



**KINERGY ADVANCEMENT BERHAD**  
**(FORMERLY KNOWN AS KEJURUTERAAN ASASTERA BERHAD)**  
Registration No.: 199701005009 (420505-H)  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (“**EGM**”) of Kinergy Advancement Berhad (formerly known as Kejuruteraan Asastera Berhad) (“**KAB**” or the “**Company**”) will be held on a fully virtual basis vide the Online Meeting Platform hosted on Securities Services e-Portal at <https://sshsb.net.my/> on Friday, 31 May 2024 at 10:00 a.m. or immediately following the conclusion or adjournment of the Company’s 27<sup>th</sup> Annual General Meeting, scheduled to be held on the same day at 9:00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without any modification, the following resolutions:

### **ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARES SCHEME (“ESS” OR “SCHEME”) OF UP TO 5% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN KAB (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME DURING THE TENURE OF THE SCHEME, FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF KAB AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) (“PROPOSED ESS”)**

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained (where applicable) and to the extent permitted by law and the Company’s Constitution, approval be and is hereby given to the Board of Directors of the Company to:

- (i) establish, implement and administer the Proposed ESS for the benefit of the eligible directors and employees of KAB Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation in the Proposed ESS (“**Eligible Person(s)**”) and to implement and administer the same in accordance with the By-Laws governing the terms, rules and conditions of the Proposed ESS (“**By-Laws**”), a draft of which is set out in Appendix I of the circular to shareholders of KAB dated 30 April 2024 (“**Circular**”);
- (ii) allot and issue and/or procure the transfer of such number of new or existing ordinary shares in the Company (“**KAB Shares**”) (as adjusted or modified from time to time pursuant to the By-Laws) from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of KAB Shares be allotted and issued and/or transferred pursuant to granting of KAB Shares (“**Shares Grant**”) and/or options to subscribe for KAB Shares (“**ESS Options**”) (collectively “**Awards**”) to eligible Director(s) (including non-executive Directors) and eligible employees of the KAB Group in relation to the Proposed ESS shall not exceed 5% in aggregate of the total number of issued shares of the Company (excluding treasury shares) at any point in time throughout the duration of the Proposed ESS;
- (iii) appoint and authorise a committee (“**ESS Committee**”) by which the Proposed ESS will be administered in accordance with the By-Laws by the said ESS Committee, who will responsible for, amongst others, implementing and administering the Proposed ESS. The members of the ESS Committee shall comprise such number of Directors and/or senior management personnel of the Group to be identified from time to time;

- (iv) make the necessary application, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for permission to deal in and for the listing of and quotation for the new KAB Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- (v) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws;

**THAT**, the KAB Shares to be allotted and issued and/or transferred from treasury shares (as the case may be) upon the vesting of the Shares Grant and/or upon exercise of the ESS Options pursuant to the Awards shall, upon allotment and issuance and/or transfer from treasury shares (as the case may be), rank equally in all respects with the existing KAB Shares, save and except that the said Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid for which the entitlement date precedes the date of issuance and allotment or transfer of the said Shares.

**THAT** the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85(1) of the Companies Act, 2016 ("**Act**") and Clause 12(3) of the Company's Constitution be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing KAB Shares in relation to the Proposed ESS;

**AND THAT** the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESS."

## **ORDINARY RESOLUTION 2**

### **PROPOSED ALLOCATION OF AWARDS TO DATUK DR. ONG PENG SU PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION TO DATUK DR. ONG PENG SU")**

"**THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Datuk Dr. Ong Peng Su, being the Independent Non-Executive Chairman of the Company, of not more than 1% of the total number of ordinary shares in the Company to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws.

**AND THAT** the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85(1) of the Act and Clause 12(3) of the Company's Constitution be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing KAB Shares in relation to the Proposed Allocation of Awards to Datuk Dr. Ong Peng Su."

### **ORDINARY RESOLUTION 3**

#### **PROPOSED ALLOCATION OF AWARDS TO DATO' LAI KENG ONN PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION TO DATO' LAI KENG ONN")**

**"THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Dato' Lai Keng Onn, being the Executive Deputy Chairman cum Group Managing Director and major shareholder of the Company, of not more than 10% of the total number of ordinary shares in the Company to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws.

**AND THAT** the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85(1) of the Act and Clause 12(3) of the Company's Constitution be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing KAB Shares in relation to the Proposed Allocation of Awards to Dato' Lai Keng Onn."

### **ORDINARY RESOLUTION 4**

#### **PROPOSED ALLOCATION OF AWARDS TO CHOONG GAIK SENG PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION TO CHOONG GAIK SENG")**

**"THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Choong Gaik Seng, being the Executive Director of the Company, of not more than 10% of the total number of ordinary shares in the Company to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws.

**AND THAT** the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85(1) of the Act and Clause 12(3) of the Company's Constitution be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing KAB Shares in relation to the Proposed Allocation of Awards to Choong Gaik Seng."

### **ORDINARY RESOLUTION 5**

#### **PROPOSED ALLOCATION OF AWARDS TO JONATHAN WU JO-HAN PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION TO JONATHAN WU JO-HAN")**

**"THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Jonathan Wu Jo-Han, being the Executive Director of the Company, of not more than 10% of the total number of ordinary shares in the Company to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws.

**AND THAT** the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85(1) of the Act and Clause 12(3) of the Company's Constitution be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing KAB Shares in relation to the Proposed Allocation of Awards to Jonathan Wu Jo-Han."

## **ORDINARY RESOLUTION 6**

### **PROPOSED ALLOCATION OF AWARDS TO DATIN ALICIA CHAN PEY KHENG PURSUANT TO THE PROPOSED ESS (“PROPOSED ALLOCATION TO DATIN ALICIA CHAN PEY KHENG”)**

“**THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Datin Alicia Chan Pey Kheng, being the Executive Director and Group Chief Operation Officer of the Company, of not more than 10% of the total number of ordinary shares in the Company to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws.

**AND THAT** the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85(1) of the Act and Clause 12(3) of the Company’s Constitution be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing KAB Shares in relation to the Proposed Allocation of Awards to Datin Alicia Chan Pey Kheng.”

## **ORDINARY RESOLUTION 7**

### **PROPOSED ALLOCATION OF AWARDS TO LU CHEE LEONG PURSUANT TO THE PROPOSED ESS (“PROPOSED ALLOCATION TO LU CHEE LEONG”)**

“**THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Lu Chee Leong, being the Independent Non-Executive Director of the Company, of not more than 1% of the total number of ordinary shares in the Company to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws.

**AND THAT** the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85(1) of the Act and Clause 12(3) of the Company’s Constitution be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing KAB Shares in relation to the Proposed Allocation of Awards to Lu Chee Leong.”

## **ORDINARY RESOLUTION 8**

### **PROPOSED ALLOCATION OF AWARDS TO TONG SIUT MOI PURSUANT TO THE PROPOSED ESS (“PROPOSED ALLOCATION TO TONG SIUT MOI”)**

“**THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Tong Siut Moi, being the Independent Non-Executive Director of the Company, of not more than 1% of the total number of ordinary shares in the Company to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws.

**AND THAT** the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85(1) of the Act and Clause 12(3) of the Company’s Constitution be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing KAB Shares in relation to the Proposed Allocation of Awards to Tong Siut Moi.”

## **ORDINARY RESOLUTION 9**

### **PROPOSED ALLOCATION OF AWARDS TO TS. DR. AMANDA LEE SEAN PEIK PURSUANT TO THE PROPOSED ESS ("PROPOSED ALLOCATION TO TS. DR. AMANDA LEE SEAN PEIK")**

**"THAT**, subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant the Awards to Ts. Dr. Amanda Lee Sean Peik, being the Independent Non-Executive Director of the Company, of not more than 1% of the total number of ordinary shares in the Company to be issued under the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with provisions of the By-Laws.

**AND THAT** the pre-emptive rights of the existing shareholders to be offered with new shares in the Company in proportion to their shareholding in the Company pursuant to Section 85(1) of the Act and Clause 12(3) of the Company's Constitution be and is hereby waived in respect of the issuance and allotment and/or transfer of the new or existing KAB Shares in relation to the Proposed Allocation of Awards to Ts. Dr. Amanda Lee Sean Peik."

**BY ORDER OF THE BOARD  
KINERGY ADVANCEMENT BERHAD  
(FORMERLY KNOWN AS KEJURUTERAAN ASASTERA BERHAD)**

**CHUA SIEW CHUAN (SSM PC No. 201908002648) (MAICSA 0777689)  
CHENG CHIA PING (SSM PC No. 202008000730) (MAICSA 1032514)**  
Company Secretaries

Kuala Lumpur  
30 April 2024

### Explanatory Note:-

Pursuant to Section 85(1) of the Act read together with Clause 12(3) of the Company's Constitution, the shareholders of KAB have a statutory pre-emptive right to be offered any new Shares which rank equally to existing Shares issued by the Company. By the shareholders voting in favour of the proposed Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4, Ordinary Resolution 5, Ordinary Resolution 6, Ordinary Resolution 7, Ordinary Resolution 8 and Ordinary Resolution 9, the shareholders of the Company will be waiving their statutory pre-emptive rights. Accordingly, the proposed Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4, Ordinary Resolution 5, Ordinary Resolution 6, Ordinary Resolution 7, Ordinary Resolution 8 and Ordinary Resolution 9 if passed, will exclude the statutory pre-emptive rights of the shareholders of the Company to be offered any new Shares to be issued by the Company pursuant to the Proposals.

### Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 24 May 2024 ("**General Meeting Record of Depositors**") shall be eligible to participate, speak and vote at the EGM.
2. A member (including authorised nominee) entitled to attend and vote at the Meeting via Remote Participation and Voting ("**RPV**") facilities, may appoint more than 1 proxy to attend and vote at the EGM via RPV facilities, to the extent permitted by the Act, Securities Industry (Central Depositories) Act, 1991, Main Market Listing Requirement of Bursa Securities, and the Rules of Bursa Malaysia Depository Sdn Bhd. Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but does not need to be a member of the Company and notwithstanding this, a member entitled to attend and vote at the EGM via RPV facilities is entitled to appoint any person as his/her proxy to attend and vote instead of the member at the EGM without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM via RPV facilities shall have the same rights as the member to attend, participate, speak and vote at the EGM.
4. As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers as revised, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the EGM via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the EGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies or corporate representatives may email their questions to [eservices@sshb.com.my](mailto:eservices@sshb.com.my) during the fully virtual EGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be broadcasted and responded by the Chairman, Board of Directors and/or Management during the EGM.
5. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
6. Where a member is an exempt authorised nominee who 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 of which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the EGM via RPV facilities must request his/her proxy to register himself/herself for RPV facilities at Securities Services e-Portal at <https://sshb.net.my/>.

**Please refer to the Administrative Guide for procedures to utilise the RPV facilities.**

### 8. Publication of Notice of EGM and Proxy Form on corporate website

Pursuant to Section 320(2) of the Act, a copy of this Notice together with the Proxy Form are available at the corporate website of KAB at [https://www.kinergyadvancement.com/general\\_meeting.html](https://www.kinergyadvancement.com/general_meeting.html).

**9. Submission of Proxy Form in either hard copy form or electronic form**

The appointment of proxy(ies) may now be made either in hard copy form or by electronic form, and shall be deposited with the Company's Share Registrar, namely, Securities Services (Holdings) Sdn Bhd, either at the designated office as stated below or vide Securities Services e-Portal not less than 48 hours before the time appointed for holding the EGM or adjournment thereof (i.e., on or before Wednesday, 29 May 2024 at 10:00 a.m.):-

Mode of submission	Designated address
Hard copy	<b>Securities Services (Holdings) Sdn Bhd</b> Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan
Electronic appointment	<ul style="list-style-type: none"><li>• Fax: 03-2094 9940 and/or 03-2095 0292</li><li>• Email: <a href="mailto:eservices@sshsb.com.my">eservices@sshsb.com.my</a></li><li>• Via Securities Services e-Portal at <a href="https://sshsb.net.my/">https://sshsb.net.my/</a></li></ul>

**Personal data privacy:**

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.*