KEY ASIC BERHAD [200501024949 (707082-M)] (Incorporated in Malaysia)

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF KEY ASIC BERHAD ("KEY ASIC" OR "COMPANY") CONDUCTED ENTIRELY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT KEY ASIC'S HEADOFFICE AT 6TH FLOOR, UNIT 3, 8, FIRST AVENUE, BANDAR UTAMA, 47800 PETALING JAYA, SELANGOR DARUL EHSAN, ON WEDNESDAY, 15 NOVEMBER 2023 AT 9.00 A.M.

Present at Broadcast Venue :	Mr Eg Kah Yee (Chairman/Chief Executive Officer) Datuk Md Zubir Ansori Bin Yahaya (Independent Non- Executive Director)
Present via video conferencing :	Ms Chen, Chia-Yin (Independent Non-Executive Director) Prof. Low Teck Seng (Independent Non-Executive Director) Mr Benny T. Hu (Non-Independent Non-Executive Director)
In attendance present at : Broadcast Venue	Ms Kooi Ee Lin (Company Secretary)
bioaucast venue	Representatives from Tricor Corporate Services Sdn. Bhd.
Invitees present via video : conferencing	Representatives from Messrs UHY

1. CHAIRMAN

On behalf of the Board, the Chairman welcomed all present at the Company's Eighteenth Annual General Meeting ("18th AGM"), which was held remotely from the various locations through live streaming.

The Chairman then introduced the Board members, Company Secretary and the Auditors of the Company to the shareholders.

2. QUORUM

The Chairman informed that there was a quorum and he called the meeting to order at 9.00 a.m.

3. NOTICE

The notice convening the meeting, having been circulated earlier to all the members of the Company within the statutory period, was taken as read.

Before proceeding to the items on the agenda, the Chairman informed the members that in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions tabled at the AGM would be voted by poll. Chairman invited Management to brief the shareholders on the flow of the meeting, the voting procedures and how to raise questions at the meeting through the Remote Participation & Voting ("RPV") application.

Management informed that the Company had received a letter dated 25 October 2023 from the Minority Shareholders Watch Group ("MSWG") and the questions raised by MSWG would be addressed during the Question and Answer Session.

As the AGM was conducted entirely through live streaming from the Broadcast Venue at the Head Office of the Company, the resolutions tabled at the AGM would be put to vote remotely using the RPV application. The voting on the resolutions could be done any time during the meeting until the meeting session is closed. Vaersa Advisory Sdn. Bhd. had been appointed as the Independent Scrutineer to validate the votes cast.

Management further briefed the shareholders on how to raise questions to the Board during the AGM and the voting procedure.

Management passed the chair back to the Chairman to continue with the meeting.

4. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MAY 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Audited Financial Statements for the financial year ended 31 May 2023, together with the Reports of the Directors and Auditors, having been circulated to all the members of the Company within the statutory period, were tabled before the meeting.

The Audited Financial Statements for the financial year ended 31 May 2023, together with the Reports of the Directors and Auditors thereon, were received and noted.

5. RESOLUTION 1: PAYMENT OF DIRECTORS' FEES FOR THE PERIOD FROM 16 NOVEMBER 2023 UNTIL THE DATE OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

The Chairman informed that the Board had proposed the payment of Directors' Fees amounting to RM144,000 for the period from 16 November 2023 until the date of the next AGM of the Company.

The following motion was put to the meeting for consideration:-

"THAT the payment of Directors' Fees of RM144,000 for the period from 16 November 2023 until the date of the next Annual General Meeting of the Company be approved."

6. RESOLUTION 2: RE-ELECTION OF BENNY T. HU @ TING WU HU PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION

The Chairman informed the meeting that Mr Benny T. Hu @ Ting Wu Hu, who was retiring pursuant to Clause 76(3) of the Company's Constitution and being eligible, had offered himself for re-election.

The following motion was put to the meeting for consideration:-

"THAT Benny T. Hu @ Ting Wu Hu, retiring pursuant to Clause 76(3) of the Company's Constitution and being eligible, be re-elected as a Director of the Company."

7. RESOLUTION 3: RE-ELECTION OF PROF. LOW TECK SENG PURSUANT TO CLAUSE 76(3) OF THE COMPANY'S CONSTITUTION

The Chairman informed the meeting that Prof. Low Teck Seng, who was retiring pursuant to Clause 76(3) of the Company's Constitution and being eligible, had offered himself for re-election.

The following motion was put to the meeting for consideration:-

"THAT Prof. Low Teck Seng, retiring pursuant to Clause 76(3) of the Company's Constitution and being eligible, be re-elected as a Director of the Company."

8. RESOLUTION 4: RE-APPOINTMENT OF MESSRS UHY AS AUDITORS OF THE COMPANY

The Chairman informed the meeting that the Company's External Auditors, Messrs UHY, had expressed their willingness to continue their services.

The following motion was put to the meeting for consideration:-

"THAT Messrs UHY be hereby re-appointed as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting AND THAT the Directors be authorised to fix their remuneration."

9. RESOLUTION 5: SPECIAL RESOLUTION I WAIVER OF PRE-EMPTIVE RIGHTS UNDER SECTION 85 OF THE COMPANIES ACT 2016

The Chairman informed that the full text of the Special Resolution was set out in the Notice of the meeting and the following motion was put to the meeting for consideration:-

"THAT the shareholders of the Company do hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company under Section 85 of the Companies Act 2016 ("the Act"), read together with Clause 12(3) of the Constitution of the Company.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution I – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act.

10. RESOLUTION 6: SPECIAL RESOLUTION II WAIVER OF PRE-EMPTIVE RIGHTS UNDER SECTION 85 OF THE COMPANIES ACT 2016 FOR GRANTING OF OPTIONS AND ISSUANCE OF NEW SHARES UNDER THE EMPLOYEES' SHARE OPTION SCHEME ("ESOS")

The Chairman informed that the full text of the Special Resolution was set out in the Notice of the meeting and the following motion was put to the meeting for consideration:-

"THAT further to the shareholders' approvals obtained at the Extraordinary General Meeting held on 31 March 2022 for the establishment of the Company's ESOS under which options to subscribe for new shares in the Company ("Options") will be granted to eligible employees and Directors of the Company and its non-dormant subsidiaries ("Grantees") and the granting of Options to each of the Directors of the Company, the shareholders of the Company do hereby waive their pre-emptive rights under Section 85 of the Companies Act 2016 ("the Act"), read together with Clause 12(3) of the Constitution of the Company, over all Options granted and/or to be offered/granted, as well as all new shares of the Company issued and/or to be issued pursuant to the ESOS, the Grantees (including each of the Directors of the Company), whether before or after the date of this resolution, such new shares, when issued, shall rank pari passu with the existing shares in the Company.

THAT subject to passing Ordinary Resolution IV - Proposed Granting of ESOS Options to Datuk Md Zubir Ansori Bin Yahaya, the shareholders of the Company do hereby waive their pre-emptive rights under Section 85 of the Act, read together with Clause 12(3) of the Constitution of the Company, to be offered the Options and/or any new shares ranking equally to the existing issued shares of the Company arising from the granting of Options pursuant to the ESOS to Datuk Md Zubir Ansori Bin Yahaya, such new shares, when issued, shall rank pari passu with the existing shares in the Company."

11. RESOLUTION 7: ORDINARY RESOLUTION I AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The Chairman informed that the full text of the Ordinary Resolution was set out in the Notice of the meeting and the following motion was put to the meeting for consideration:

"THAT contingent upon the passing of the Special Resolution I on waiver of pre-emptive rights under Section 85 of the Companies Act 2016 ("the Act") and pursuant to Sections 75 and 76 of the Act, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate").

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- a) the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

12. RESOLUTION 8: ORDINARY RESOLUTION II CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

The Chairman informed that the full text of the Ordinary Resolution was set out in the Notice of meeting and the following motion was put to meeting for consideration:-

"THAT approval be and is hereby given to Chen, Chia-Yin, 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 and to hold office until the conclusion of the next Annual General Meeting of the Company."

13. RESOLUTION 9: ORDINARY RESOLUTION III

PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OF TRADING NATURE

The Chairman informed that the full text of the Ordinary Resolution was set out in the Notice of meeting and the following motion was put to the meeting for consideration:-

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), the Company and its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 1.4 of the Circular to Shareholders dated 29 September 2023 ("Related Parties") provided that such transactions and/or arrangements are:-

- (a) necessary for the day-to-day operations;
- (b) are undertaken in the ordinary course of business at arm's length basis and are on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (c) are not detrimental to the minority shareholders of the Company,

(collectively known as "Shareholders' 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 a resolution passed at such AGM, the authority is renewed; or
- (b) the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 340 of the Companies Act, 2016 ("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 ordinary resolution passed by the shareholders of the Company in general meeting,

whichever is earlier;

THAT the estimated aggregate value of the transactions conducted pursuant to the Shareholders' Mandate during a financial year will be disclosed, in accordance with the Listing Requirements, in the Annual Report of the Company for the said financial year;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

14. RESOLUTION 10: ORDINARY RESOLUTION IV PROPOSED GRANTING OF EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OPTIONS TO DATUK MD ZUBIR ANSORI BIN YAHAYA

The Chairman informed that the full text of the Ordinary Resolution was set out in the Notice of meeting and the following motion was put to the meeting for consideration:-

"THAT contingent upon the passing of the Special Resolution II on waiver of pre-emptive rights under Section 85 of the Companies Act 2016 for granting of options and issuance of new shares under the ESOS and subject to the approvals of all relevant authorities or

parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time, during the existence of the ESOS, to offer and grant to Datuk Md Zubir Ansori Bin Yahaya, being an Independent Non-Executive Director of the Company, options to subscribe for such number of new shares in the Company ("Key ASIC Shares") to be issued (as adjusted or modified from time to time pursuant to the by-laws governing the ESOS ("By-Laws")) pursuant to the ESOS ("ESOS Options"), provided that the allocation to him, if he, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Key ASIC Shares (excluding any treasury shares), does not exceed 10% of the ESOS Options granted, and subject always to such terms and conditions of the ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Key ASIC Shares to Datuk Md Zubir Ansori Bin Yahaya pursuant to the exercise of ESOS Options under the ESOS."

15. ANY OTHER BUSINESS

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

16. QUESTION AND ANSWER SESSION

At the invitation of the Chairman, Management read out the questions raised by MSWG in their letter dated 25 October 2023 and the response from the Board. The Chairman then addressed the questions submitted by shareholders during the AGM. The Question and Answer Session and Summary of Key Matters Discussed at the AGM is attached hereto as "Appendix A".

17. CONDUCT OF POLL

Having dealt with all the items on the agenda and the Question and Answer, the meeting proceeded to vote on Resolutions 1 to 10 by poll. The Chairman adjourned the meeting at 9.40 a.m. for the Poll Administrator and the Scrutineer to complete the counting and verification of the votes.

Upon completion of the counting of votes by the Poll Administrator and verification of the results by the Scrutineer, the Chairman called the meeting to order at 10.15 a.m.

At the invitation of the Chairman, the Scrutineer presented the results of the poll (attached hereto as "Appendix B") to the meeting.

Based on the results presented, the Chairman declared Resolutions 1 to 10 carried.

18. CLOSURE

The meeting concluded at 10.18 a.m. with a vote of thanks to the Chair.

Dated:

READ & CONFIRMED AS A CORRECT RECORD BY

CHAIRMAN

TJA: KEL: LMY Minutes of the Eighteenth Annual General Meeting held on 15 November 2023

KEY ASIC BERHAD

[200501024949 (707082-M)] (Incorporated in Malaysia)

QUESTION AND ANSWER SESSION AND SUMMARY OF KEY MATTERS DISCUSSED AT THE EIGHTEENTH ANNUAL GENERAL MEETING ("18TH AGM") OF KEY ASIC BERHAD ("KEY ASIC" OR "THE COMPANY") CONDUCTED ENTIRELY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT KEY ASIC'S HEADOFFICE AT 6TH FLOOR, UNIT 3, 8, FIRST AVENUE, BANDAR UTAMA, 47800 PETALING JAYA, SELANGOR DARUL EHSAN, ON WEDNESDAY, 15 NOVEMBER 2023 AT 9.00 A.M.

Questions and Answers arising from the letter from the Minority Shareholders Watch Group (MSWG)

Operational & Financial Matters

Question 1:

In FY2023, the Group has inked over RM70 million of contracts and built up a very strong pipeline in turnkey ASIC design service business. (Page 7 of Annual report 2023)

- a) What is the current outstanding order book for the Group?
- b) What is the amount of new contracts secured in FY2022?
- c) When is the RM70 million of contracts secured in FY2023 expected to be fully recognised?
- d) With over RM70 million of new contracts secured in FY2023 and in relation to the revenue of RM13.6 million in FY2022 and RM20.8 million in FY2023, does the Board anticipate the Group's turnaround and profitability in FY2024?

Response:

- a) Up to today, the Company's outstanding order book stood at approximately RM50 million.
- b) All RM70 million are contracts inked in FY2023.
- c) The contracts will contribute to revenue every year till FY2025.
- d) The Group does not forecast future and will make the announcement of financial in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

Question 2:

The group has expanded its presence in the medical, industrial, automotive, communications and renewable energy segments. Please provide a breakdown of the Group's revenue by the aforementioned segments for FY2022 and FY2023.

Response:

The Company provides segmental information by business segments and geographical segments and such information have been disclosed in Annual Report.

KEY ASIC BERHAD [200501024949 (707082-M)] QUESTION AND ANSWER SESSION AND SUMMARY OF KEY MATTERS DISCUSSED AT THE EIGHTEENTH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 15 NOVEMBER 2023

Question 3:

In the FY2022, the Group reported RM13.5 million in revenue from the sales of goods and approximately RM1.0 million from services rendered. However, in FY2023, revenue from the sales of goods decreased to RM10.1 million while the revenue from services rendered increased significantly to RM10.7 million. Please provide an explanation for the surge in revenue from services rendered in FY2023.

Response:

The increase in revenue from services rendered was due to increase in demand on design service.

Question 4:

In FY2022, two major customers contributed more than 10% of the Group's revenue (page 124 of Annual Report 2023). In FY2023, a new major customer, Customer C, emerged as the largest customer of the Group. Please provide information regarding the country from which this customer originates, as well as the segment in which the customer operates.

Response:

Bounded by strict non-disclosure agreement, the Company do not disclose information about the specific customer unless there is a written consent. Information allowed to be disclosed about Customer C was in the press release.

Other questions raised by the Shareholders and the Company's response during the 18th AGM

Question 1:

One of my friends works in a Key ASIC's customer in Europe. They commented that the quality of Key ASIC is excellent, engineering skills are top notch and services are very good except price is high, how do you deal with that?

Response:

The customers would be charged for the quality of the Company's products and engineering expertise. The Company would continue to provide good engineering skills and help its customers to develop chip design successfully. To date, the Company has developed over 100 designs since its inception with no failure and hiccup.

Question 2:

Why didn't the Company Secretaries publish/provide the links to the AGM Administrative Guide together with/in the Annual Report/notice of meeting? Why not publish it in the notice of the meeting and some shareholders may be away and do not receive the hardcopy? Most listed Companies publish the AGM Administrative Guide through the Annual Report/notice of meeting.

Response:

The Administrative Guide for the 18th AGM together with the Notice of Meeting and Notification Letter to Shareholders had been sent out to the shareholders via email or post on 29 September 2023. The registration link to attend the meeting was provided in the Administrative Guide. The management would verify all registrations against the Record of Depositors and the meeting link would be provided to shareholders via email upon successful verification of the registration.

KEY ASIC BERHAD [200501024949 (707082-M)]

QUESTION AND ANSWER SESSION AND SUMMARY OF KEY MATTERS DISCUSSED AT THE EIGHTEENTH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 15 NOVEMBER 2023

Question 3:

Can you send me a copy of the printed annual report?

Response:

The Company had sent out the Annual Report/Circular request form to the shareholders via email or post and the request form must be completed should the shareholders require a printed copy of the Annual Report. The website link where the Annual Report can be downloaded from was also made available to all the shareholders.

Question 4:

When will the Company turn profitable and start to pay dividend to the shareholders?

Response:

The shareholders would be able to know if the Company turn profitable from the Company's announcements on quarterly financial results from time to time. The Company had not declared any dividend since its inception and the funds generated from the business and/or invested by shareholders would be utilised for the Company's growth to create a greater value to the shareholders rather than dividend distribution.

Question 5:

Can you brief the shareholders on the future of the Company? **Question 6:** What is the Company's future outlook?

Response:

The Group has built a very strong pipeline with over RM70 million contracts secured in the financial year 2023 which had been announced to Bursa Malaysia Securities Berhad accordingly and the new contracts would generate revenue for the Company over a 3 years' period. In addition, the Company is also expected to secure more new contracts in the near future.

Question 7:

Share price was up over 20% yesterday, do you think it can still go up?

Response:

Share price would generally move upwards if a company is performing well. However, share price movement also depends on other factors, one of which is the overall market condition.

Question 8:

Will the Board consider giving door gifts such e-voucher or e-wallets for those participating in this AGM as a token of appreciation?

Response:

The Board will consider the shareholder's request for door gifts for the next AGM.

Appendix B

KEY ASIC BERHAD

Eighteenth Annual General Meeting Venue: 6th Floor, Unit 3, 8, First Avenue, Bandar Utama, 47800 Petaling Jaya. Date: Friday, 15 November 2023 at 9.00 a.m.

Result on Voting by Poll

Resolution	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	%
Resolution 1 (Ordinary)	560,519,198	99.9963%	18	75.0000%	20,900	0.0037%	6	25.0000%	560,540,098	100.0000%	24	100.0000%
Resolution 2 (Ordinary)	560,519,398	99.9963%	19	79.1667%	20,700	0.0037%	5	20.8333%	560,540,098	100.0000%	24	100.0000%
Resolution 3 (Ordinary)	560,529,398	99.9981%	20	83.3333%	10,700	0.0019%	4	16.6667%	560,540,098	100.0000%	24	100.0000%
Resolution 4 (Ordinary)	560,529,398	99.9981%	20	83.3333%	10,700	0.0019%	4	16.6667%	560,540,098	100.0000%	24	100.0000%
Resolution 5 (Special)	560,517,298	99.9959%	18	75.0000%	22,800	0.0041%	6	25.0000%	560,540,098	100.0000%	24	100.0000%
Resolution 6 (Special)	560,519,198	99.9963%	18	75.0000%	20,900	0.0037%	6	25.0000%	560,540,098	100.0000%	24	100.0000%
Resolution 7 (Ordinary)	560,519,098	99.9963%	17	70.8333%	21,000	0.0037%	7	29.1667%	560,540,098	100.0000%	24	100.0000%
Resolution 8 - Tier 1 (Ordinary)	325,869,500	100.0000%	1	100.0000%	-	0.0000%	0	0.0000%	325,869,500	100.0000%	1	100.0000%
Resolution 8 - Tier 2 (Ordinary)	234,649,598	99.9911%	16	69.5652%	21,000	0.0089%	7	30.4348%	234,670,598	100.0000%	23	100.0000%
Resolution 9 (Ordinary)	206,804,410	99.9948%	15	78.9474%	10,700	0.0052%	4	21.0526%	206,815,110	100.0000%	19	100.0000%
Resolution 10 (Ordinary)	560,507,098	99.9941%	16	66.6667%	33,000	0.0059%	8	33.3333%	560,540,098	100.0000%	24	100.0000%



Quincy Gran Hoong Hunt 15/11/03.