

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

**MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE COMPANY
HELD AT FUNCTION ROOM 1, SETIA CITY CONVENTION CENTRE, NO. 1, JALAN SETIA
DAGANG AG U13/AG, SETIA ALAM SEKSYEN 13, 40170 SHAH ALAM, SELANGOR DARUL
EHSAN, ON THURSDAY, 23 JULY 2020 AT 10.00 A.M.**

Present : Mr Wong Yoke San (“Mr Wong” – presiding as Chairman)
Others as per Attendance List

CHAIRMAN

Mr Wong informed that he had been requested by Mr Lee Ah Bah @ Lee Swee Kiat, the Chairman of the Board, to chair the meeting. On behalf of the Board, the presiding Chairman welcomed the members and attendees to the Company’s Seventeenth Annual General Meeting (“17th AGM”).

QUORUM

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

NOTICE

There being no objection, the notice convening the meeting, having been circulated earlier to all the members of the Company within the statutory period, was taken as read.

The meeting was informed that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 17th AGM must be voted by poll.

The presiding Chairman demanded for a poll to be conducted on all resolutions in the Notice of the 17th AGM pursuant to the Company’s Constitution.

The presiding Chairman informed that:-

- (1) The Company has appointed Asia Securities Sdn Bhd as the independent scrutineer of the poll voting;
- (2) There was a total of eight (8) Ordinary Resolutions to be tabled to the members for approval.
- (3) The poll on all resolutions would be conducted after all items on the agenda had been deliberated.
- (4) 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.
- (5) The approval for Ordinary Resolution 6 would be conducted through a two-tier voting process.

**LEE SWEE KIAT GROUP BERHAD [Registration No. 200301005163 (607583-T)]
MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING HELD ON 23 JULY
2020**

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

- 1.1 The Audited Financial Statements for the financial year ended 31 December 2019 (“AFS FYE 2019”) together with the Reports of the Directors and Auditors thereon having been circulated to all the members of the Company within the statutory period was tabled before the meeting.
- 1.2 The presiding Chairman informed that the AFS FYE 2019 was meant for discussion only as the Companies Act 2016 did not require a formal approval of the shareholders for the AFS. Therefore, this item was not put forward for voting.
- 1.3 The Chairman invited questions from the floor on the AFS FYE 2019.
- 1.4 After dealing with the questions from the floor, the presiding Chairman declared that AFS FYE 2019 together with the Reports of the Directors and Auditors thereon be received.

2. RESOLUTION 1: RE-ELECTION OF LEE AH BAH @ LEE SWEE KIAT PURSUANT TO CLAUSE 76(3) OF THE CONSTITUTION OF THE COMPANY

The presiding Chairman proceeded to Resolution 1 on the re-election of Lee Ah Bah @ Lee Swee Kiat pursuant to Clause 76(3) of the Constitution of the Company. He put the following resolution to the meeting for consideration and informed that the poll would be conducted later:-

“THAT Lee Ah Bah @ Lee Swee Kiat retiring pursuant to Clause 76(3) of the Company’s Constitution, and being eligible, be hereby re-elected as Director of the Company.”

3. RESOLUTION 2: RE-ELECTION OF LEE KONG YAM PURSUANT TO CLAUSE 76(3) OF THE CONSTITUTION OF THE COMPANY

The presiding Chairman moved on to Resolution 2 on the re-election of Lee Kong Yam pursuant to Clause 76(3) of the Constitution of the Company. He then put the following resolution to the meeting for consideration and informed that the poll would be conducted later:-

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

**LEE SWEE KIAT GROUP BERHAD [Registration No. 200301005163 (607583-T)]
MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING HELD ON 23 JULY
2020**

4. RESOLUTION 3: RE-ELECTION OF WONG YOKE SAN PURSUANT TO CLAUSE 78 OF THE CONSTITUTION OF THE COMPANY

As Resolution 3 dealt with the presiding Chairman's re-election, he passed the chair over to the Group Managing Director, Dato' Eric Lee Kong Sim to take the meeting through Resolution 3.

Dato' Eric Lee Kong Sim put the following resolution to the meeting for consideration and informed that the poll would be conducted later:-

"THAT Wong Yoke San retiring pursuant to Clause 78 of the Company's Constitution, and being eligible, be hereby re-elected as Director of the Company."

Dato' Eric Lee Kong Sim passed the chair back to the presiding Chairman.

5. RESOLUTION 4: PAYMENT OF DIRECTORS' FEES AND BENEFITS FOR THE PERIOD FROM THE 17TH AGM UNTIL THE NEXT AGM

The presiding Chairman moved on to Resolution 4 on the payment of Directors' fees and benefits for the period from this 17th AGM until the next AGM of the Company. Chairman put the following resolution to the meeting for consideration and informed that the poll would be conducted later:-

"THAT the payment of Directors' fees and benefits of up to an amount of RM200,000.00 for the period from this 17th Annual General Meeting to the next Annual General Meeting be approved."

6. RESOLUTION 5: RE-APPOINTMENT OF MESSRS NEXIA SSY PLT AS AUDITORS OF THE COMPANY

The presiding Chairman proceeded to Resolution 5 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 resolution to the meeting for consideration and informed that the poll would be conducted later:-

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

7. RESOLUTION 6: CONTINUATION OF OFFICE FOR AU THIN AN @ LOW TEEN ANN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

The presiding Chairman moved on to Resolution 6 on the continuation of office for Mr Au Thin An @ Low Teen Ann ("Mr Low") as an Independent Non-Executive Director of the

**LEE SWEE KIAT GROUP BERHAD [Registration No. 200301005163 (607583-T)]
MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING HELD ON 23 JULY
2020**

Company. He put the following resolution to the meeting for consideration and informed that the poll would be conducted later:-

“THAT authority be and is hereby given to Au Thin An @ Low Teen Ann who has served as an Independent Non-Executive Director of the Company for a cumulative term of sixteen years, to continue to serve as an Independent Non-Executive Director of the Company.”

8. RESOLUTION 7: AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The presiding Chairman proceeded to Resolution 7 on authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016. He then put the following resolution to the meeting for consideration and informed that the poll would be conducted later:-

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, 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 Malaysia Securities Berhad 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.”

9. RESOLUTION 8: 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”)

The presiding Chairman informed that the detail of the Proposed Renewal of Share Buy-Back Mandate was set out in the Statement to Shareholders dated 24 June 2020. Chairman then put the following resolution to the meeting for consideration and informed that the poll would be conducted later:-

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) 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

LEE SWEE KIAT GROUP BERHAD [Registration No. 200301005163 (607583-T)]
MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING HELD ON 23 JULY
2020

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 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 at 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;*

**LEE SWEE KIAT GROUP BERHAD [Registration No. 200301005163 (607583-T)]
MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING HELD ON 23 JULY
2020**

- (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 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.”

10. ANY OTHER BUSINESS

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

CONDUCT OF POLL

Having dealt with all the items on the agenda, the presiding Chairman invited the representative from the Share Registrar, Tricor Investor & Issuing House Sdn Bhd, to brief the shareholders on the polling procedures.

The meeting then proceeded to conduct the poll on Resolutions 1 to 8.

The meeting took a break for 15 minutes for poll counting.

ANNOUNCEMENT OF POLL RESULTS

Upon availability of the poll results, the presiding Chairman called the meeting to resume and presented the results of the poll which had been verified by the Scrutineer (attached as Appendix 1) to the meeting. The presiding Chairman then declared the Resolutions 1 to 8 carried.

**LEE SWEE KIAT GROUP BERHAD [Registration No. 200301005163 (607583-T)]
MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING HELD ON 23 JULY
2020**

CLOSURE OF MEETING

There being no further business, the meeting was closed at 10.50 a.m. with a vote of thanks to the Chair.

Dated: 23 July 2020

CONFIRMED AS A CORRECT RECORD

CHAIRMAN

AW:WPC:YSM:YSL

Minutes of the Seventeenth Annual General Meeting held on 23 July 2020