

**M K LAND HOLDINGS BERHAD**  
**(197801003984) (40970-H)**  
(Incorporated in Malaysia)

**MINUTES OF THE FORTY-SECOND ANNUAL GENERAL MEETING (“42nd AGM”) OF M K LAND HOLDINGS BERHAD (“M K LAND” OR “THE COMPANY”) HELD FULLY VIRTUALLY THROUGH THE ONLINE MEETING PLATFORM OF TIIH ONLINE WEBSITE AT <https://tiih.online> or <https://tiih.com.my> (DOMAIN REGISTRATION NUMBER WITH MYNIC:D1A282781) PROVIDED BY TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD., MALAYSIA ON TUESDAY, 7 DECEMBER 2021 AT 10.30 A.M.**

**PRESENT** : As per Attendance List

**1. CHAIRMAN**

Pn. Hj. Felina Binti Tan Sri Datuk (Dr.) Hj. Mustapha Kamal presided as Chairman of the meeting (“Chairman”). She welcomed all present virtually at the 42nd Annual General Meeting of M K Land and called the meeting to order at 10.30 a.m.

**2. NOTICE**

- 2.1 With the consent of the members present online, the notice convening the meeting, having been circulated within the prescribed period, was taken as read. Chairman informed that this was the Company’s second online Annual General Meeting to help curb the COVID-19 outbreak, and it was in compliance with Section 327 of the Companies Act 2016, Clause 72 of the Company’s Constitution and the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by Securities Commission Malaysia on 28 April 2020 with the latest revision on 16 July 2021.
- 2.2 Chairman then introduced the Board members and the Secretary to the meeting.

**3. QUORUM**

Chairman confirmed that a quorum was present to constitute the meeting.

**4. NUMBER OF PROXIES**

The Company Secretary informed that the total number of proxy forms received within the prescribed period was 32, representing 572,862,896 shares of the total number of the issued shares of the Company.

**5. POLLING AND ADMINISTRATIVE MATTERS**

- 5.1 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 Company was also required to appoint at least one scrutineer to validate the votes cast at the general meeting.
- 5.2 In view thereof, Ordinary Resolutions 1 to 12 would be put to vote by way of poll. All ordinary resolutions required a simple majority of more than 50% of the votes from members present virtually or by proxy and voting at the meeting. Tricor Investor & Issuing House Services Sdn. Bhd. had been appointed as Poll Administrator to conduct the poll by way of electronic voting. Asia Securities Sdn. Bhd. had been appointed as the scrutineer to verify the poll results.
- 5.3 Chairman said pursuant to the Company's Constitution, the poll on all resolutions would be conducted after the meeting had deliberated on all items on the agenda.
- 5.4 Chairman further said questions from the shareholders could be submitted via the query box, and the Board would respond to those questions as well as questions submitted by shareholders electronically before the 42nd AGM, during the Question and Answer ("Q&A") session after all agenda items had been presented.
- 5.5 Tricor Investor & Issuing House Services Sdn. Bhd. was invited to explain the voting procedure and the method of raising questions at the meeting through remote participation and voting application.
- 5.6 Following the explanation on the voting procedure, Chairman opened the online voting. Participants could vote on the resolutions at any time during the meeting, or vote after the presentation of all the agenda items. The online voting would remain open until the close of the voting session.

**6. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

- 6.1 Chairman dealt with the first agenda item, which was to receive the audited financial statements for the financial year ended 30 June 2021, together with the reports of the Directors and auditors thereon. She explained that the agenda item was meant for discussion only as Section 248(2) and Section 340(1)(A) of the Companies Act 2016 and the shareholders' approval was not required for the audited financial statements. Hence, the item was not put forward for voting.
- 6.2 Chairman then invited participants to send in their questions to the query box for the Board to address during the Q&A session. Chairman declared that the audited financial statements for financial year 2021, together with the reports of the Directors and auditors thereon, were received in accordance with the Companies Act 2016.

- 6.3 Chairman proceeded to the next agenda item as set out in the Notice of the 42nd AGM.
- 7. TO RE-ELECT PN. HJH. FELINA BINTI TAN SRI DATUK (DR.) HJ. MUSTAPHA KAMAL, WHO IS RETIRING PURSUANT TO CLAUSE 93 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION**
- 7.1 As Chairman was up for re-election, she handed over the chairmanship of the meeting to the Senior Independent Non-Executive Director, Pn. Hjh Juliana Heather Binti Ismail ("Pn. Hjh. Juliana").
- 7.2 Pn. Hjh. Juliana referred to Resolution 1 on the agenda pertaining to the re-election of Pn. Hjh. Felina Binti Tan Sri Datuk (Dr.) Hj. Mustapha Kamal ("Pn. Hjh. Felina"), who was retiring pursuant to Clause 93 of the Constitution of the Company, and being eligible, she had offered herself for re-election.
- 7.3 Pn. Hjh. Juliana informed that the profile of Pn. Hjh. Felina could be viewed on page 6 of the Company's Annual Report 2021.
- 7.4 Pn. Hjh. Juliana then invited the shareholders and proxy holders to raise their questions on the agenda item via the query box. The Board would address the questions during the Q&A session. She said the voting by poll in respect of the Ordinary Resolution 1 on the re-election of Pn. Hjh. Felina as Director of Company would be deferred to the end of the meeting.
- 7.5 Pn. Hjh. Juliana handed back the chairmanship of the meeting to Pn. Hjh. Felina (Chairman). Chairman proceeded to the next agenda item as set out in the Notice of the 42nd AGM.
- 8. TO RE-ELECT DATO' TAN CHOON HWA @ ESTHER TAN CHOON HWA, WHO IS RETIRING PURSUANT TO CLAUSE 93 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, HAS OFFERED HERSELF FOR RE-ELECTION**
- 8.1 Chairman referred to Resolution 2 on the agenda pertaining to the re-election of Dato' Tan Choon Hwa @ Esther Tan Choon Hwa ("Dato' Esther Tan"), who was retiring pursuant to Clause 93 of the Constitution of the Company, and being eligible, she had offered herself for re-election.
- 8.2 The profile of Dato' Esther Tan could be viewed on page 9 of the Company's Annual Report 2021.
- 8.3 Chairman informed that any questions on that resolution would be addressed by the Board during the Q&A session. Chairman said the voting by poll in respect of the Ordinary Resolution 2 on the re-election of Dato' Esther Tan as Director of Company would be deferred to the end of the meeting.

- 8.4 Chairman proceeded to the next agenda item as set out in the Notice of the 42nd AGM.
- 9. TO RE-ELECT MR. YEONG WENG CHEONG, WHO IS RETIRING PURSUANT TO CLAUSE 97 OF THE CONSTITUTION OF THE COMPANY AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION**
- 9.1 Chairman referred to Resolution 3 on the agenda pertaining to the re-election of Mr. Yeong Weng Cheong ("Mr. Yeong"), who was retiring pursuant to Clause 97 of the Constitution of the Company, and being eligible, he had offered himself for re-election.
- 9.2 The profile of Mr. Yeong could be viewed on page 8 of the Company's Annual Report 2021.
- 9.3 Chairman informed that any questions on that resolution would be addressed by the Board during the Q&A session. Chairman said the voting by poll in respect of the Ordinary Resolution 3 on the re-election of Mr. Yeong as Director of Company would be deferred to the end of the meeting.
- 9.4 Chairman proceeded to the next agenda item as set out in the Notice of the 42nd AGM.
- 10. TO APPROVE THE DIRECTORS' FEES OF MS. ANITA CHEW CHENG IM AMOUNTING TO RM7,000 PER MONTH FOR THE PERIOD COMMENCING ON 8 DECEMBER 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2022**
- 10.1 Chairman informed that while the monthly Directors' fees for the financial year 2021 remained unchanged, the Directors had voluntarily reduced their fees for the current year by 25% and a further reduction up to 30% during the enforcement of the Movement Control Order in June to October 2021. Chairman extended her appreciation to the Directors for their sacrifice during this pandemic year.
- 10.2 Chairman then referred to Resolution 4 on the agenda pertaining to the Directors' fees of Ms. Anita Chew Cheng Im ("Ms Anita Chew") amounting to RM7,000 per month for the period commencing on 8 December 2021 until the next Annual General Meeting ("AGM") of the Company to be held in 2022.
- 10.3 Chairman explained that the proposed Ordinary Resolution 4, if passed, would give authority to the Company to pay the Directors' fees of RM84,000 until the next AGM of the Company to be held in 2022.
- 10.4 Chairman informed that any questions on that resolution would be addressed by the Board during the Q&A session. Chairman said the voting by poll in respect of the Ordinary Resolution 4 on the payment of Directors' fees to Ms. Anita Chew would be deferred to the end of the meeting.

- 10.5 Chairman proceeded to the next agenda item as set out in the Notice of the 42nd AGM.
- 11. TO APPROVE THE DIRECTORS' FEES OF PN. HJH. JULIANA HEATHER BINTI ISMAIL AMOUNTING TO RM7,000 PER MONTH FOR THE PERIOD COMMENCING ON 8 DECEMBER 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2022**
- 11.1 Chairman then referred to Resolution 5 on the agenda pertaining to the Directors' fees of Pn. Hjh. Juliana Heather Binti Ismail ("Pn. Hjh. Juliana") amounting to RM7,000 per month for the period commencing on 8 December 2021 until the next Annual General Meeting ("AGM") of the Company to be held in 2022.
- 11.2 Chairman explained that the proposed Ordinary Resolution 5, if passed, would give authority to the Company to pay the Directors' fees of RM84,000 until the next AGM of the Company to be held in 2022.
- 11.3 Chairman informed that any questions on that resolution would be addressed by the Board during the Q&A session. Chairman said the voting by poll in respect of the Ordinary Resolution 5 on the payment of Directors' fees to Pn. Hjh. Juliana would be deferred to the end of the meeting.
- 11.4 Chairman proceeded to the next agenda item as set out in the Notice of the 42nd AGM.
- 12. TO APPROVE THE DIRECTORS' FEES OF DATO' TAN CHOON HWA @ ESTHER TAN CHOON HWA AMOUNTING TO RM7,000 PER MONTH FOR THE PERIOD COMMENCING ON 8 DECEMBER 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2022**
- 12.1 Chairman then referred to Resolution 6 on the agenda pertaining to the Directors' fees of Dato' Tan Choon Hwa @ Esther Tan Choon Hwa ("Dato' Esther Tan") amounting to RM7,000 per month for the period commencing on 8 December 2021 until the next Annual General Meeting ("AGM") of the Company to be held in 2022.
- 12.2 Chairman explained that the proposed Ordinary Resolution 6, if passed, would give authority to the Company to pay the Directors' fees of RM84,000 until the next AGM of the Company to be held in 2022.
- 12.3 Chairman informed that any questions on that resolution would be addressed by the Board during the Q&A session. Chairman said the voting by poll in respect of the Ordinary Resolution 6 on the payment of Directors' fees to Dato' Esther Tan would be deferred to the end of the meeting.
- 12.4 Chairman proceeded to the next agenda item as set out in the Notice of the 42nd AGM.



- 13. TO APPROVE THE DIRECTORS' FEES OF MR. YEONG WENG CHEONG AMOUNTING TO RM7,000 PER MONTH FOR THE PERIOD COMMENCING ON 8 DECEMBER 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2022**
- 13.1 Chairman then referred to Resolution 7 on the agenda pertaining to the Directors' fees of Mr. Yeong Weng Cheong ("Mr. Yeong") amounting to RM7,000 per month for the period commencing on 8 December 2021 until the next Annual General Meeting ("AGM") of the Company to be held in 2022.
- 13.2 Chairman explained that the proposed Ordinary Resolution 7, if passed, would give authority to the Company to pay the Directors' fees of RM84,000 until the next AGM of the Company to be held in 2022.
- 13.3 Chairman informed that any questions on that resolution would be addressed by the Board during the Q&A session. Chairman said the voting by poll in respect of the Ordinary Resolution 7 on the payment of Directors' fees to Mr. Yeong would be deferred to the end of the meeting.
- 13.4 Chairman proceeded to the next agenda item as set out in the Notice of the 42nd AGM.
- 14. TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS OF UP TO RM250,000 WITH EFFECT FROM 8 DECEMBER 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2022**
- 14.1 Chairman then referred to Resolution 8 on the agenda pertaining to the payment of Directors' benefits of up to RM250,000 with effect from 8 December 2021 until the next Annual General Meeting ("AGM") of the Company to be held in 2022.
- 14.2 Chairman informed that the Directors' benefits comprised meeting allowances of RM2,000 per meeting for each Independent Non-Executive Director of the Board and Board Committees. Payment of the Directors' benefits would be made by the Company as and when incurred, and the proposed Ordinary Resolution 8, if passed, would give authority to the Company to pay the Directors' benefits of up to RM250,000 with effect from 8 December 2021 until the next AGM of the Company to be held in 2022.
- 14.3 Chairman informed that any questions on this resolution would be addressed by the Board during the Q&A session. Chairman said the voting by poll in respect of the Ordinary Resolution 8 on the payment of Directors' benefits would be deferred to the end of the meeting:
- 14.4 Chairman proceeded to the next agenda item as set out in the Notice of the 42nd AGM.

- 15. TO RE-APPOINT MESSRS BDO PLT, THE RETIRING AUDITORS FOR THE FINANCIAL YEAR ENDING 30 JUNE 2022, AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS**
- 15.1 Chairman referred to Resolution 9 on the agenda pertaining to the re-appointment of Messrs BDO PLT ("BDO"), the retiring auditors for the financial year ending 30 June 2022, and to authorise the Board of Directors to fix their remuneration.
- 15.2 Chairman informed that BDO had indicated their willingness to continue in office.
- 15.3 Chairman informed that any questions on that resolution would be addressed by the Board during the Q&A session. Chairman said the voting by poll in respect of the Ordinary Resolution 9 on the re-appointment of BDO as auditors of the Company for the financial year ending 30 June 2022 would be deferred to the end of the meeting:
- 15.4 Chairman proceeded to the next agenda item as set out in the Notice of the 42nd AGM.
- 16. PROPOSED CONTINUATION IN OFFICE OF PN. HJH. JULIANA HEATHER BINTI ISMAIL AS SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR AND MS. ANITA CHEW CHENG IM AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
- 16.1 Chairman referred to Resolutions 10 and 11, under the Special Business of the agenda pertaining to the continuation in office of Pn. Hjh. Juliana Heather Binti Ismail ("Pn. Hjh. Juliana") as Senior Independent Non-Executive Director of the Company, and Ms. Anita Chew Cheng Im ("Ms. Anita Chew") as Independent Non-Executive Director of the Company.
- 16.2 Chairman informed that the Board, with the recommendation of the Nomination Committee, had assessed the independence of Pn. Hjh. Juliana and Ms. Anita Chew who had each served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years since 21 December 2009 and 19 February 2009 respectively.
- 16.3 The Board recommended their continuation in office as they had vast experience in Human Resource and Corporate Finance, good knowledge of the Company's business operations and the property development market, and had carried out their professional duties in the best interest of the Company and shareholders.
- 16.4 Chairman informed that any questions on those resolutions would be addressed by the Board during the Q&A session.
- 16.5 Chairman said the voting by poll in respect of the Ordinary Resolution 10 on the proposed continuation in office of Pn. Hjh. Juliana as Senior Independent Non-Executive Director would be deferred to the end of the meeting:
- 16.6 Chairman further said the voting by poll in respect of the Ordinary Resolution 11 on the proposed continuation in office of Ms. Anita Chew as Independent Non-Executive Director would be deferred to the end of the meeting:

- 16.7 Chairman proceeded to the next agenda item as set out in the Notice of the 42nd AGM.

**17. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

- 17.1 Chairman referred to Resolution 12, under Special Business of the agenda pertaining to the authority for issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016.

- 17.2 Chairman explained that the resolution was to grant authority to the Directors to issue shares up to a maximum of ten per centum (10%) of the total number of the issued shares (excluding treasury shares) of the Company, pursuant to Sections 75 and 76 of the Companies Act 2016.

- 17.3 The proposed Ordinary Resolution 12, if passed, would give the Directors of the Company from the date of the Forty Second AGM, authority to issue and allot shares for such purposes as the Directors consider would be in the best interest of the Company. The general mandate sought will enable the Directors of the Company to issue shares, including but not limited for the purpose of funding investments, working capital and/or acquisitions, at any time in their absolute opinion without having to conduct a general meeting as it would be both costly and time consuming.

- 17.4 Chairman informed that any questions on this resolution would be addressed by the Board during the Q&A session. Chairman said the voting by poll in respect of the Ordinary Resolution 12 on the issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016 would be deferred to the end of the meeting.

- 17.5 Chairman proceeded to the next agenda item as set out in the Notice of the 42nd AGM.

**18. TO TRANSACT ANY OTHER ORDINARY BUSINESS OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN**

Chairman informed the meeting that the Company had not received any notice to deal with any other business for which due notice was required to be given pursuant to the Companies Act 2016.

**19. QUESTION AND ANSWER ("Q&A") SESSION**

- 19.1 Mr. Lau Shu Chuan ("Mr. SC Lau"), Executive Director, was invited to present to the meeting the questions from and responses to the Minority Shareholders Watchdog Group ("MSWG").



## 19.2 MSWG's Questions and M K Land's Replies

### Operational and Financial Matters

Q1: The Group is one of the successful bidders for the Development of Large-Scale Solar Photovoltaic Plants ("LSSPV") (*Page 3 of the Annual Report 2021*).

- (a) What is the contract period of the LSSPV?
- (b) What is the expected capital expenditure in building the LSSPV?
- (c) What is the payback period in years from the LSSPV?

A1: Reply from M K Land as follows:

- (a) During the pandemic, the Group took measures to diversify and strengthen the recurring income of the Group, including participating in the bidding for the LSSPV. The contract period of the LSSPV is for 21 years from the date of commercial operations (COD).
- (b) The expected capital expenditure in building the LSSPV is estimated at approximately RM45 million.
- (c) The expected payback period from the LSSPV is approximately 10 years.

As renewable energy, such as solar energy, is now in high demand, the costs are rising. They are monitoring and controlling the costs.

Q2: The Group has two hotels in Langkawi, namely Ombak Villa and Kuala Melaka Inn, Langkawi. The hotel occupancies of these two hotels were affected by the Covid-19 pandemic.

The Government has introduced an international tourism bubble for Langkawi from 15 November 2021 to boost tourist arrival to Langkawi.

- (a) What were the hotel occupancy rates for Ombak Villa and Kuala Melaka Inn during the Movement Control Order ("MCO") period and after the introduction of the international tourism bubble respectively?
- (b) What are the measures taken by the Group to improve the hotel occupancy rates of Ombak Villa and Kuala Melaka Inn after the MCO and how successful are the measures in terms of the improvement in the hotel occupancy rates for each hotel?

A2: Reply from M K Land as follows:

- (a) The occupancy rates for Ombak Villa and Kuala Melaka Inn in Langkawi were below 15% on average during the MCO as the hotels were not able to operate for many months and due to travel restrictions. The

resorts have yet to secure significant bookings from international tourists upon the introduction of the international tourism bubble effective from 15 November 2021. The resorts' primary focus is currently on domestic travellers, and they have secured bookings of over 88% occupancy until the end of December 2021.

- (b) The Group has initiated a number of measures to improve the occupancy rates following the lifting of inter-district and inter-state travel restrictions and the domestic bubble program effective from 16 September 2021.

Amongst them are "Pay Now, Stay Later" packages, enhanced "Online Travel Agent" initiatives, target group's incentives and long-stay incentives.

The hotel occupancy rates have been improving and the current bookings indicate over 88% occupancy for December 2021.

Q3: The performance of Lake View College, ("LVC") has been in the red for the last few years. The Covid-19 pandemic has further impacted LVC's financial result, with 108 students targeting to complete their studies by end-June 2023 (*Page 15 of the Annual Report*).

- (a) What was the student enrolment prior to the Covid-19 pandemic?
- (b) Does the Group foresee any improvement in the student enrolment with the removal of the MCO? If yes, what is the expected increase in student enrolment in percentage term?

A3: Reply from M K Land as follows:

- (a) The total student's population as at the Third Quarter Financial Year 2020 ("FY 2020") prior to the pandemic was 131 students.
- (b) The Group had taken a position to temporary cease enrolment of new student from 2021, mainly due to the Covid-19 pandemic situation.

The Group, however, will reassess the situation when there is more clarity on the pandemic situation and the business environment, whether profitable or otherwise, going forward.

Q4: The Group's other income has improved due to a fair value gain on long-term payables amounting to RM15.38 million in Financial Year 2021 with RM NIL in FY 2020 (*Page 61 of the Annual Report*).

Please explain the nature of the fair value gain on long-term payables.

A4: Reply from M K Land as follows:

The fair value gain on long-term payables arose from the accounting treatment on long-term payables in accordance with MFRS 9 (*formerly known as FRS 139*).

In accordance with MFRS 9, upon modification of contractual cash flows (*i.e. rescheduling of the repayment plan*), the Group is required to state the financial liabilities (*i.e. long-term payables*) at fair value as at the reporting date.

This essentially involves a discounting of future cash outflows to the present value.

- Q5. The Group's ongoing development in Damansara Damai, namely Residensi Suasana @ Damai, consists of three condominium towers comprising 780 units.

What are the latest take-up rates of each condominium tower as of October 2021?

- A5: Reply from M K Land as follows:

The take-up rates for Residensi Suasana @ Damai condominium in Damansara Damai as at October 2021 are 95% for Tower A, 85% for Tower B and 12% for Tower C. Tower A was formerly fully booked but due to withdrawals and certain delays in approvals, the number has declined to 95%.

- 19.3 Mr. SC Lau also presented the questions raised by the shareholders/proxies. The key matters raised by the shareholders/proxies are stated in the attached Appendix I.
- 19.4 After the Q&A session, Chairman said responses to questions that could not be addressed during the allocated time would be emailed to the persons concerned. She thanked Mr. SC Lau for his presentation and the Q&A session ended.

## **20. POLLING AND ANNOUNCEMENT OF POLL RESULTS**

- 20.1 Chairman put the resolutions to the meeting for consideration. She said Ordinary Resolutions 1 to 12 would be voted by poll remotely, and the votes would be counted by the poll administrator and verified by the scrutineer.
- 20.2 At this juncture, Chairman adjourned the meeting for the online voting session and vote counting and verification process to be completed.
- 20.3 At 12.05 p.m., the meeting resumed and Chairman announced the result of the poll, and declared Ordinary Resolutions 1 to 12 carried, as follows:

**M K LAND HOLDINGS BERHAD (197801003984) (40970-H)**  
**MINUTES OF FORTY-SECOND ANNUAL GENERAL MEETING HELD ON 7 DECEMBER 2021**

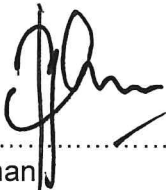
Resolution	Vote For				Vote Against			
	No. of Units	%	No. of P/S	%	No. of Units	%	No. of P/S	%
Resolution 1	573,736,494	75.4202	335	86.7876	186,983,348	24.5798	51	13.2124
Resolution 2	760,649,209	99.9907	338	87.5648	70,633	0.0093	48	12.4352
Resolution 3	760,362,809	99.9531	337	87.3057	357,033	0.0469	49	12.6493
Resolution 4	760,553,925	99.9787	300	78.3290	161,897	0.0213	83	21.6710
Resolution 5	760,548,945	99.9808	300	78.3290	145,897	0.0192	83	21.6710
Resolution 6	760,549,045	99.9808	300	78.3290	145,797	0.0192	83	21.6710
Resolution 7	760,549,045	99.9808	300	78.3290	145,797	0.0192	83	21.6710
Resolution 8	760,505,849	99.9723	290	75.3247	210,993	0.0277	95	24.6753
Resolution 9	760,605,029	99.9849	349	90.4145	114,813	0.0151	37	9.5855
Resolution 12	760,632,543	99.9848	322	83.2041	115,299	0.0152	65	16.7959

Resolutions	Vote For				Vote Against			
	No. of Units	%	No. of P/S	%	No. of Units	%	No. of P/S	%
<u>Tier 1 – Large Holders</u>								
Resolution 10	479,096,585	100.0000	1	100.0000	0	0.0000	0	0.0000
Resolution 11	479,096,585	100.0000	1	100.0000	0	0.0000	0	0.0000
<u>Tier 2 – Other Holders</u>								
Resolution 10	281,526,324	99.9656	330	85.7143	96,933	0.0344	55	14.2857
Resolution 11	281,244,424	99.8655	330	85.7143	378,833	0.1345	55	14.2857

**21. CLOSURE OF MEETING**

There being no other business, the meeting ended at 12.10 p.m. with a vote of thanks to Chairman.

Confirmed as a Correct Record

  
 .....  
 Chairman

**M K LAND HOLDINGS BERHAD**  
**(197801003984) (40970-H)**  
(Incorporated in Malaysia)

**QUESTION-AND-ANSWER SESSION AT THE  
FORTY-SECOND ANNUAL GENERAL MEETING**

**APPENDIX 1**

- Q1. What are the constructive prospects of M K Land which will be achievable in the short term, and which will bring sustainable income to the Group?

Does the M K Land Board feel satisfied with the Company's performance? What is the Company's plan ahead for the betterment of the Company in the future?

- A1. The pandemic has caused a lot of uncertainty, and during the Movement Control Order ("MCO"), non-essential businesses, including the construction sector, were not allowed to operate. For construction, it is very difficult to manage a stop-start work situation, with contractors losing their workforce during this time. The M K Land Board and Management meet regularly online to strategise on the way forward. Broadly, there are a number of issues on multiple fronts, including frequent business stoppages, issues regarding authority approvals and loan approvals, while for the resorts, the travel restrictions have affected the business. In light of this, the Board focused on cash flow management, sustainability and business continuity.

In terms of cash flow management, we are focusing on revenue and sales generation. We have not been able to conduct physical sales and have had to resort to marketing through digital means. We have also put into place cost control and optimisation, and resource management, including human resource. The Board and staff have taken pay cuts but productivity remains high, and we have managed to deliver decent results.

In terms of business continuity, we have continued to focus on affordable housing where the returns are marginal but the products are in demand. We are planning for new launches that will include medium-cost and higher-cost products.

We have also looked at ways to expand our recurring income, including rental income which is expected to increase over the next five years, and diversification into solar power generation.

The Board is working hard to ensure that the Company continue to sustain and grow despite the challenges. We have also made structural changes, such as bringing in Mr. Yeong Weng Cheong as a Director. He has the expertise and experience in property development. Going forward, more changes will be announced in due course.

- Q2. There are outstanding disputes with the Inland Revenue Department ("IRD") over the Real Property Gains Tax issue. What is the situation now?
- A2. There are two cases with the IRD. The first case is with Medan Prestasi Sdn. Bhd. ("MPSB") involving the Special Commissioner for Income Tax ("SCIT") which has given a verdict in favour of the IRD. MPSB has filed an appeal to SCIT, and the next case management has been fixed for 7 February 2022. In the meantime, MPSB has applied for a stay of the proceedings, whereby the next hearing will be on 16 December 2021.

The second case is with Saujana Triangle Sdn. Bhd. ("STSB"), which disagreed with the assessment raised by the IRB in May 2017, and appealed to the SCIT in June 2017. At the same time, STSB is discussing with the IRB on a settlement proposal, which is pending a response from them. The next case management is fixed for 9 December 2021.

Q3. The Company has made better profits than last year. Is there any intention for the Board to declare a dividend this year?

A3. The better profit for the financial year is really from the 'Other Income', which is related to the accounting treatment. This is a non-cash item. Despite the higher profit, we have not generate more cash. The Group has set aside sufficient funds as working capital for on-going projects and new launches, and to acquire new land banks at the right time in order to offer more comprehensive and better products. The property market continues to remain soft, coupled with more stringent banking loan policies. As such, we may need to defer any dividend for the time being. We also need to set aside some funds for the cases with the IRD.

Going forward, we expect the economy to gradually recover and the Company to do better. We will be in a better position to consider a dividend, and hope to give some good news before the next Annual General Meeting.

Q4. We hope the Board will consider giving e-vouchers or e-wallet value to shareholders as a token of appreciation for attending this AGM in these hard and challenging times.

A4. Thank you, shareholders, for all your support and trust throughout these years. Indeed, these are hard and challenging times, and because of this, we are looking at multiple areas of cost saving. We hope the pandemic will be over soon, and when the Company's performance improves, we will consider this request.

Q5. What is the Company's future outlook, how much is the impact due to the MCO, and how much is the cost savings from this virtual AGM as compared to the physical one?

A5. On the future outlook, I have shared what we are currently doing. We expect recovery to be gradual, and going forward, we are focusing on sales of ongoing projects and completed products, and planning new launches. The process of approval has improved from the time when government departments accepted only online submissions. We need to be more agile and creative with our land banks, and will continue to explore new business opportunities, such as solar plants. We are also improving operational efficiency and human capital management.

On the impact of the MCO, our sales strategy and management of staff and costs have to change. For example, having staff work from home is a reality that we have to adjust to.

On the cost savings from a virtual AGM, there is some saving. This is also a deliberate measure for safety and health reason and to save costs, and that goes for door gifts as



well. The Directors and staff have taken salary cuts, and we all have to make some sacrifice.

- Q6. The Profit After Tax ("PAT") shows RM19.4 million but on closer examination, the Group is not making any profit operationally. Page 57 shows that the profit from 'Other Income' is RM41.1 million, which includes RM17.9 million from fair value gain on investment properties and RM15.38 million fair value gain on long term payables. Please explain which investment property was revalued to realise the RM17.9 million gain, and explain how the fair value gain of RM15.38 million was realised from long-term payables.
- A6. The investment property is a piece of land located in Lembah Beriah, Perak. We have leased out the property for a solar farm, and reclassified the land held for property development to investment property. The accounting policy requires that the value of the asset be stated at market value. After providing for the costs and tax, this has given rise to a RM17.9 million gain. The property measures about 353 acres.

On the fair value gain on long-term payables, the accounting policy requires the allocation of the proposed repayment on the payable to State Government. In this case, the repayment is over 10 years, and the fair value is the difference between the current costs and net present value. The fair value gain has to be amortised over the respective years.

- Q7. A piece of land has been sold for RM108 million. What is the status of the sale of this land, and is there any plan to pay dividends out of the proceeds?
- A7. The sale is still pending completion, after which the Board will be in a better position to consider the issue of dividend. At this point in time, we are waiting for that deal to be completed.
- Q8. On page 90, Note 10, there is an accrued gratuity of RM3.28 million in 2021 and Note 31 shows that RM5.5 million is due to the Directors. Please explain these items, and to which Director this is due.
- A8. The two Directors involved are the current Executive Chairman and Executive Director, whose letters of appointment have provided for a gratuity that will be payable upon serving at least three years. Both Directors have served more than three years, and it is incumbent on the Company to make the necessary provision. It has been provided but not paid.

The difference between the RM3.28 million in Note 10 and RM5.5 million in Note 31 is the portion due to the Executive Director, who was also the Group Chief Executive Officer ("CEO"). His appointment as CEO also entitled him to gratuity upon relinquishing that position.

- Q9. On page 116, the amount payable to the State Government has increased by RM34 million. Please explain why.
- A9. This is related to the fair value gain that we have explained earlier. Accounting wise, we needed to allocate the debt into short-term payable and long-term payable. There was an increase in the short-term payable while the long-term payable showed a decrease.
- Q10. What are the latest unbilled sales for the Group?
- A10. The unbilled sales for the Group as at 30 June 2021 are about RM240 million.
- Q11. What is your target price for next year?
- A11. Generally, as a Board, we do not publicise the share price. Our suggestion is for the investors to refer to financial analysts or your broker or remisier, who will have financial reports prepared by different analysts. We generally do not speculate on share price. As Directors, we do the best we can to deliver the results, and the share price is based on market forces.