

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting ("2025 AGM" and/or "AGM") of Kawan Reenergy Berhad ("the Company" or "KRB") will be held at Impiana Hotel, The Ballroom, Ground Floor, 18, Jalan Sultan Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan, Malaysia on Thursday, 17 April 2025 at 11.00 a.m. or at any adjournment thereof, to transact the following business:-

**AS ORDINARY BUSINESSES** **AGENDA** **ORDINARY RESOLUTION**

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 October 2024 and the Reports of Directors and Auditors thereon.  | (Please refer to Note 2) |
| 2. | To approve the payment of Non-Executive Directors' fees and Directors' benefits for an amount of up to RM300,000 payable to the Non-Executive Directors of the Company from the date immediately after the 2025 AGM until the next AGM of the Company to be held in year 2026. | 1                        |
| 3. | To re-elect the following Directors retiring by rotation in accordance with Clause 76.3 of the Company's Constitution:<br>3.1 Dr. Chuah Chaw Teo<br>3.2 Mr. Lim Thou Lai   | 2<br>3                   |
| 4. | To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company to hold office until the next AGM and to authorise the Directors to fix their remuneration.  | 4                        |

As **SPECIAL BUSINESS**, to consider and, if thought fit, with or without any modification, to pass the following resolutions:

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| 5. | <b>PROPOSED AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016</b> | 5 |
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"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act"), the Directors be and are hereby empowered to allot and issue shares in the Company at any time and from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company at the time of issue, subject always to the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT pursuant to Section 85 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this Mandate.

AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company."

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| 6. | To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016. |  |
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**FURTHER NOTICE IS HEREBY GIVEN** THAT only members whose names appear on the Record of Depositors as at 10 April 2025 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.

By Order of the Board  
**CHAN EOI LENG**  
 (SSM PC No. 202008003055)  
 (MAICSA 7030866)  
 Chartered Secretary  
 Perak Darul Ridzuan  
 28 February 2025

- Notes:**
- Proxy**
    - For the purpose of determining who shall be entitled to attend this Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 10 April 2025. Only a member whose name appears on this Record of Depositors shall be entitled to attend this Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
    - A member entitled to attend and vote at this Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
    - A member of the Company who is entitled to attend and vote at a Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the Meeting.
    - If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
    - Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
    - 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. An exempt authorised nominee refers to an authorized nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
    - Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
    - The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the appointment proposes to vote:
      - In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
      - By Electronic Form  
The Proxy Form can be electronically lodged via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide on the procedure for electronic lodgement of Proxy Form via TIIH Online.
    - Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
      - Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
      - Last date and time for lodging this proxy form is Tuesday, 15 April 2025 at 11.00 a.m.
      - Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
        - Identity card (NRIC) (Malaysian), or
        - Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
        - Passport (Foreigner)
    - For a corporate member who has appointed a representative instead of a proxy to attend this Meeting, please bring the ORIGINAL certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.

- AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 OCTOBER 2024**  
 Agenda 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 only requires the Audited Financial Statements to be laid before the Company at the AGM and they do not require shareholders' approval. Hence, this Agenda is not put forward for voting.

- DIRECTORS' FEES AND DIRECTORS' BENEFITS TO NON-EXECUTIVE DIRECTORS**  
 Section 230(1) of the Companies Act, 2016 provides amongst others, that "fees" of the Directors and "any benefits" payable to Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval is sought under Ordinary Resolution 1 on payment of Non-Executive Directors' fees and Directors' benefits of the Company as set out below:

Ordinary Resolution 1 : Payment of Non-Executive Directors' fees and Directors' benefits of the Company from the date immediately after the 2025 AGM until the next AGM of the Company to be held in year 2026.

Summary of the Payment of Directors' fees and Directors' benefits to Non-Executive Directors are as follows:

Description	Non-Executive Chairman	Non-Executive Directors / Members
Directors' Fees	RM40,000 per annum	RM40,000 per annum
Description	Non-Executive Directors / Members	
Meeting Allowance for Board Committees and Directors' Meetings	RM500 per day	
Special Allowance in recognition of the Independent Non-Executive Directors' contribution of their effort and time for IPO Exercise	RM22,500 per Non-Executive Director	

**Note:**  
 1. The Directors' benefits payable to the Non-Executive Directors would be calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees and includes all benefits payable to the Directors, such as meeting allowances, etc.

- RE-ELECTION OF DIRECTORS**  
 Dr. Chuah Chaw Teo and Mr. Lim Thou Lai, both Directors of the Company are seeking re-election at the 2025 AGM (the "Retiring Directors") pursuant to Clause 76.3 of the Company's Constitution and being eligible, have offered themselves for re-election under Ordinary Resolutions 2 and 3 respectively.

The Board has via the Nomination Committee had conducted an assessment on the effectiveness and contributions of the above-said Retiring Directors including their skills, experience, competency and time commitments, and has recommended for them to be re-elected to the Board. The profiles of the Retiring Directors are set out in the Profile of Directors of the Annual Report 2024.

- RE-APPOINTMENT OF EXTERNAL AUDITORS ("EA")**  
 The Audit and Risk Management Committee ("ARMC") has carried out an assessment of the suitability and independence of the EA, which included an assessment of the engagement teams' qualifications, credentials and experience, audit work approach and performance of the work within KRB Group's timeline by completing an assessment questionnaire.

The ARMC in its assessment found Messrs Baker Tilly Monteiro Heng PLT to be sufficiently objective and independent and was satisfied with the suitability based on the quality of audit, performance and resources in terms of their audit team provided to the Group.  
 The Board, therefore, approved the ARMC's recommendation that the re-appointment of Messrs Baker Tilly Monteiro Heng PLT as External Auditors of the Company for the financial year ending 31 October 2025 be put forward for the shareholders' approval at the 2025 AGM.

- PROPOSED 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, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot and issue up to a maximum of 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority will unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.  
 The general mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to placing of shares for purpose of funding future investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make announcement in respect thereof.