

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Second (22<sup>nd</sup>) Annual General Meeting of Key Alliance Group Berhad (“**KAG**” or “**the Company**”) will be held at Lot 4.1, 4<sup>th</sup> Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 29 August 2025 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 2025 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 29 August 2025 until the conclusion of the next Annual General Meeting of the Company. | Ordinary Resolution 1                     |
| 3. To re-elect Mr Roy Ho Yew Kee, who retires pursuant to Clause 90 of the Company’s Constitution.   | Ordinary Resolution 2                     |
| 4. To re-elect Dato’ Seri Farhash Wafa Salvador, J.P, 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:

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

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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 2025

## Notes:

1. Only depositors whose names appear in the Record of Depositors as at 22 August 2025 shall be regarded as members and be entitled to attend, participate, speak and vote at the 22<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 22<sup>nd</sup> AGM to vote by poll.

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## EXPLANATORY NOTES

### 1. Audited Financial Statements for the Financial Year Ended 31 March 2025

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.

### 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 29 August 2025 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 22<sup>nd</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 Roy Ho Yew Kee (Clause 90); and
- (b) Dato' Seri Farhash Wafa Salvador, J.P (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 22<sup>nd</sup> AGM, the Board, through its Nomination Committee ("**NC**"), had assessed the Retiring Directors and considered the following:

- (a) The Retiring Directors' performance and contribution;
- (b) The Retiring Directors' skills, experience and strength in qualities; and
- (c) The Retiring 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.

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## EXPLANATORY NOTES (CONT'D)

### 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 2025. 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.

### 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), working 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.

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## EXPLANATORY NOTES (CONT'D)

### 5. Ordinary Resolution 6: Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 (Cont'd)

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 Twenty-First (21<sup>st</sup>) Annual General Meeting held on 30 August 2024, and the said General Mandate will lapse at the conclusion of the 22<sup>nd</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 the 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 22<sup>nd</sup> Annual General Meeting.

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 22<sup>nd</sup> Annual General Meeting of the Company for the details.