as Independent Non-Executive Director	T1	798,273,130	100.00	0	0	0
	T2	60,451,897	100.00	0	0	0
Ordinary Resolution 8 Proposed share issuance pursuant to Sections 75 & 76 of the Companies Act 2016	27	858,725,027	100.00	0	0	0
Ordinary Resolution 9 Proposed renewal of Shareholders' Mandate for Recurrent Related Party Transactions	18	54,591,397	100.00	0	0	0
Ordinary Resolution 10 Proposed Renewal Of Authority For Share Buy-Back	27	858,725,027	100.00	0	0	0