

KHPT HOLDINGS BERHAD
[Registration No.: 201901005770 (1315097-M)]
(Incorporated in Malaysia)

NOTICE OF FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the First Annual General Meeting ("1st AGM") of KHPT Holdings Berhad ("KHPT" or "Company") will be held at The Synergy, Level LG02, The Westin Kuala Lumpur on Thursday, 19 June 2025 at 10 a.m. for the following purposes:-

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. | Please refer to Note 1 |
| 2. To approve the payment of Directors' Fees payable to the Directors of the Company and its subsidiary up to an amount of RM270,000 from 1 January 2025 and up to the date of the next Annual General Meeting of the Company. | Ordinary Resolution 1
Please refer to
Explanatory Note 2 |
| 3. To approve the payment of Directors' benefits (excluding Directors' Fees) payable to the Directors of the Company and its subsidiary up to an amount of RM16,000 from 1 January 2025 and up to the date of the next Annual General Meeting of the Company. | Ordinary Resolution 2
Please refer to
Explanatory Note 2 |
| 4. To re-elect the following Directors who retire in accordance with Clause 102 of the Constitution of the Company: | |
| (a) Datuk Noripah Binti Kamso | Ordinary Resolution 3
Please refer to
Explanatory Note 3 |
| (b) Datin See Hui Pvng | Ordinary Resolution 4
Please refer to
Explanatory Note 3 |
| (c) Mr Hideki Nomura | Ordinary Resolution 5
Please refer to
Explanatory Note 3 |
| (d) Datuk Noor Azian Binti Shaari | Ordinary Resolution 6
Please refer to
Explanatory Note 3 |
| (e) Dato' Tang Ngat Ngoh | Ordinary Resolution 7
Please refer to
Explanatory Note 3 |
| (f) Mr Chan Yan San | Ordinary Resolution 8
Please refer to
Explanatory Note 3 |

5. To re-appoint Messrs Crowe Malaysia PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 9**

As Special Business

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

6. **Authority under Sections 75 and 76 of the Companies Act 2016 (“the Act”) for the Directors to allot and issue shares**

“THAT pursuant to Sections 75 & 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any 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 that 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 for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.”

Ordinary Resolution 10
Please refer to
Explanatory Note 4

THAT pursuant to Section 85 of the Act, read together with Clause 12 of the Constitution of the Company, 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 of the Company shares arising from issuance of new shares pursuant to this Mandate.”

THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

7. **Any Other Business**

To transact any other business that may be transacted at the 1st AGM of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA7009143) (SSM PC No.: 202008001023)
TAN AI NING (MAICSA7015852) (SSM PC No.: 202008000067)
COMPANY SECRETARIES

SELANGOR DARUL EHSAN
30 April 2025

Explanatory Notes

- (1) **Audited Financial Statements**

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders. Hence, this item is not put forward for voting.

(2) **Ordinary Resolutions 1 to 2 – Directors’ fees and benefits payable to Directors**

Payment of Directors’ fees and benefits payable under Section 230(1) of the Act provides amongst others, that the Directors’ fees and any benefits payable to the Directors of the Company and its subsidiary shall be approved at a general meeting.

In determining the estimated Directors’ fees and benefits payable to the Directors of the Company and its subsidiary, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees, current Board size and provisional sum as a contingency for future appointment of Directors on the Board.

Details of the Directors’ fees and benefits payable for the financial period ended 31 December 2024 is disclosed in the Corporate Governance Report 2024.

(3) **Ordinary Resolutions 3 to 8 – Re-election of Directors**

The profiles of the Directors who are standing for re-election as per Ordinary Resolutions 3,4,5,6,7 and 8 are set out in the Board of Directors’ profile of the Annual Report 2024.

The performance, contribution and effectiveness of the retiring Directors, namely Datuk Noripah Binti Kamsu, Datin See Hui Pving, Mr Hideki Nomura, Datuk Noor Azian Binti Shaari, Dato’ Tang Ngat Ngoh and Mr Chan Yan San (collectively “**Retiring Directors**”) have been assessed by the Nomination and Remuneration Committee (“**NRC**”). In addition, the NRC has also conducted an assessment on the fitness and propriety of the Retiring Directors including the review of their fit and proper declarations and results of their background checks in accordance with the Directors’ Fit & Proper Policy. The Retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election.

Based on the recommendation of NRC, the Board endorsed the same, having been satisfied with performance as well as fitness and propriety of the Retiring Directors.

(4) **Ordinary Resolution 10 – Authority pursuant to Sections 75 & 76 of the Act for the Directors to Allot and Issue Shares**

The Ordinary Resolution 10 proposed under item 6 of the Agenda is to obtain a general mandate for issuance of shares by the Company under Section 76 of the Act. The Ordinary Resolution 10, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for purpose of working capital or provide funding for future investments or undertakings. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM or at the expiry of the period within the next AGM is required to be held after the approval was given.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

NOTES:

- (1) Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in the Notice of AGM will be put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
- (2) A member entitled to attend and vote at the 1st AGM may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy

appointed to attend and vote at a meeting shall have the same rights as the member to speak at the meeting.

- (3) A member shall be entitled to appoint not more than 2 proxies to participate, speak and vote at the meeting. Where a member appoints 2 proxies, the appointment shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- (4) Where a member is an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (5) The proxy form shall be in writing, executed by or on behalf of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (6) Any authority pursuant to which such an appointment is made by a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd of 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding the 1st AGM or adjourned 1st AGM at which the person named in the proxy form proposes to vote, and in default the proxy form shall not be treated as valid.
- (7) 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 AGM or Adjourned AGM 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 original proxy form must be deposited with the Share Registrar's office, Boardroom Share Registrars Sdn Bhd ("Boardroom") of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

By electronic means

Alternatively, the instrument appointing the proxy may also be lodged electronically via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>.

- (8) 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 a Record of Depositors as at 12 June 2025 and only members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.