



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-First (21<sup>st</sup>) Annual General Meeting of Key Alliance Group Berhad (“KAG” or “the Company”) will be held on a virtual basis and entirely via remote participation and voting from the broadcast venue at Lot 4.1, 4<sup>th</sup> Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor via online meeting platform at <https://rebrand.ly/KAG-AGM> on Friday, 30 August 2024 at 10.30 a.m., or any adjournment thereof, for the purpose of transacting the following businesses:

## AGENDA

- |  |   |
|--|---|
| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Directors’ and Auditors’ Reports thereon.  | <b>Please refer to Explanatory Note 1</b> |
| 2. To approve the payment of Directors’ fees and other benefits payable of up to RM500,000 to be divided amongst the Directors in such manner as the Directors may determine for the period commencing from 30 August 2024 until the conclusion of the next Annual General Meeting of the Company. | Ordinary Resolution 1                     |
| 3. To re-elect Mr Lee Kien Fatt who retires pursuant to Clause 90 of the Company’s Constitution.   | Ordinary Resolution 2                     |
| 4. To re-elect Mr Sandraruben A/L Neelamagham who retires pursuant to Clause 98 of the Company’s Constitution.   | Ordinary Resolution 3                     |
| 5. To re-appoint Messrs Russell Bedford LC PLT as External 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:

- |  |                       |
|--|-----------------------|
| 6. <b>Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016</b> | Ordinary Resolution 5 |
|--|-----------------------|

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) 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.

AND THAT pursuant to Section 85 of the Act to be read together with Clause 9 of the Constitution of the Company, approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the shareholders and empower the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act without offering them to the existing members to maintain their relative voting and distribution right and such new shares shall rank pari passu in all respects with the existing class of ordinary shares.”

# NOTICE OF ANNUAL GENERAL MEETING

7. 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  
31 July 2024

## **Notes:-**

1. *Only depositors whose names appear in the Record of Depositors as at 22 August 2024 shall be regarded as members and be entitled to attend, participate, speak and vote at the 2<sup>nd</sup> AGM.*
2. *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.*
3. *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.*
4. *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.*
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 e-mail at [ir@shareworks.com.my](mailto: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 Malaysia Securities Berhad requires all resolutions set out in the Notice of 2<sup>nd</sup> AGM to vote by poll.*
8. *The 2<sup>nd</sup> AGM will be conducted virtually 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 2024**

Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act 2016 provides 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.

# NOTICE OF ANNUAL GENERAL MEETING

## EXPLANATORY NOTES (CONT'D)

### 2. Ordinary Resolution 1: To Approve the Payment of Directors' Fees and Other 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 30 August 2024 until the conclusion of the next Annual General Meeting of the Company and assuming that all the Directors will hold office until the end of the subject financial year.

This resolution is to facilitate payment of Directors' fees and allowances on a monthly basis and/or as and when required. In the event the Directors' fees and allowances proposed are 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 21<sup>st</sup> Annual General Meeting of the Company and are being eligible have offered themselves for re-election in accordance with the Company's Constitution:

- (a) Mr Lee Kien Fatt (Clause 90); and
- (b) Mr Sandraruben A/L Neelamagham (Clause 98)

*(collectively referred to as "Retiring Directors")*

For the purpose of determining the eligibility of the Retiring Directors to stand for re-election at the 21<sup>st</sup> AGM, the Board through its Nomination Committee ("NC") had assessed the Retiring Directors, and considered the following:

- (a) The Directors' performance and contribution;
- (b) The Directors' skills, experience and strength in qualities; and
- (c) The Directors' ability to act in the best interest of the Company in decision-making.

The Board and the NC had deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board and the NC (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 had endorsed that Mr Lee Kien Fatt, who is seeking re-election at the forthcoming 21<sup>st</sup> Annual General Meeting of the Company comply with the independence criteria as prescribed in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and remained independent in exercising his judgment and in carrying out his duties as Independent Non-Executive Director of the Company.

### 4. Ordinary Resolution 4: Re-appointment of External Auditors

The Board, through the Audit and Risk Management Committee, had conducted an assessment on the suitability, objectivity and independence of Messrs Russell Bedford LC PLT in respect of the financial year ended 31 March 2024. The Board was satisfied with the performance of Messrs Russell Bedford LC PLT and recommended the re-appointment of Messrs Russell Bedford LC PLT as External Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company in accordance with Section 271 of the Companies Act 2016.

# NOTICE OF ANNUAL GENERAL MEETING

## EXPLANATORY NOTES (CONT'D)

### 5. Ordinary Resolution 5: Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 5, if passed, is the renewal of the 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.

Pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 9 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company:

#### **Section 85(1) of the Companies Act 2016 states:**

*Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.*

#### **Clause 9 of the Company's Constitution provides as follows:**

*Subject to any direction to the contrary that may be given by the Company in a general meeting, all new Shares or other Convertible Securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing Shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of Shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of any intimation from the person to whom the offer is made that he declines to accept the Shares or Securities offered, the Directors may dispose of those Shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new Shares or Securities which (by reason of the ratio which the new Shares or Securities bear to Shares or Securities held by persons entitled to an offer of new Shares or Securities) cannot, in the opinion of the Directors, be conveniently offered in the manner provided under this Constitution.*

In order for the Board to issue any new shares free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 5, if passed, will exclude your pre-emptive rights over all new shares in the Company to be issued under the general mandate.

As at the date of this Notice, the Company has not issued any new shares pursuant to the General Mandate granted to the Directors at the Twentieth (20<sup>th</sup>) Annual General Meeting held on 13 September 2023 and which the said General Mandate will lapse at the conclusion of the 21<sup>st</sup> Annual General Meeting.

## **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 21<sup>st</sup> Annual General Meeting.

# NOTICE OF ANNUAL GENERAL MEETING

## **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING (Pursuant to Rule 8.29 (2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad) (cont'd)**

The Company will seek shareholders' approval on the general mandate for the 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 the 21<sup>st</sup> Annual General Meeting of the Company for the details.



# TWENTY-FIRST (21<sup>ST</sup>) ANNUAL GENERAL MEETING ADMINISTRATIVE GUIDE

Date	Time	Broadcast Venue
Friday, 30 August 2024	10.30 a.m.	Lot 4.1, 4 <sup>th</sup> Floor, Menara Lien Hoe No. 8, Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya, Selangor

## Virtual Meeting

1. The Twenty-First (21<sup>st</sup>) Annual General Meeting (“**AGM**”) will be conducted by way of a virtual meeting and via online remote voting using the Remote Participation and Voting Facilities (“**RPV Facilities**”) from the broadcast venue at Lot 4.1, 4<sup>th</sup> Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor.
2. Shareholders 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

3. 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>.
4. All the Shareholders are required to register in order to participate to the AGM. The registration will be open from 10.30 a.m. on 31 July 2024 and close at 10.30 a.m. on 29 August 2024.  
  
Upon submission of your registration, you will receive an email to notify you that your registration has been received and is pending verification.
5. 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 22 August 2024.
6. Should your registration be rejected, you can contact the Company’s Share Registrar or the Company for clarifications.
7. 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

8. 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 22 August 2024 shall be entitled to attend this meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

## Individual Members

9. 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.
10. 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.

# TWENTY-FIRST (21<sup>ST</sup>) ANNUAL GENERAL MEETING ADMINISTRATIVE GUIDE

## **Corporate Members**

11. 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 29 August 2024 at 10.30 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.
12. 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**

13. 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 29 August 2024 at 10.30 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.
14. 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**

15. 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.
16. 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. 20 below, to revoke the appointment of his/her proxy no later than 29 August 2024 at 10.30 a.m.

## **Poll Voting**

17. 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.

# TWENTY-FIRST (21<sup>ST</sup>) ANNUAL GENERAL MEETING ADMINISTRATIVE GUIDE

## RPV Facilities

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

<b>Procedures</b>	<b>Action</b>
<b>Before AGM</b>	
1. Register as participant in virtual AGM	<ul style="list-style-type: none"><li>Using your computer, access the website at <a href="https://rebrand.ly/KAG-AGM">https://rebrand.ly/KAG-AGM</a>. Click on the <b>Register</b> button to register for the AGM session.</li><li>If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click <b>Register</b> and enter your email followed by <b>Next</b> to fill in your details to register for the AGM session.</li><li>Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.</li><li>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.</li></ul>
2. Submit your online registration	<ul style="list-style-type: none"><li>Shareholders who wish to participate and vote remotely at the AGM via RPV facilities are required to register prior to the meeting. The registration will open from <b>10.30 a.m.</b> on <b>31 July 2024</b> and close at <b>10.30 a.m.</b> on <b>29 August 2024</b>.</li><li>Clicking on the link mentioned in item 1 will redirect you to the AGM event page. Click on the <b>Register</b> link for the online registration form.</li><li>Complete your particulars in the registration page. Your name <b>MUST</b> match your CDS account name (not applicable for Proxy).</li><li>Insert your CDS account number(s) and indicate the number of shares you hold.</li><li>Read and agree to the Terms &amp; Conditions and confirm the Declarations.</li><li>Please ensure all information given is accurate before you click <b>Submit</b> to register your remote participation. Failure to do so will result in your registration being rejected.</li></ul> <p><u>Email Notification to Shareholders</u></p> <ul style="list-style-type: none"><li>System will send an email to notify that your registration for remote participation is received and will be verified.</li><li>After verification of your registration against the General Meeting Record of Depositors of the Company as at <b>22 August 2024</b>, the system will send you an email to notify you if your registration is approved or rejected after <b>22 August 2024</b>.</li><li>If your registration is rejected, you can contact the Company's Poll Administrator for clarifications or to appeal.</li></ul>



# TWENTY-FIRST (21<sup>ST</sup>) ANNUAL GENERAL MEETING ADMINISTRATIVE GUIDE

## **RPV Facilities**

18. Please refer to the following information on RPV Facilities for live streaming and remote voting at the AGM: (cont'd)

<b>Procedures</b>	<b>Action</b>
<b>On the day of AGM</b>	
3. Attending virtual AGM	<ul style="list-style-type: none"><li>Two reminder emails will be sent to your inbox. First is one day before the AGM, while the second will be sent 1 hour before the AGM session.</li><li>Click <b>Join Event</b> in the reminder email to participate the RPV.</li></ul>
4. Participate with live video	<ul style="list-style-type: none"><li>You will be given a short brief about the system.</li><li>Your microphone is muted throughout the whole session.</li><li>If you have any questions for the Chairman/Board, you may use the <b>Q&amp;A panel</b> to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions received throughout the session which are not answered during the AGM will be replied later to your registered email.</li><li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li></ul>
5. Online Remote Voting	<ul style="list-style-type: none"><li>The Chairman will announce the commencement of the voting session and the duration allowed at the AGM.</li><li>The list of resolutions for voting will appear at the right-hand side of your computer screen under the <b>Slido</b> panel. You are required to indicate your votes for the resolutions that are tabled for voting within the given time frame.</li><li>Click on the <b>Submit</b> button when you have completed.</li><li>Votes cannot be changed once it is submitted.</li></ul>
6. End of RPV Facility	<ul style="list-style-type: none"><li>Upon the announcement by the Chairman on the closure of the AGM, the live session will end.</li></ul>

## **No Recording or Photography**

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

## **Enquiry**

20. 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:  
InsHub Sdn. Bhd.**

Name : Ms Eris/Mr Calvin  
Telephone No.: +603-7688 1013  
Email: [vgm@mlabs.com](mailto:vgm@mlabs.com)

**For Form of Proxy:  
ShareWorks Sdn. Bhd.**

Name : Mr Kou/Mr Wai Kien  
Telephone No.: +603-6201 1120  
Email: [ir@shareworks.com.my](mailto:ir@shareworks.com.my)



**KEY ALLIANCE GROUP BERHAD**  
 Company 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 ..... 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 Twenty-First (21<sup>st</sup>) Annual General Meeting of the Company to be held on a virtual basis and entirely via remote participation and voting from the broadcast venue at Lot 4.1, 4<sup>th</sup> Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor via online meeting platform at <https://rebrand.ly/KAG-AGM> on Friday, 30 August 2024 at 10.30 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 other benefits payable to the Directors.	<b>Ordinary Resolution 1</b>		
2.	To re-elect Mr Lee Kien Fatt as Director.	<b>Ordinary Resolution 2</b>		
3.	To re-elect Mr Sandraruben A/L Neelamagham as Director.	<b>Ordinary Resolution 3</b>		
4.	To re-appoint Messrs Russell Bedford LC PLT as External Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	<b>Ordinary Resolution 4</b>		
5.	To approve the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.	<b>Ordinary Resolution 5</b>		

*(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)



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2. 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.
3. 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.
4. 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.
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 e-mail at [ir@shareworks.com.my](mailto: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 Malaysia Securities Berhad requires all resolutions set out in the Notice of 21<sup>st</sup> AGM to vote by poll.
8. The 21<sup>st</sup> AGM will be conducted virtually 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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