



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of Key Alliance Group Berhad (*formerly known as DVM Technology Berhad*) ("**KAG**" or the "**Company**") will be convened at Dewan Tan Sri Hamzah, Royal Selangor Club, Kiara Sports, Annexe, Jalan Bukit Kiara, Off Jalan Damansara, 60000, Kuala Lumpur on Friday, 10 April 2015 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

**SPECIAL RESOLUTION 1**

**PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 64(1) OF THE COMPANIES ACT, 1965 ("ACT") INVOLVING THE CANCELLATION OF RM0.05 OF THE PAR VALUE OF THE ORDINARY SHARES OF RM0.10 EACH IN KAG TO RM0.05 EACH IN KAG ("PROPOSED PAR VALUE REDUCTION")**

THAT subject to the passing of Special Resolution 2, the sanction of the High Court of Malaya pursuant to Section 64(1) of the Act and the approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect a reduction in the par value of all the existing ordinary shares of RM0.10 each in the Company to RM0.05 each and the credit arising therefrom shall be utilised by the Company to offset against the Company's accumulated losses and any excess after such elimination shall be transferred to the retained earnings of the Company.

AND THAT the Board of Directors ("Board") of the Company be and is hereby authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Par Value Reduction with full power to assent to any term, condition, modification, variation and/or amendment as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company.

**SPECIAL RESOLUTION 2**

**PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY TO FACILITATE THE PROPOSED PAR VALUE REDUCTION ("PROPOSED AMENDMENT")**

THAT subject to the passing of Special Resolution 1, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum of Association of the Company in the following manner:

Existing	Proposed amendment
<b>Clause 5</b> The capital of the Company is RM100,000,000 Malaysian Currency divided into 1,000,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	<b>Clause 5</b> The capital of the Company is RM100,000,000 Malaysian Currency divided into 2,000,000,000 ordinary shares of RM0.05 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Board of the Company be and is hereby authorised to do or procure to be done all acts, deeds and things and execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to the Proposed Amendment with full power to assent to any term, condition, modification, variation and/or amendment as the Board of the Company may deem fit, necessary, expedient, appropriate and/or as may be required by any relevant authorities in connection with the Proposed Amendment.

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME OF UP TO THIRTY PERCENT (30%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME ("PROPOSED SIS")**

"THAT subject to the provisions of the Companies Act, 1965, approval be and is hereby given for the Company and the Directors of the Company to:

- establish and administer the Proposed SIS which involves the granting of options to all eligible persons of the Company and its subsidiaries ("**KAG Group**" or "**Group**") including Directors of KAG Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed SIS ("**Eligible Persons**") as set out in the Bylaws, a draft of which is set out in Appendix I of the circular to shareholders dated 18 March 2015 ("**Bylaws**");
- allot and issue from time to time such number of new ordinary shares of RM0.10 each in the Company (before the Proposed Par Value Reduction) or ordinary shares of RM0.05 each in the Company (after the Proposed Par Value Reduction), as the case may be ("**KAG Shares**") as may be required to be issued pursuant to the exercise of the options under the Proposed SIS provided that the aggregate number of KAG Shares to be allotted and issued shall not exceed thirty percent (30%) of the issued and paid-up share capital of the Company (excluding treasury shares, if any) at any one time during the duration of the scheme;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new KAG Shares which may from time to time be allotted and issued pursuant to the Proposed SIS and such new KAG Shares will, upon issuance, allotment and full payment, *rang pari passu* in all respects with the then existing issued and paid-up shares of the Company save and except that the new KAG Shares will not be entitled to any dividends, rights, allotments or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of such new KAG Shares; and
- modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the Bylaws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the Bylaws from time to time as may be required or deemed necessary in accordance with the provisions of the Bylaws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

**ORDINARY RESOLUTIONS 2 TO 7**

**PROPOSED GRANTING OF SIS OPTIONS (AS DEFINED HEREIN) TO THE DIRECTORS OF KAG**

**ORDINARY RESOLUTION 2**

**PROPOSED GRANTING OF SIS OPTIONS TO GEN. (R) TAN SRI ABDUL RAHMAN BIN ABDUL HAMID**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Gen. (R) Tan Sri Abdul Rahman Bin Abdul Hamid, being the Independent Non-Executive Chairman of the Company, options to subscribe for new KAG Shares ("**SIS Options**") and if such options are accepted and exercised, to allot and issue such number of new KAG Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Gen. (R) Tan Sri Abdul Rahman Bin Abdul Hamid, as long as Gen. (R) Tan Sri Abdul Rahman Bin Abdul Hamid either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of KAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

**ORDINARY RESOLUTION 3**

**PROPOSED GRANTING OF SIS OPTIONS TO DATO' GOH KIAN SENG**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Goh Kian Seng, being the Managing Director of the Company, options to subscribe for new KAG Shares and if such options are accepted and exercised, to allot and issue such number of new KAG Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Dato' Goh Kian Seng, as long as Dato' Goh Kian Seng either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of KAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

**ORDINARY RESOLUTION 4**

**PROPOSED GRANTING OF SIS OPTIONS TO ROY HO YEW KEE**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Roy Ho Yew Kee, being the Non-Independent Non-Executive Director of the Company, options to subscribe for new KAG Shares and if such options are accepted and exercised, to allot and issue such number of new KAG Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Roy Ho Yew Kee, as long as Roy Ho Yew Kee either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of KAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

**ORDINARY RESOLUTION 5**

**PROPOSED GRANTING OF SIS OPTIONS TO KAMARUDIN BIN NGAH**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Kamarudin Bin Ngah, being the Independent Non-Executive Director of the Company, options to subscribe for new KAG Shares and if such options are accepted and exercised, to allot and issue such number of new KAG Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Kamarudin Bin Ngah, as long as Kamarudin Bin Ngah either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of KAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

**ORDINARY RESOLUTION 6**

**PROPOSED GRANTING OF SIS OPTIONS TO YEE YIT YANG**

"THAT, subject to the passing of Ordinary Resolution 1 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Yee Yit Yang, being the Independent Non-Executive Director of the Company, options to subscribe for new KAG Shares and if such options are accepted and exercised, to allot and issue such number of new KAG Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the Bylaws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Yee Yit Yang, as long as Yee Yit Yang either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of KAG (excluding treasury shares, if any) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws."

BY ORDER OF THE BOARD

PANG KAH MAN (MIA 18831)

Company Secretary

Kuala Lumpur

18 March 2015

Notes:

- Only members registered in the Record of Depositors as at 2 April 2015 shall be eligible to attend the Meeting or appoint a proxy to attend and vote on his behalf.
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote on a show of hands or on a poll in his stead. There shall be no restriction as to the qualification of the proxy and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- 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.
- To be valid, the form of proxy duly completed must be deposited at the registered office of the Company situated at 3-2, 3rd Mile Square, No. 151 Jalan Kelang Lama, Batu 3½, 58100 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting provided that in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy have been duly completed by the member(s).
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, the form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.