

KHIND HOLDINGS BERHAD
199601007964 (380310-D)
(“the Company” or “Khind”)
(Incorporated in Malaysia)

**MINUTES OF THE TWENTY-SEVENTH ANNUAL GENERAL MEETING (“27th AGM”)
CONDUCTED ON FULLY VIRTUAL THROUGH LIVE STREAMING VIA THE ONLINE
MEETING PLATFORM AT TIIH ONLINE, PROVIDED BY TRICOR INVESTOR & ISSUING
HOUSE SERVICES SDN. BHD. IN MALAYSIA VIA ITS WEBSITE AT [HTTPS://TIIH.ONLINE](https://tiih.online)
OR [HTTPS://TIIH.COM.MY](https://tiih.com.my) (DOMAIN REGISTRATION NUMBER with MYNIC: D1A282781)
ON FRIDAY, 26 MAY 2023 AT 10.00 A.M.**

Present via video conferencing : Mr Cheng Ping Keat – *Executive Chairman*
Mr Wong Chin Mun - *Independent Non-Executive Director*
Mr Wong Lup Hang - *Independent Non-Executive Director*
Mr Tan Lee Koon - *Independent Non-Executive Director*
Dato’ Seri Rosman Bin Mohamed - *Independent Non-Executive Director*
Ms Lee Li Ming - *Independent Non-Executive Director*

In attendance (as per attendance list) : Mr Adil Jimmy Mistry – *Group Chief Executive Officer*
Ms Kuan Hui Fang – *Company Secretary*
Representatives from Senior Management
Representatives from RSM Malaysia PLT, the External Auditors

The attendance of members, corporate representatives, proxies is as per the Summary of Attendance List via the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website.

OPENING SPEECH

The Chairman welcomed the members and attendees to the Company’s 27th AGM and informed that the 27th AGM was conducted on a fully virtual basis, through TIIH Online meeting platform and online voting using the Remote Participation and Voting facilities or RPV. The Notice of the 27th AGM was issued and despatched to shareholders and advertised on 26 April 2023. He then declared the Notice be taken as read.

The Chairman then introduced the Board members namely Mr Wong Chin Mun, Mr Wong Lup Hang, Dato’ Seri Rosman Bin Mohamed, Mr Tan Lee Koon, Ms Lee Li Ming and the Group Chief Executive Officer, Mr Adil Jimmy Mistry, who joined the meeting remotely via video conferencing to the shareholders. The Company Secretary and Auditors were also in attendance via video conferencing.

QUORUM AND ADMINISTRATIVE ANNOUNCEMENTS

Upon confirming the presence of the requisite quorum pursuant to Clause 56(2) of the Constitution of the Company, the Chairman called the meeting to order at 10.00 a.m.

The 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 a general meeting must be voted by poll. The Chairman demanded for a poll to be carried out on all the resolutions as stated in the Notice of 27th AGM pursuant to the Constitution of the Company and informed that the poll would be conducted after all items on the agenda were dealt with.

The poll administrator was Tricor Investor & Issuing House Services Sdn. Bhd. (“Poll Administrator”) and the independent scrutineer was Asia Securities Sdn. Bhd. (“Scrutineer”).

The Chairman then briefed the shareholders on the flow of the meeting. The Board and Management would address the questions submitted by the shareholders electronically in advance of the 27th AGM and the live questions posed by shareholders during the 27th AGM via real-time submission of typed texts at the Question & Answer ("Q&A") session which would be conducted after dealing with the agenda items. Questions that could not be addressed during the Q&A session would either be emailed after the 27th AGM or posted on the Company's website.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 ("AFS 2022") AND THE REPORTS OF DIRECTORS AND AUDITORS THEREON

The Chairman informed that the AFS 2022 together with the Directors' and Auditors' Reports was meant for discussion only as the Companies Act 2016 did not require a formal approval of the shareholders for the AFS 2022. Therefore, the item was not put forward for voting.

The Chairman declared that the AFS 2022 together with the Reports of the Directors and Auditors thereon be received.

**2. RESOLUTION 1
RE-ELECTION OF MR CHENG PING KEAT WHO RETIRES BY ROTATION
PURSUANT TO CLAUSE 76(3) OF THE CONSTITUTION OF THE COMPANY**

As Resolution 1 dealt with the Chairman's own re-election, he requested Mr Wong Lup Hang to take the meeting through Resolution 1.

Mr Wong Lup Hang put the following motion to the meeting for consideration and informed that the poll would be conducted later:

"THAT Mr Cheng Ping Keat retiring pursuant to Clause 76(3) of the Constitution of the Company and who being eligible, be hereby re-elected as Director of the Company."

He then passed the chair back to the Chairman.

**3. RESOLUTION 2
RE-ELECTION OF MR WONG LUP HANG WHO RETIRES BY ROTATION
PURSUANT TO CLAUSE 76(3) OF THE CONSTITUTION OF THE COMPANY**

The Chairman proceeded to the next item on the agenda which was on the re-election of Mr Wong Lup Hang.

The Chairman put the following motion to the meeting for consideration and informed that the poll would be conducted later:

"THAT Mr Wong Lup Hang retiring pursuant to Clause 76(3) of the Constitution of the Company and who being eligible, be hereby re-elected as Director of the Company."

4. RESOLUTION 3
RE-ELECTION OF MS LEE LI MING WHO RETIRES BY ROTATION PURSUANT TO
CLAUSE 78 OF THE CONSTITUTION OF THE COMPANY

The Chairman moved on to the next item on the agenda which was on the re-election of Ms Lee Li Ming.

The Chairman put the following motion to the meeting for consideration and informed that the poll would be conducted later:

"THAT Ms Lee Li Ming retiring pursuant to Clause 78 of the Constitution of the Company and who being eligible, be hereby re-elected as Director of the Company."

5. RESOLUTION 4
NON-EXECUTIVE DIRECTOR'S FEE OF RM150,000.00 PAYABLE TO MR WONG
LUP HANG FOR THE PERIOD COMMENCING ON THE DATE IMMEDIATELY
AFTER THE DATE OF THE 27TH AGM UP TO THE DATE OF THE NEXT AGM TO
BE HELD IN 2024

The next item on the agenda was on the payment of Non-Executive Director's fee to Mr Wong Lup Hang.

The Chairman put the following motion to the meeting for consideration and informed that the poll would be conducted later:

"THAT the Non-Executive Director's fee of RM150,000.00 payable to Mr Wong Lup Hang for the period commencing on the date immediately after the date of the 27th AGM up to the date of the next AGM to be held in 2024 be hereby approved."

6. RESOLUTION 5
NON-EXECUTIVE DIRECTOR'S FEE OF RM150,000.00 PAYABLE TO MR TAN LEE
KOON FOR THE PERIOD COMMENCING ON THE DATE IMMEDIATELY AFTER
THE DATE OF THE 27TH AGM UP TO THE DATE OF THE NEXT AGM TO BE HELD
IN 2024

The Chairman moved on to the next item on the agenda which was on the payment of Non-Executive Director's fee to Mr Tan Lee Koon.

The Chairman put the following motion to the meeting for consideration and informed that the poll would be conducted later:

"THAT the Non-Executive Director's fee of RM150,000.00 payable to Mr Tan Lee Koon for the period commencing on the date immediately after the date of the 27th AGM up to the date of the next AGM to be held in 2024 be hereby approved."

7. **RESOLUTION 6**

NON-EXECUTIVE DIRECTOR'S FEE OF RM150,000.00 PAYABLE TO DATO' SERI ROSMAN BIN MOHAMED FOR THE PERIOD COMMENCING ON THE DATE IMMEDIATELY AFTER THE DATE OF THE 27TH AGM UP TO THE DATE OF THE NEXT AGM TO BE HELD IN 2024

The Chairman proceeded to the next item on the agenda which was on the payment of Non-Executive Director's fee to Dato' Seri Rosman Bin Mohamed.

The Chairman put the following motion to the meeting for consideration and informed that the poll would be conducted later:

"THAT the Non-Executive Director's fee of RM150,000.00 payable to Dato' Seri Rosman Bin Mohamed for the period commencing on the date immediately after the date of the 27th AGM up to the date of the next AGM to be held in 2024 be hereby approved."

8. **RESOLUTION 7**

NON-EXECUTIVE DIRECTOR'S FEE OF RM150,000.00 PAYABLE TO MS LEE LI MING FOR THE PERIOD COMMENCING ON 5 APRIL 2023 (DATE OF APPOINTMENT) UP TO THE DATE OF THE NEXT AGM TO BE HELD IN 2024

The Resolution 7 was on the payment of Non-Executive Director's fee to Ms Lee Li Ming.

The Chairman put the following motion to the meeting for consideration and informed that the poll would be conducted later:

"THAT the Non-Executive Director's fee of RM150,000.00 payable to Ms Lee Li Ming for the period commencing on 5 April 2023 (date of appointment) up to the date of the next AGM to be held in 2024 be hereby approved."

9. **RESOLUTION 8**

DIRECTORS' BENEFITS OF RM80,000.00 PAYABLE TO THE NON-EXECUTIVE DIRECTORS FOR THE PERIOD COMMENCING ON THE DATE IMMEDIATELY AFTER THE DATE OF THE 27TH AGM UP TO THE DATE OF THE NEXT AGM TO BE HELD IN 2024

The Chairman informed that the next item on the agenda was on Directors' benefits payable to the Non-Executive Directors for the period commencing on the date immediately after the date of the 27th AGM up to the date of the next AGM to be held in 2024.

The Chairman put the following motion to the meeting for consideration and informed that the poll would be conducted later:

"THAT the Directors' benefits of RM80,000.00 payable to Non-Executive Directors for the period commencing on the date immediately after the date of the 27th AGM up to the date of the next AGM to be held in 2024 be hereby approved."

10. RESOLUTION 9

RE-APPOINTMENT OF RSM MALAYSIA PLT AS AUDITORS OF THE COMPANY

The Chairman moved on to Resolution 9 which was on the re-appointment of RSM Malaysia PLT as Auditors of the Company.

The Chairman put the following motion to the meeting for consideration and informed that the poll would be conducted later:

“THAT RSM Malaysia PLT be hereby re-appointed as Auditors of the Company at a fee to be agreed upon with the Directors and to hold office until the conclusion of the next AGM.”

11. RESOLUTION 10

AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016

The Chairman informed that Resolution 10 was on the authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016.

Resolution 10, if passed, would authorise the Directors of the Company to allot and issue not more than ten per centum (10%) of the issued share capital of the Company, subject to the approvals of all the relevant governmental/regulatory bodies. This authority, unless revoked or varied at a general meeting, would expire at the conclusion of the next AGM of the Company.

In order for the Directors of the Company to issue any new shares under Sections 75 and 76 of the Companies Act 2016 free of pre-emptive rights, such pre-emptive rights must be waived. This Resolution 10, if passed, would exclude the shareholders' pre-emptive rights over all new shares arising from issuance of new shares pursuant to Sections 75 and 76 of the Companies Act 2016.

The Chairman put the following motion 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 and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued during the preceding 12 months does not exceed ten per centum (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 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 revoked or varied by an ordinary resolution of the Company at a general meeting.

THAT pursuant to Section 85 of the Companies Act 2016, read together with Clause 12(3) of the Constitution of the Company, the shareholders do hereby waive the pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company arising from the exercise of the authority granted pursuant to Sections 75 and 76 of the Companies Act 2016.”

12. ANY OTHER BUSINESS

The Chairman informed that no notice for other business pursuant to the Companies Act 2016 had been received.

Q&A SESSION

At the invitation of the Chairman, Mr Adil Jimmy Mistry, the Group Chief Executive Officer of the Company together with the Chairman addressed the questions submitted prior and during the 27th AGM by the shareholders.

The details of the Q&A session are attached to these minutes as “**Appendix A**”.

CONDUCT OF POLL

Having dealt with all with items on the agenda, the meeting voted on Resolutions 1 to 10 by poll. The Chairman adjourned the meeting at 10.25 a.m. for the counting of votes.

Upon completion of the counting of votes by the Poll Administrator and verification of the results by the Scrutineer, the Chairman resumed the meeting at 10.40 a.m. He presented the results of the poll (attached hereto as “**Appendix B**”) on the screen and declared Resolutions 1 to 10 carried.

CLOSURE

The Chairman closed the meeting at 10.45 a.m. and thanked those present for their attendance.

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QUESTION AND ANSWER SESSION OF THE TWENTY-SEVENTH ANNUAL GENERAL MEETING ("27th AGM") OF THE COMPANY HELD ON FRIDAY, 26 MAY 2023 AT 10.00 A.M.

1. **KHIND'S company prospect for second half of 2023 despite economy growth slow down.**

The Company's response:

Over the past three years, Khind has experienced consistent growth, but it has now reached a point where further progress is impeded by internal processes and systems.

The second half of the year is anticipated to be challenging. In order to address this, the Company will consolidate its operations, revamp the sales strategy to adapt to evolving market behaviours and initiate an organisational restructuring exercise to optimise its future prospects.

2. **With the share price of the Company slumped for the past year, do the management aware of any specific reason?**

The Company's response:

The decline in share price was attributed to the combination of external and internal factors. Externally, poor market sentiment, high inflation rate and devaluation of Ringgit Malaysia had significantly impacted the situation. Moreover, the exit of foreign funds from Malaysia further contributed to the downturn in the overall economy. As for internal factor, the Company could not maintain its performance of the previous years in contrast to the strong performance during the first two years of the pandemic.

3. **Please consider giving e-voucher to participating shareholders. Thank you.**

The Company's response:

The Board will consider the suggestion.

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(199601007964)

Twenty-Seventh Annual General Meeting
TIHH Online website at <https://tiih.online>

On 26-May-2023 at 10:00AM

Result On Voting By Poll

Resolution(s)	Vote For				Vote Against				Total Votes			
	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%
Ordinary Resolution 1	34,074,179	99.9923	76	83.5165	2,625	0.0077	15	16.4835	34,076,804	100.0000	91	100.0000
Ordinary Resolution 2	34,074,879	99.9944	77	84.6154	1,925	0.0056	14	15.3846	34,076,804	100.0000	91	100.0000
Ordinary Resolution 3	34,074,879	99.9944	77	84.6154	1,925	0.0056	14	15.3846	34,076,804	100.0000	91	100.0000
Ordinary Resolution 4	34,064,679	99.9703	70	77.7778	10,125	0.0297	20	22.2222	34,074,804	100.0000	90	100.0000
Ordinary Resolution 5	34,064,679	99.9703	70	77.7778	10,125	0.0297	20	22.2222	34,074,804	100.0000	90	100.0000
Ordinary Resolution 6	34,064,579	99.9700	69	76.6667	10,225	0.0300	21	23.3333	34,074,804	100.0000	90	100.0000
Ordinary Resolution 7	34,064,679	99.9703	70	77.7778	10,125	0.0297	20	22.2222	34,074,804	100.0000	90	100.0000
Ordinary Resolution 8	34,067,579	99.9788	70	77.7778	7,225	0.0212	20	22.2222	34,074,804	100.0000	90	100.0000
Ordinary Resolution 9	34,070,389	99.9812	76	83.5165	6,415	0.0188	15	16.4835	34,076,804	100.0000	91	100.0000
Ordinary Resolution 10	34,063,288	99.9662	72	80.0000	11,516	0.0338	18	20.0000	34,074,804	100.0000	90	100.0000

