



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth (19th) Annual General Meeting of Key Alliance Group Berhad (“KAG” or “the Company”) will be held on a fully virtual basis and entirely via remote participation and voting from the broadcast venue at Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Friday, 9 September 2022 at 10.00 a.m., or any adjournment thereof, for the purpose of transacting the following businesses:

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2022 together with the Directors' and Auditors' Reports thereon. | Please refer to Explanatory Note 1 |
| 2. To approve the payment of directors' fees and other benefits payable of up to RM700,000 to the directors for their services from 9 September 2022 until the next annual general meeting of the Company. | Ordinary Resolution 1 |
| 3. To re-elect the following directors who retires pursuant to Clause 90 of the Company's Constitution :
(a) Dato' Zaidi Bin Mat Isa @ Hashim
(b) Mr Roy Ho Yew Kee | Ordinary Resolution 2
Ordinary Resolution 3 |
| 4. To re-appoint Messrs Russell Bedford LC PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 4 |

SPECIAL BUSINESSES :

To consider and, if thought fit, to pass the following Resolution:

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| 5. Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016
“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.” | Ordinary Resolution 5 |
| 6. To transact any other business of the Company for which due notice shall have been given. | |

By order of the Board,

CHONG VOON WAH (SSM PC No. 202008001343) (MAICSA 7055003)

THAI KIAN YAU (SSM PC No. 202008001515) (MIA 36921)

Company Secretaries

Kuala Lumpur

29 July 2022

Notes:-

- Only depositors whose names appear in the Record of Depositors as at 2 September 2022 shall be regarded as members and be entitled to attend, participate, speak and vote at the 19th AGM.
- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- Any alterations in the Proxy Form must be initiated by the member.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via facsimile no. 03-6201 3121 or via e-mail at ir@shareworks.com.my not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of 19th AGM to vote by poll.
- The 19th AGM will be conducted fully virtual at the broadcast venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.

EXPLANATORY NOTES

1. Audited Financial Statements for the Financial Year Ended 31 March 2022

The Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolution 1 : To approve the payment of Directors' fees and others benefits payable

The Directors' fees and other benefits payable are calculated based on the number of scheduled Board and Committee Meetings to be held for the period commencing from 9 September 2022 until the conclusion of the next Annual General Meeting of the Company and assuming that all Non-Executive Directors will hold office until the end of the subject financial year.

This resolution is to facilitate payment of Directors' fees and allowances on monthly basis and/or as and when required. In the event the Directors' fees and allowances proposed is insufficient (e.g. due to more meetings), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

3. Ordinary Resolutions 2 and 3 : Re-election of Directors

The following Directors are standing for re-election as Directors of the Company pursuant to the following clauses of the Company's Constitution at the 19th Annual General Meeting of the Company and are being eligible have offered themselves for re-election in accordance with the Company's Constitution :

- (a) Dato' Zaidi Bin Mat Isa @ Hashim (Clause 90); and
(b) Mr Roy Ho Yew Kee (Clause 90).

(collectively referred to as “Retiring Directors”)

The Board of Directors through the Nominating Committee (“NC”) has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the Retiring Directors who had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Committees meetings) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

Further, the NC has considered and affirmed, and the Board has endorsed that the Dato' Zaidi Bin Mat Isa @ Hashim, who is seeking re-election at the forthcoming 19th Annual General Meeting of the Company comply with the independence criteria as prescribed in the Listing Requirements of Bursa Malaysia Securities Berhad and remained independent in exercising their judgment and in carrying out their duties as Independent Non-Executive Directors.

4. Ordinary Resolution 5 : Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Ordinary Resolution 5, if passed, is the renewal of general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company (“General Mandate”). This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.

As at 29 July 2022, 510,861,906 new ordinary shares in the Company were issued by way of private placement pursuant to the general mandate granted to the Directors at the Eighteenth (18th) Annual General Meeting held on 29 September 2021. The total proceeds raised from the said private placement exercise was around RM6,896,635. The details and status of the utilisation of proceeds raised from the said private placement exercise are as follows :

	Proposed Utilisation (RM'000)	Amount Utilisation (RM'000)	Balance Available for Utilisation (RM'000)
Utilisation of Proceeds			
Development of an electronic-commerce marketplace / platform for medical equipment, devices and related products	6,787	142	6,645
Estimated expenses for the Corporate Exercises	110	92	18
Total	6,897	234	6,663

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Rule 8.29 (2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at the Nineteenth (19th) Annual General Meeting.

The Company will seek shareholders' approval on the general mandate for issue of securities in accordance with Rule 6.04 (3) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the proposed Ordinary Resolution 5 as stated in the Notice of Nineteenth (19th) Annual General Meeting of the Company for the details.

ADMINISTRATIVE GUIDE

Date Friday, 9 September 2022	Time 10.00 a.m.	Broadcast Venue Lot 18.2, 18th Floor, Menara Lien Hoe No. 8 Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya, Selangor
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Fully Virtual Meeting

1. With reference to the revised 'Guidance and FAQs on the Conduct of General Meetings for Listed Issuers' issued by the Securities Commission Malaysia on 16 July 2021, listed issuers are encouraged to continue leveraging technology in conducting general meetings beyond Movement Control Order.
2. The Nineteenth (19th) Annual General Meeting ("**AGM**") will be conducted on a fully virtual basis and entirely via remote participation and voting facilities ("**RPV Facilities**") from the broadcast venue at Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor.
3. Shareholders whose names appear on the Record of Depositors as at 2 September 2022 are **strongly encouraged** to take advantage of the RPV Facilities to participate and vote remotely at the AGM. With the RPV Facilities, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors ("**Board**") and/or management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the AGM. Details of the RPV Facilities are set out below.

Registration

4. The AGM will be held virtually. The registration is mandatory for the event. Please click the following link to register: <https://rebrand.ly/KAG-AGM>.
5. All the Shareholders are required to register in order to participate to the AGM. The registration will be open from 10.00 a.m. on 29 July 2022 and close at 10.00 a.m. on 8 September 2022.

Upon submission of your registration, you will receive an email to notify you that your registration has been received and is pending verification.

6. After verification of your registration against the General Meeting Record of Depositors of the Company, the system will send you an email to notify you if your registration is approved or rejected after 2 September 2022.
7. Should your registration be rejected, you can contact the Company's Share Registrar or the Company for clarifications.
8. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Please follow the tutorial guide posted on <https://rebrand.ly/KAG-AGM>.

General Meeting Records of Depositors

9. For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors of the Company as at 2 September 2022 shall be entitled to attend this meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

ADMINISTRATIVE GUIDE

Individual Members

10. Individual members are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the AGM. Please refer to the details as set out under RPV Facilities for information.
11. If an individual member is unable to attend the AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Corporate Members

12. Corporate members (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the AGM using the RPV Facilities. Corporate members who wish to participate and vote remotely at the AGM must contact the Company's Share Registrar with the details set out below for assistance and will be required to provide the following documents to the Company no later than 8 September 2022 at 10.00 a.m.:

- (i) Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation;
- (ii) Copy of the Corporate Representative's or proxy's MyKad (front and back)/Passport; and
- (iii) Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, the Company's Share Registrar or the Company will respond to your remote participation request.

13. If a Corporate member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the AGM, it is encouraged to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Nominee Company Members

14. The beneficiaries of the shares under a Nominee Company's CDS account ("**Nominee Company member(s)**") are also strongly advised to participate and vote remotely at the AGM using RPV Facilities. Nominee Company members who wish to participate and vote remotely at the AGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the AGM. Nominee Company must contact the Company's Share Registrar with the details set out below for assistance and will be required to provide the following documents to the Company no later than 8 September 2022 at 10.00 a.m.:

- (i) Form of Proxy under the seal of the Nominee Company;
- (ii) Copy of the proxy's MyKad (front and back)/Passport; and
- (iii) Proxy's email address and mobile phone number.

Upon receipt of such documents, the Company's Share Registrar or the Company will respond to your remote participation request.

15. If a Nominee Company member is unable to attend the AGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Proxy

16. If a member is unable to attend the AGM, he/she may appoint a proxy or the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
17. If an individual member has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally participate in the AGM via RPV Facilities, the individual member must contact the Company's Share Registrar or the Company, whose contact details are set out in No. 21 below, to revoke the appointment of his/her proxy no later than 8 September 2022 at 10.00 a.m.

ADMINISTRATIVE GUIDE

Poll Voting

18. The voting at the AGM will be conducted by way of poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Shareworks Sdn Bhd as the Poll Administrator to conduct the poll by way of electronic voting and Sharepolls Sdn Bhd as the Scrutineers to verify the poll results. Upon completion of the voting session for the respective AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

RPV Facilities

19. Please refer to the following information on RPV Facilities for live streaming and remote voting at the AGM:

Procedures	Action
Before AGM	
1. Register as participant in Virtual AGM	<ul style="list-style-type: none"> Using your computer, access the website at https://rebrand.ly/KAG-AGM. Click on the Register button to register for the AGM session. Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.
2. Submit your online registration	<ul style="list-style-type: none"> All the Shareholders are required to register prior to the meeting. The registration will be open from 10.00 a.m. on 29 July 2022 and the registration will close at 10.00 a.m. on 8 September 2022. Clicking on the link will redirect you to the AGM event page. Click on the Register button for the online registration form. Complete your particulars in the registration page. Your name MUST match your CDS account name (not applicable for proxy). Insert your CDS account number and indicate the number of shares you hold. Read and agree to the Terms & Conditions and confirm the Declarations. Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected. System will send an email to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors of the Company as at 2 September 2022, the system will send you an email to notify you if your registration is approved or rejected after 2 September 2022. If your registration is rejected, you can contact the Company's Share Registrar or the Company for clarifications or to appeal.
On the day of AGM	
3. Attending Virtual AGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. First is one day before the AGM day, while the 2nd will be sent 1 hour before the AGM session. Click Join Event in the reminder email to participate the RPV.

ADMINISTRATIVE GUIDE

4. Participate with live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email. The session will be recorded. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
5. Online Remote Voting	<ul style="list-style-type: none"> The Chairman will announce the commencement of the Voting session and the duration allowed at the respective AGM. The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame. Click on the Submit button when you have completed. Votes cannot be changed once it is submitted.
6. End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the AGM, the live session will end.

No Recording or Photography

20. Strictly **NO recording or photography** of the proceedings of the AGM is allowed.

Enquiry

21. If you have any enquiry prior to the meeting, please contact the following officers during office hours from 9.00 a.m. to 5.30 p.m. (Monday to Friday):

For Registration, logging in and system related:

Key Alliance Group Berhad

Name: Ms Eris / Mr Bryan / Mr Hong
 Telephone No: +603-7688 1013
 Email: vgm@mlabs.com

For Proxy and other matters:

ShareWorks Sdn. Bhd.

Name: Ms Maria Fong / Mr Vemalan
 Telephone No: 03-6201 1120
 Email: ir@shareworks.com.my

**KEY ALLIANCE GROUP BERHAD**Registration No.: 200301007533 (609953-K)
(Incorporated in Malaysia)**PROXY FORM**CDS Account No. : No. of Shares held : I/We,
[Full name in block and NRIC No. / Registration No.]..... Tel. No.:
[Full name in block and NRIC No. / Registration No.]of
[Address]

being a member/members of Key Alliance Group Berhad, hereby appoint:-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:	Contact No:		
	Email Address:		

and / or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:	Contact No:		
	Email Address:		

or failing him, the Chairman of the meeting as my/our proxy to attend and to vote for me/us on my/our behalf at the Nineteenth (19th) Annual General Meeting of the Company will be held on a fully virtual basis and entirely via remote participation and voting from the broadcast venue at Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Friday, 9 September 2022 at 10.00 a.m. or any adjournment thereof, and to vote as indicated below:-

No.	Agenda	Resolution	For	Against
1.	To approve the payment of Directors' fees and others benefits payable to the Directors.	Ordinary Resolution 1		
2.	To re-elect Dato' Zaidi Bin Mat Isa @ Hashim as Director.	Ordinary Resolution 2		
3.	To re-elect Mr Roy Ho Yew Kee as Director.	Ordinary Resolution 3		
4.	To re-appoint Messrs Russell Bedford LC PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	Ordinary Resolution 4		
5.	To approve the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.	Ordinary Resolution 5		

(Please indicate with a "X" in the space provided on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion)

Signed this.....

.....

Signature*
Member

(* if shareholder is a corporation, this form should be executed under seal)

Notes:-

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5. Any alterations in the Proxy Form must be initialed by the member.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via facsimile no. 03-6201 3121 or via e-mail at ir@shareworks.com.my not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of 19th AGM to vote by poll.
8. The 19th AGM will be conducted fully virtual at the broadcast venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.

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**THE SHARE REGISTRAR OF
KEY ALLIANCE GROUP BERHAD
COMPANY REGISTRATION NO. 200301007533 (609953-K)**

SHAREWORKS SDN. BHD.
No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas
50480 Kuala Lumpur, Malaysia

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