

SUMMARY OF KEY MATTERES DISCUSSED AT THE TWENTY-SIXTH ANNUAL GENERAL MEETING OF KOBAY TECHNOLOGY BHD. ("KOBAY" OR "COMPANY") HELD AT BROADCAST ROOM, 4TH FLOOR, WISMA KOBAY, No. 42-B, JALAN RANGOON, 10400 GEORGETOWN, PENANG, ON THURSDAY, 26 NOVEMBER 2020 at 2.30 P.M.

PHYSICALLY PRESENT AT THE BROADCAST VENUE

DIRECTORS

Dr. Zabdi Bin Mohd. Zamrod –Chairman
Dato' Seri Koay Hean Eng - Chief Executive Officer

DIRECTORS PARTICIPATED VIA ZOOM CONFERENCING

Koay Cheng Lye
Khaw Eng Peng
Koay Ah Bah @ Koay Cheng Hock

IN ATTENDANCE

Ms. Wong Mee Choon – Company Secretary
Ms. Chan Mun Shee- Company Secretary

QUORUM

There was sufficient quorum for convening the Meeting based on the members who had logged into the live meeting platform.

CONFIRMATION OF PROXIES

Based on the registration data provided by the Share Registrar as at 2.30 p.m. on 24 November 2020, the Company have received a total of 42,712,478 ordinary shares in proxies from the shareholders, representing 41.8% of the total voting shares of the Company.

NOTICE OF MEETING

The notice convening the meeting was taken as read.

REMOTE E-POLLING PROCEDURES

The shareholders had the right to ask question and vote on all the resolutions of the meeting. The shareholders could submit their questions online using the Q&A platform in the webinar. The Board would endeavour to answer all questions raised. If the Board were not able to respond to the questions due to time constraint, the answers would be replied and posted to shareholders' email soonest possible after the Meeting.

All motions tabled at the Meeting, would be voted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, vide the online voting platform provided. Symphony Merchant Sdn Bhd has been appointed as the Independent Scrutineers to verify the polling results of the Meeting.

The online voting session had commenced and the shareholders could submit their votes through the online voting platform at any time until the closure of the voting session.

ORDINARY BUSINESSES

AGENDA 1 - AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

The Audited Financial Statements for the financial year ended 30 June 2020 and Reports of Directors and Auditors thereon were duly received by the meeting.

The Chairman requested shareholders to cast their votes through the online voting platform.

POLL VOTING

The Chairman then announced that the voting session for the 26th AGM had concluded and thanked all shareholders for their participation.

QUESTION RECEIVED

The Chairman informed the meeting that while waiting for the result, questions posted by shareholders via email received before the meeting or via online Q&A platform as below, were duly replied by Dato' Seri Koay Hean Eng, our Chief Executive Officer during the Meeting:

- | | | | |
|-------|--------------------------|---|---|
| (i) | Question (Teoh Hui Peng) | : | How the Company benefit from 5G? |
| | Answer | : | We are tier 2 supplier deliver to EMS, we do have customers involved in 5G. |
| (ii) | Question (Teoh Hui Peng) | : | What is your dividend policy? |
| | Answer | : | It depends on the profit and expansion plan. |
| (iii) | Question (Tan Ze Chien) | : | What is the revenue breakdown based on segment? |
| | Answer | : | Semiconductor/E&E – 68% |
| | | | Aerospace – 14% |
| | | | Oil & Gas – 11% |
| | | | Property Development – 6% |
| | | | Others – 1% |

POLL RESULTS

Upon computation of the poll results, The Chairman read out the poll results of the Meeting to the shareholders.

The results of the poll on each of the resolutions put to vote at the meeting are as follows :-

Resolution/(s)	Vote For		Vote Against		Votes Abstained	
	No. of units (no. of shareholders)	%	No. of units (no. of shareholders)	%	No. of units (no. of shareholders)	%
Ordinary Resolution 1	42,758,578 (10)	100.00				
Ordinary Resolution 2 – Tier 1	33,432,980 (1)	100.00				
Ordinary Resolution 2 – Tier 2	9,325,598 (9)	100.00				
Ordinary Resolution 3	42,758,578 (10)	100.00				
Ordinary Resolution 4	42,758,578 (10)	100.00				
Ordinary Resolution 5	42,758,578 (10)	100.00				
Ordinary Resolution 6	42,758,578 (10)	100.00				
Ordinary Resolution 7	42,758,578 (10)	100.00				
Ordinary Resolution 8	42,758,578 (10)	100.00				
Ordinary Resolution 9	42,758,578 (10)	100.00				
Ordinary Resolution 10	9,325,598 (9)	100.00			33,432,980 (1)	100.00

Based on the above results, the following ordinary resolutions were duly passed at the meeting :-

ORDINARY BUSINESSES :-

Ordinary Resolution 1

PAYMENT OF FIRST AND FINAL SINGLE TIER DIVIDEND OF 6.0 SEN

THAT the payment of First and Final Single Tier Dividend of 6.0 sen for the financial year ended 30 June 2020 be and is hereby approved.

Ordinary Resolution 2

RETAINMENT OF DR. MOHAMAD ZABDI BIN ZAMROD AS INDEPENDENT DIRECTOR

In accordance to MCG 2017, THAT Dr. Mohamad Zabdi Bin Zamrod, who has served the Company as Independent Director for more than 12 years, has been retained as Independent Director of the Company vide two (2) tiers voting system.

Ordinary Resolution 3

RETAINMENT OF MR. KHAW ENG PENG AS INDEPENDENT DIRECTOR

In accordance to MCG 2017, THAT Mr. Khaw Eng Peng, who has served the Company as Independent Director for more than 9 years, has been retained as Senior Independent Director of the Company.

Ordinary Resolution 4

RE-ELECTION OF MR. KOAY CHENG LYE

THAT Mr. Koay Cheng Lye, who is retiring in accordance with Article 101 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 5

RE-ELECTION OF MR. KOAY AH BAH @ KOAY CHENG HOCK

THAT Mr. Koay Ah Bah @ Koay Cheng Hock, who is retiring in accordance with Article 101 of the Company's Constitution, be and is hereby re-elected as Director of the Company.

Ordinary Resolution 6

RE-APPOINTMENT OF AUDITORS

THAT Messrs. Crowe Malaysia, the retiring Auditors be and are hereby re-appointed as the Auditors of the Company for the ensuing year and THAT the Directors be and are hereby authorized to fix their remuneration.

SPECIAL BUSINESSES :-

Ordinary Resolution 7

PAYMENT OF DIRECTORS' FEES

THAT Directors' Fees of RM7,500-00 be and is hereby approved to be made payable to each Non-executive Director for the financial year ended 30 June 2020.

Ordinary Resolution 8

AUTHORITY TO ISSUE SHARES

THAT subject always to the Companies Act, 2016 and approval from the relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered pursuant to Section 76 of the Act, to issue and allot shares in the capital of the Company from time to time 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 (inclusive employee share option scheme exercised by the employees, if any) pursuant to this resolution does not exceed 10% of the issued share capital of the Company at any given point in time AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.

Ordinary Resolution 9

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

THAT subject to the compliance by the Company with all applicable laws, regulations and guidelines pursuant to the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and the approvals of all relevant authorities, the Company be and is hereby authorized to purchase and/or hold such amount of ordinary shares in the Company ("shares") as may be determined by the Directors of the Company from time to time through the Bursa Securities upon such terms and

conditions as the Directors may deem fit in the interest of the Company PROVIDED THAT the maximum number of shares purchased and/or held pursuant to this resolution does not exceed ten per cent (10%) of the total issued share capital of the Company at any given point in time and that the maximum amount of fund allocated by the Company for the purpose of purchasing the shares shall not exceed the retained profits account of the Company.

THAT authority be and is hereby given to the Directors to treat the shares so purchased by the Company pursuant to this Proposed Share Buy-back in accordance with the provision of the Act, which allows a Company that has purchased its own shares to either retain part of or entire shares as treasury shares or cancel part of or entire shares, or a combination of both. The shares so retained as treasury shares by the Company may, either be distributed as share dividends to shareholders or resell on Bursa Securities or in any manner pursuant to the Act, Bursa Securities Listing Requirements or any other relevant authority for the time being in force.

THAT such authority from the shareholders would be effective immediately upon passing of this resolution and would continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the AGM at which such resolution was passed, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

AND THAT authority be and is hereby given to the Directors to take all such steps as are necessary or expedient to implement or to give effect of the Proposed Share Buy-back Authority with full powers to assent to any conditions, modifications, re-valuations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time.

Ordinary Resolution 10

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

THAT pursuant to paragraph 10.09 of the Listing Requirements of Bursa Securities, a mandate of the shareholders be and is hereby granted to allow recurrent related party transactions of a revenue or trading nature ("RRPTs"), which are necessary for the day-to-day operations of the Company and/or its subsidiary companies ("Kobay Group"), to be entered into by the Kobay Group in the ordinary course of business, PROVIDED THAT such transactions are entered into at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company, the particulars of such transactions are set out in Section 2.4 of the Circular to Shareholders of Kobay dated 28 October 2020 ("Proposed Shareholders' Mandate");

THAT disclosure of the breakdown of the aggregate value of transactions conducted will be made based on the type of RRPTs made, names of the related parties involved in each type of the RRPTs made and

their relationship with the Company, in the annual report of the Company during the current financial year and in the annual report for the subsequent financial year during which the Proposed Shareholders' Mandate is in force;

THAT the authority conferred by this resolution shall commence immediately upon the passing of this Ordinary Resolution and shall continue to be in force until:-

- a. the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- b. the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to sections 340(1) & 340(2) of the Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Companies Act, 2016); or
- c. revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is earlier.

AND THAT the Directors of the Company and/or any of them be and are hereby authorised to give effect to the Proposed Shareholders' Mandate with full powers to deal with all matters relating thereto and to complete and do all acts and things (including executing such documents as may be required) in connection with the Proposed Shareholders' Mandate.

ADJOURNMENT

There being no other business to discuss, the meeting was adjourned at 2.58 p.m.