

KERJAYA PROSPEK GROUP BERHAD
Registration No. 198401010054 (122592-U)
(Incorporated in Malaysia)

Minutes of the Thirty-Seventh Annual General Meeting of the Company conducted on fully virtually basis through electronic live streaming from the broadcast venue at Meeting Room of the Company at No. 1, Jalan Wangsa Permai, 1st Floor, Bangunan One Wangsa, Taman Wangsa Permai, 52200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Thursday, 27 May 2021 at 11.00 a.m.

- Present : Physically present at the Broadcast venue:-
Datuk Tee Eng Ho - Non-Independent Non-Executive Chairman
Mr. Tee Eng Tiong - Chief Executive Officer / Executive Director
Mr. Tee Eng Seng - Executive Director
Datin Toh Siew Chuon - Executive Director
Mr. Chan Kam Chiew - Independent Non-Executive Director
- Remote participation via live streaming:-
Datuk Mohamed Razeek bin Md Hussain Maricar - Independent Non-Executive Director
Madam Maylee Gan Suat Lee - Independent Non-Executive Director
members and Proxies logged-in to participate online at
<https://www.sshsb.net.my/login.aspx>
- By Invitation : Invitees logged-in to participate online at
<https://www.sshsb.net.my/login.aspx>
- In Attendance : Ms Mok Mee Kee - Company Secretary (Physically present at the Broadcast venue)

CHAIRMAN

Datuk Tee Eng Ho presided as Chairman of the Meeting and welcomed the members and proxies to the Thirty-Seventh Annual General Meeting (“**37th AGM**”).

NOTICE

The Chairman informed that in view of the Covid-19 pandemic and Government’s official guidance on social distancing, the annual general meeting (“**AGM**”) scheduled for today would be conducted on fully virtual basis through electronic live streaming from the Broadcast Venue at Meeting Room of the Company at No. 1, Jalan Wangsa Permai, 1st Floor, Bangunan One Wangsa, Taman Wangsa Permai, 52200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur and this would be entirely via remote participation and voting.

The notice convening the meeting having been circulated earlier to all members, Bursa Malaysia Securities Berhad and Auditors in accordance with the Company’s Constitution within the prescribed period was taken as read.

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INTRODUCTION OF BOARD MEMBERS, MANAGEMENT AND ETC.

The Chairman welcomed the members and proxies to the virtual meeting and introduced the Board members, both present at the broadcast venue as well as those present remotely / virtually.

QUORUM

Upon confirming the presence of the requisite quorum, the Chairman called the meeting to order.

MEETING INTRODUCTION

The Meeting was informed that the ordinary resolutions 1 to 11 tabled at this 37th AGM required a simple majority vote of the members who were entitled to vote in person or by proxy whilst the special resolution 1 pertaining to the proposed amendments to the Constitution of the Company required not less than 75% of the total voting rights of the members who were entitled to vote in person or by proxy.

The Chairman informed the members that with the remote participation and voting facilities, members may exercise their right as a member or proxy of the Company to pose questions to him or the Board of Directors of the Company and vote remotely at the AGM in the comfort of their location.

The Chairman also informed that he would first take the members through the item in the Agenda. Thereafter, the Board would respond to the questions transmitted by members and proxies during this Meeting. The members and proxies can rely on real time submission of typed texts to exercise their rights to speak or communicate in a virtual meeting and the Board would via the broadcast announce the question(s) and then answer the question(s) accordingly.

The Meeting was then informed that the Company had appointed SS E Solutions Sdn. Bhd. (“SS”) as the poll administrator and Commercial Quest Sdn. Bhd. as independent scrutineer to verify the poll result at today’s AGM.

To facilitate the remote voting via Securities Services e-Portal, the Chairman invited SS to share a short video on the voting procedure and how to raise questions at the meeting through the online meeting platform, e-Portal and informed that sufficient time would be allocated for members to cast their votes after dealing with the business of today’s meeting.

LETTER FROM MINORITY SHAREHOLDERS WATCHDOG GROUP (“MSWG”) AND 2020 FINANCIAL PERFORMANCE BRIEFING

The Chairman informed the members that the Company received a list of questionnaires from the MSGW on 12 May 2021 and had replied in writing to the MSWG on their queries ahead of this 37th AGM.

The Chairman then invited Mr. Stanley Khoo, the Investor Relation, to read out the MSWG’s questions and the Board’s responses to the said questions. After dealing with the MSWG’s questions and answers, Mr. Stanley Khoo then shared with the members the snapshots of the financial performance of the Group for year 2020.

After the presentation, the Chairman began the proceeding of the business of the meeting.

1. AUDITED FINANCIAL STATEMENTS TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS

The Chairman informed that in line with the provision of the Companies Act 2016 which did not require the Audited Financial Statements and Reports to be formally approved by the members, the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon which was sent to the members on 28 April 2021 were tabled for the members' information and should not be put to vote.

The Chairman further informed that should any of the members have any question on the agenda item, members could use the text box provided on the online platform to transmit their questions. Responses would be provided to questions submitted during the Q&A session after tabling all the resolutions.

The Chairman then declared that the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon were received and noted.

**2. AGENDA ITEM NO. 2
ORDINARY RESOLUTION 1 - TO APPROVE PAYMENT OF FINAL DIVIDEND**

The Meeting proceeded to consider the proposed payment of the final dividend of 1.5 sen per ordinary share for the financial year ended 31 December 2020.

The Chairman then put the following motion to the Meeting, to be voted by poll after the Q&A session:-

“THAT a final dividend of 1.5 sen per ordinary share for the financial year ended 31 December 2020 be and is hereby approved for payment on 7 July 2021 to shareholders whose names appear on the Record of Depositors at the close of business on 21 June 2021.”

**3. AGENDA ITEM NO. 3
ORDINARY RESOLUTION 2 - TO APPROVE PAYMENT OF DIRECTORS' FEES**

The Meeting proceeded to consider the proposed payment of Directors' fees. It was proposed that the Directors' fees amounting to RM196,284 be paid to the Non-Executive Directors for their services as Directors of the Company for the financial year ended 31 December 2020.

As guided by the Malaysian Code on Corporate Governance, the Chairman informed that Directors who had interest in this resolution and were members of the Company would abstain from voting for this resolution.

The following motion was then put to the members, to be voted by poll after the Q&A session:-

“THAT the payment of Directors' fees of RM196,284 to the Non-Executive Directors for their services as Directors of the Company for the financial year ended 31 December 2020 be and is hereby approved.”

**4. AGENDA ITEM NO. 4
ORDINARY RESOLUTION 3 - TO APPROVE PAYMENT OF DIRECTORS'
BENEFITS**

The Meeting proceeded with agenda item no. 4 on payment of Directors' benefits. The Chairman informed that the Board had proposed the payment of up to an amount of RM50,000 to the Non-Executive Directors as meeting allowances for the period from 27 May 2021 until the next annual general meeting ("**AGM**") of the Company.

The Meeting was also informed that the meeting allowance was calculated based on the number of scheduled board and board committees meetings for a period from 27 May 2021 to the next AGM on the assumption that all Non-Executive Directors would remain in office until the next AGM. The said authority would facilitate the payment of meeting allowances to the Non-Executive Directors for the financial year 2021/2022.

As guided by the Malaysian Code on Corporate Governance, the Chairman informed that Directors who had interest in this resolution and were members of the Company would abstained from voting for this resolution.

The following motion was then put to the members, to be voted by poll after the Q&A session:-

"THAT the payment of Directors' benefits (excluding Directors' fees) of up to RM50,000 to the Non-Executive Directors with effect from 27 May 2021 until the next annual general meeting of the Company be and is hereby approved."

**5. AGENDA ITEM NO. 5
ORDINARY RESOLUTIONS 4 AND 5 - RE-ELECTION OF DIRECTORS**

The Chairman informed that agenda item no. 5 was to consider the re-election of Directors. On this note, the Chairman relate this agenda item to the recent announcements made by the Company on 12 May 2021 on changes to its Board of Directors.

Firstly, himself, had been redesignated from Executive Chairman to Non-Independent Non-Executive Chairman. Secondly, Mr. Tee Eng Tiong had been appointed as the new Chief Executive Officer/Executive Director of the Company. And thirdly, the Company had appointed 2 new independent directors, namely, Mr. Chan Kam Chiew and Madam Maylee Gan Suat Lee to replace the long-serving independent directors, Mr. Khoo Siong Kee and Mr. Lim Kien Lai @ Lim Kean Lai.

The Meeting was then informed that on this item of the agenda, the Directors subject to retirement in accordance with the Constitution of the Company were:-

- (i) Datin Toh Siew Chuon ("**Datin Toh**");
- (ii) Mr. Tee Eng Tiong;
- (iii) Mr. Chan Kam Chiew; and
- (iv) Madam Maylee Gan Suat Lee,

and the said Directors, unless they were re-elected, should retire at the conclusion of this 37th AGM.

The following matters were then highlighted to the Meeting:-

- (i) The resolution on re-election of Datin Toh was in the Agenda of today's meeting, under resolution 4. Datin Toh, who being eligible for re-election had offered herself for re-election. Her profile could be found on page 5 of the Annual Report.
- (ii) According to Article 83 of the Company's Constitution, all new Board members namely, Mr. Tee Eng Tiong, Mr. Chan Kam Chiew and Madam Maylee Gan Suat Lee should retire as directors at the conclusion of the first AGM after their appointment unless they were re-elected.
- (iii) As Mr. Tee Eng Tiong, Mr. Chan Kam Chiew and Madam Maylee Gan Suat Lee were appointed after the Notice of AGM was sent out to the members on 28 April 2021, their re-election as directors was not in the agenda of today's meeting. Therefore, all of them would retire at the conclusion of this AGM.
- (iv) The Board would immediately after the conclusion of this AGM, re-appoint Mr. Tee Eng Tiong, Mr. Chan Kam Chiew and Madam Maylee Gan Suat Lee to the Board holding their respective present positions and directorate and they would stand for re-election at next year's AGM. Announcements on their re-appointment would be made to Bursa Malaysia Securities Berhad accordingly.
- (v) As Mr. Khoo Siong Kee had resigned as Director of the Company on 12 May 2021, resolution 5 pertaining to his re-election as Director of the Company was no longer applicable hence be dropped from the meeting and would not be put to vote.

In view of the above, the following motion on re-election of Datin Toh was then put to the Meeting, to be voted by poll after the Q&A session:-

"THAT Datin Toh Siew Chuon retiring pursuant to Article 90(1) of the Company's Constitution, be and is hereby re-elected as Director of the Company."

6. AGENDA ITEM NO. 6

ORDINARY RESOLUTION 6 - APPOINTMENT OF AUDITORS

The Meeting then proceeded to consider the re-appointment of Messrs Ong & Wong as Auditors of the Company.

The following motions were then put to the Meeting, to be voted by poll after the Q&A session:-

"THAT Messrs Ong & Wong be and are hereby appointed auditors of the Company to hold office until the conclusion of the next annual general meeting and that the Directors be and are hereby authorised to determine their remuneration."

**7. AGENDA ITEM NO. 7
ORDINARY RESOLUTIONS 7 TO 11**

The meeting continued to consider Ordinary Resolutions 7 to 11 in relation to the following subject matters:-

- (i) Ordinary Resolution 7 - Proposed Retention of Mr. Khoo Siong Kee as Independent Director;
- (ii) Ordinary Resolution 8 - Proposed Retention of Mr. Lim Kien Lai @ Lim Kean Lai as Independent Director;
- (iii) Ordinary Resolution 9 - Authority to Allot Shares;
- (iv) Ordinary Resolution 10 - Proposed Renewal of Share Buy-Back Authority; and
- (v) Ordinary Resolution 11 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT").

The above matters were put to the Meeting for consideration:-

(A) ORDINARY RESOLUTIONS 7 AND 8 - PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Meeting was informed that as Mr. Khoo Siong Khoo and Mr. Lim Kien Lai @ Lim Kean Lai had resigned as Directors of the Company on 12 May 2021, the Ordinary Resolutions 7 and 8 pertaining to their retention as Independent Non-Executive Directors of the Company were no longer applicable hence be dropped from the meeting and would not be put to vote.

(B) ORDINARY RESOLUTION 9 - AUTHORITY TO ALLOT SHARES

The Meeting then proceeded to consider on giving authority to the Directors to allot shares up to 10% of the issued share capital as set out in the Notice of the Meeting dated 28 April 2021.

After briefing the Meeting on the purpose of the proposed resolution and with the permission of the Meeting, the Chairman declared that the Ordinary Resolution 9 as set out in the Notice of this meeting be taken as read. The said motion, detailed hereunder was then put to the meeting for consideration and to be voted by poll after the Q&A session:-

"THAT subject always to the Companies Act 2016 ("**Act**") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to the Act, to allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."

(C) ORDINARY RESOLUTION 10 - PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The meeting then considered the proposed renewal of share buy-back authority, details of which were set out in the Circular to Shareholders dated 28 April 2021, which was dispatched to the members together with the Notice of Meeting.

With the permission of the Meeting, the Chairman declared that the Ordinary Resolution 10 as set out in the Notice of this meeting be taken as read. The said motion, detailed hereunder was then put to the meeting for consideration and to be voted by poll after the Q&A session:-

“THAT subject always to the Companies Act 2016 (“**Act**”), provisions of the Company’s Constitution and the requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and any other relevant approvals, the Directors of the Company be and are hereby authorised to purchase the Company’s ordinary shares (“**Shares**”) through Bursa Securities, subject to the following:-

- (a) The maximum number of Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued Shares of the Company at any point in time;
- (b) The maximum fund to be allocated by the Company for the purpose of purchasing its Shares shall not exceed the retained profits of the Company;
- (c) The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:-
 - (i) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
 - (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
 - (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in general meeting;

whichever occurs first;

- (d) Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt with in the following manner as the Directors of the Company may decide:-

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- (i) cancel the Shares so purchased; or
- (ii) retain the Shares so purchased as treasury shares; or
- (iii) retain part of the Shares so purchased as treasury shares and/or cancel the remainder of the Shares/ treasury shares; or
- (iv) distribute the treasury shares as dividends to shareholders; or
- (v) resell the treasury shares or any of the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
- (vi) transfer the treasury shares or any of the treasury shares for the purposes of or under an employees' share scheme; or
- (vii) transfer the treasury shares or any of the treasury shares as purchase consideration; or
- (viii) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe.

THAT the Directors of the Company be and are hereby authorised to take all such steps and enter into all agreements, arrangements and guarantees with any party or parties as are necessary to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares."

(D) ORDINARY RESOLUTION 11 - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT ("PROPOSED SHAREHOLDERS' MANDATE")

As Datuk Tee Eng Ho was interested in the proposed resolution, he passed the chairmanship to Mr. Chan Kam Chiew ("**Mr. Chan**"), an Independent Non-Executive Director of the Company and a non-interested director/major shareholder of the Company to chair the meeting for this item.

Mr. Chan took the chair and informed that the details on the Proposed Shareholders' Mandate were set out in the Circular to Shareholders dated 28 April 2021, which was dispatched to the members together with the Notice of Meeting.

After briefing the Meeting on the purpose of the proposed resolution, Mr. Chan reminded the Meeting that the interested Directors, major shareholders and/or persons connected with them in the Proposed Shareholders' Mandate would abstained from deliberations and voting on the said resolution.

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With the permission of the Meeting, Mr. Chan then declared that the Ordinary Resolution 11 as set out in the Notice of this meeting be taken as read. The said motion, detailed hereunder was then put to the meeting for consideration and to be voted by poll after the Q&A session:-

“THAT, subject to the Companies Act, 2016 (“**Act**”), the Constitution of the Company and the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries (“**Kerjaya Group**”) to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group (“**Related Parties**”) as specified in Section 2.2.2 of Part B of the Circular to Shareholders dated 27 April 2021 in relation to the Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“**Recurrent RPTs**”) provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
 - (ii) necessary for the day-to-day operations;
 - (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
 - (iv) are not to the detriment of the minority shareholders,
- (“**RRPT Mandate**”).

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

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company 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) the authority is revoked or varied by ordinary resolution passed by the shareholders in general meeting; or

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give full effect to the RRPT Mandate.”

After dealing with the above Mr. Chan passed the Chair back to Datuk Tee Eng Ho after dealing with the above item of the agenda.

**8. AGENDA ITEM NO. 8
SPECIAL RESOLUTION 1 – PROPOSED AMENDMENTS TO THE CONSTITUTION
OF THE COMPANY**

The last resolution for today's meeting was to consider the proposed amendments to the Constitution of the Company. A copy of the proposed amendments to the Constitution were set out in Appendix A attached to the Annual Report which had been sent to all members on 28 April 2021.

The Meeting was informed that the proposed amendments to the Constitution of the Company were to ensure compliance with the relevant laws and regulations and to further enhance the administrative efficiency of the Board.

The following motions were then put to the Meeting, to be voted by poll after the Q&A session:-

“THAT the amendments to the Constitution of the Company in the manner detailed in ‘Appendix A’ to the Annual Report 2020 be and are hereby approved.”

A copy of the said ‘Appendix A’ is attached hereto in the minutes for record purposes.

9. AGENDA ITEM NO. 9

The last item on the agenda for the meeting was to transact any other business of which due notices shall have been received in accordance with the Companies Act 2016. The Meeting was informed that no notice of any other business for transacting at the meeting was received.

10. QUESTION AND ANSWER (“Q&A”) SESSION

The Meeting then proceeded to the Q&A session. The key matters discussed at this AGM was attached hereto in the minutes for record purposes.

11. TAKING OF POLL AND ANNOUNCEMENT OF RESULT

Upon the conclusion of the Q&A session, the Chairman requested the members and proxies to cast their votes remotely.

After 10 minutes, the Chairman announced that the remote voting had ended and informed the members that the meeting was adjourned to facilitate voting and counting of votes.

The meeting resumed at 12.05 p.m. and the poll results as attached was announced by the Scrutineer.

Based on the tabulation of results, the Chairman then declared that the ordinary resolutions no. 1, 2, 3, 4, 6, 9, 10, 11 and special resolution no. 1 tabled at this meeting were carried whilst ordinary resolutions no. 5, 7 and 8 were dropped from the meeting.

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CLOSURE

There being no further business, the meeting closed at 12.07 p.m. with a vote of thanks to the Chairman.

CONFIRMED CORRECT

CHAIRMAN

Dated: 23 June 2021

This is Appendix A referred to as in the Minutes of the Thirty-Seventh Annual General Meeting of Kerjaya Prospek Group Berhad held on a fully virtual basis on 27 May 2021 and the following were the amendments to the Constitution of the Company as per 'Appendix A' to the Annual Report 2020

DETAILS OF THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

It is proposed that the Constitution of the Company be amended in the following manner:

1. **Articles 42, 43, 44 and 45**

THAT the existing Articles 42, 43, 44 and 45 be and are hereby amended by replacing the word “**Member**” with “**holder of the Securities**” and the word “**share**” with “**Securities**” appearing throughout the said aforesaid articles and that the amended Articles 42, 43, 44 and 45 shall read as follows:

Article 42

In the case of the death of a **holder of the Securities**, the legal representatives of the deceased where he was a sole holder shall be the only person recognised by the Company as having any title to his interest in the **Securities**.

Article 43

Subject to the Rules of the Bursa Depository, any person becoming entitled to the **Securities** in consequence of the death or bankruptcy of a **holder of the Securities** may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the **Securities** or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same rights to decline or suspend registration as they would have had in the case of a transfer of the **Securities** by that **holder of the Securities** before his death or bankruptcy.

Article 44

If the person so becoming entitled to have the **Securities** transferred to him, a notice in writing signed by him stating that he so elects must be served by him on the Bursa Depository. If he elects to have the **Securities** transferred to another person he shall testify his election by serving a notice in writing to that effect to the Company and on the Bursa Depository. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer shall be applicable to any such notice of transfer as aforesaid as if the death or bankruptcy of the **holder of the Securities** had not occurred and the notice or transfer were a transfer signed by that **holder of the Securities**.

Article 45

Where the registered holder of any **Securities** dies or becomes bankrupt his personal representative of the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.

2. **Article 47**

THAT the existing Article 47 which reads as follows:

“The Company may from time to time, by special resolution convert all or any of its paid-up shares into stock and may from time to time, in like manner, re-convert any such stock into paid-up shares of any denomination.”

be and is hereby amended by replacing the word “**special**” with “**ordinary**” appearing in the first line of the existing article and that the amended Article 47 shall read as follows:

“The Company may from time to time, by **ordinary** resolution convert all or any of its paid-up shares into stock and may from time to time, in like manner, re-convert any such stock into paid-up shares of any denomination.”

3. **Article 51**

THAT the existing Article 51 which reads as follows:

“(1) The Company may from time to time by special resolution:-

- (a) Consolidate and divide all or any part of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or
- (b) Sub-divide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or
- (c) Reduce its share capital in any manner permitted or authorised under the law and subject to any consent required by the law.

(2) Anything done in pursuance of this Article shall be done in the manner provided by and subject to any conditions imposed by the Act or so far as the Act shall not be applicable then in accordance with the terms of the resolution authorising the same or so far as such resolution shall not be applicable then in such manner as the Directors deem most expedient.”

be and is hereby amended by deleting the existing article in its entirety and substituting therefor the following new Article 51, read as follows:

“(1) The Company may from time to time by **ordinary** resolution:-

- (a) Consolidate and divide all or any part of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or
- (b) Sub-divide its shares or any of the shares, whatever is in the subdivision, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived; or

- (2) **The Company may** by special resolution reduce its share capital in any manner permitted or authorised under the law and subject to any consent required by law.
- (3) Anything done in pursuance of this Article shall be done in the manner provided by and subject to any conditions imposed by the Act or so far as the Act shall not be applicable then in accordance with the terms of the resolution authorising the same or so far as such resolution shall not be applicable then in such manner as the Directors deem most expedient.”

4. **Article 148**

THAT the existing Article 148 be and is hereby amended by inserting the following new sub-article immediately after sub-article 148(b):

- “(c) **A Member’s address, electronic mail address and any other contact details provided to Bursa Depository shall be deemed as the last known address, electronic mail address and contact details respectively for the purposes of communication including but not limiting to service of notices and/or documents to the Member.**”

This is Appendix B referred to as in the Minutes of the Thirty-Seventh Annual General Meeting of Kerjaya Prospek Group Berhad held on a fully virtual basis on 27 May 2021 and the following were the question and answers from/to the Minority Shareholders Watchdog Group

Operational & Financial Matters

Q1 - Covid-19 pandemic

As the Covid-19 pandemic continues to spread, what is the expected impact of the pandemic on Kerjaya Prospek 's operations and financial position in FY2021? How is the Board planning to mitigate the impact of the pandemic on the Group's overall business activities?

A1 - The rollout of Covid-19 vaccines is the key driver of the economic recovery in FY2021. Barring any unforeseen circumstances, we are optimistic that FY2021 will be better than FY2020.

Thanks to our strong balance sheet, strong outstanding order book and prudent management, the impact of Covid-19 on the Group's operations is still manageable. In fact, we delivered a profit after tax ("PAT") of RM90.8 million (11.2% PAT margin) and declared a total dividend payout of 3.0 sen (40.9% of PAT) to our shareholders in FY2020.

Nevertheless, the Group will continue to be vigilant and will review and revise its business strategies to meet the challenges ahead. We will enforce strict standard operating procedures in all our construction sites and office, including limiting the number and movement of workers between sites, conduct regular testing for our workers, etc, in order to keep the impact of Covid-19 on our operations at a minimum.

Q2 - What are the reasons for the sharp increase in other operating expenses from RM9,652,364 in FY2019 to RM15,540,838 in FY2020 (Page 74 of the Annual Report 2020)?

A2 - The increase in other operating expenses increased was mainly due to impairment loss on investment properties amounted to RM11.6 million and this was partly offset with the reversal for impairment on other investments amounting to RM8.9 million.

Q3 - Kerjaya Prospek achieved an order book replenishment of RM1.5 billion in FY2020. This brings the outstanding order book to RM3.5 billion as at 31 December 2020 (Page 12 of the Annual Report 2020).

(a) How long will the order book of RM3.5 million last?

(b) What is the targeted order book replenishment in the next two financial years?

A3 - (a) The outstanding order book of RM3.5 million will be last for 3 years.

(b) Our internal order book target for financial year 2021 and 2022 is at least RM1 billion respectively, however this will be subject to the market condition during the financial year. The Group has achieved RM384.5 million order book replenishment as of 5 May 2021.

Q4 - On-going construction projects

- (a) **As at 31 December 2020, the Group has 28 on-going construction projects (Page 17 of the Annual Report 2020). What is the progress of the on-going construction projects?**
- (b) **Is Kerjaya Prospek facing any delay and/or cost overruns? If so, what is the Group 's strategy to manage the delay and/or cost overruns?**

A4 - (a) All of the on-going construction projects are progressing well as per planned.

The Group will continue to focus on delivering all our existing construction projects on time and meet our customer's requirements.

(b) We do not encounter any major delay or cost overrun.

Amid the full shut down during the first MCO where all construction projects were halted, we managed to catch up and we are proud to say that we managed to deliver all of the projects based on the agreed time line with our customers.

The Group has put in various measures to safeguard our employees and workers, we had also invested in the workers' quarters within the construction sites, which will help to control and curb the Covid-19 cases. In fact, the Ministry of Works issued a statement that we have set a good example on the best practices of workers' quarter for the construction industry after a site visit on 6 February 2021.

The management will continue to exercise cautious measures to ensure we keep the escalating cost to the minimal while continuing to deliver our projects on time, within budget and to our customers' requirement. We remain committed to continue to deliver sustainable growth in the years to come to our shareholders.

Q5 - On property development, please update on any planned activities or upcoming property launches in FY2021?

A5 - The Group is targeting to launch two development projects in the second half of FY2021, which are the Monterez project and Yakin Land project, with a combined gross development value ("GDV") of about RM630 million.

Monterez project consists of 3 blocks of 12 & 13-storey leasehold apartment with a total of 436 units.

Yakin Land project consists of 2 blocks of 38-storey freehold apartment with a total of 454 units.

We are optimistic of the industry's outlook as property sales have been on the rise recently due to pent-up demand.

Sustainability Matters

Q1 - Kerjaya Prospek recently formed a renewables and energy solutions division to provide one-stop energy solutions.

This new renewables and energy solutions division will strengthen and further forge the Group's strong commitment towards Environment, Social and Governance ("ESG") initiatives to contribute in reducing carbon footprint and also create more sustainable environment (Page 16 of the Annual Report 2020)

- (a) What is the progress of the Group's ESG initiatives?**
- (b) What is the expenditure budgeted for the ESG initiative in the next two financial years?**
- (c) What are the critical areas that the division has identified for improvement?**

- A1 -
- (a) Since the inception of the new division, it has continuously looked at ways for the Group to contribute meaningfully from a ESG's perspective. The Group has taken the lead in investing in solar renewables pilot projects in some of our properties. The pilot projects will be implemented as soon as the Group receives the approval of Net Energy Metering 3.0 ("NEM3.0") quota from Sustainable Energy Development Authority ("SEDA").
 - (b) Currently, the Group has budgeted RM1 million per annum for ESG initiatives. The Group will continue to implement optimal energy solutions and/or renewables components into our existing and future properties projects in order to contribute towards a sustainable and environmental friendly development.
 - (c) Going forward, the new division will play a major role in providing optimal energy solutions for the Group's future projects.

This is Appendix C referred to as in the Minutes of the Thirty-Seventh Annual General Meeting (“AGM”) of Kerjaya Prospek Group Berhad held on a fully virtual basis on 27 May 2021 and the following were the poll results of the resolutions tabled at the AGM

Votes Summary Report

Resolution (s)	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected	
<i>Ordinary Resolution 1</i> To approve the final dividend	For	113	1,122,559,271	100.0000	Accepted
	Against	3	224	0.0000	
	Valid Cast	116	1,122,559,495	100.0000	
	Abstain	0	0		
	Not Indicated	0	0		
	Total Cast	116	1,122,559,495		
<i>Ordinary Resolution 2</i> To approve the Directors' fees	For	106	1,122,524,648	99.9969	Accepted
	Against	10	34,847	0.0031	
	Valid Cast	116	1,122,559,495	100.0000	
	Abstain	0	0		
	Not Indicated	0	0		
	Total Cast	116	1,122,559,495		
<i>Ordinary Resolution 3</i> To approve the Directors' benefits	For	104	1,122,524,633	99.9969	Accepted
	Against	11	34,860	0.0031	
	Valid Cast	115	1,122,559,493	100.0000	
	Abstain	0	0		
	Not Indicated	1	2		
	Total Cast	116	1,122,559,495		

This is Appendix C referred to as in the Minutes of the Thirty-Seventh Annual General Meeting (“AGM”) of Kerjaya Prospek Group Berhad held on a fully virtual basis on 27 May 2021 and the following were the poll results of the resolutions tabled at the AGM

Votes Summary Report

Resolution (s)	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected	
<i>Ordinary Resolution 4</i> To re-elect Datin Toh Siew Chuon as a Director of the Company	For	111	1,122,549,269	99.9991	Accepted
	Against	4	10,224	0.0009	
	Valid Cast	115	1,122,559,493	100.0000	
	Abstain	0	0		
	Not Indicated	1	2		
	Total Cast	116	1,122,559,495		
<i>Ordinary Resolution 6</i> To appoint Messrs Ong & Wong as Auditors of the Company	For	110	1,122,549,256	99.9991	Accepted
	Against	6	10,239	0.0009	
	Valid Cast	116	1,122,559,495	100.0000	
	Abstain	0	0		
	Not Indicated	0	0		
	Total Cast	116	1,122,559,495		
<i>Ordinary Resolution 9</i> To approve authority to allot shares	For	100	1,083,828,519	96.5651	Accepted
	Against	13	38,553,092	3.4349	
	Valid Cast	113	1,122,381,611	100.0000	
	Abstain	3	177,884		
	Not Indicated	0	0		
	Total Cast	116	1,122,559,495		

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Votes Summary Report

Resolution (s)	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected	
<i>Ordinary Resolution 10</i> To approve the proposed renewal of share buy-back authority	For	109	1,122,527,049	99.9971	Accepted
	Against	7	32,446	0.0029	
	Valid Cast	116	1,122,559,495	100.0000	
	Abstain	0	0		
	Not Indicated	0	0		
	Total Cast	116	1,122,559,495		
<i>Ordinary Resolution 11</i> To approve the proposed shareholders' mandate for recurrent related party transactions	For	101	223,365,318	99.9848	Accepted
	Against	9	33,856	0.0152	
	Valid Cast	110	223,399,174	100.0000	
	Abstain	6	899,160,321		
	Not Indicated	0	0		
	Total Cast	116	1,122,559,495		
<i>Special Resolution 1</i> Special resolution : To approve the proposed amendments to the Constitution of the Company	For	109	1,122,527,049	99.9971	Accepted
	Against	7	32,446	0.0029	
	Valid Cast	116	1,122,559,495	100.0000	
	Abstain	0	0		
	Not Indicated	0	0		
	Total Cast	116	1,122,559,495		