



KEY ALLIANCE GROUP BERHAD

(Company No.609953-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Key Alliance Group 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 Wednesday, 27 April 2016 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED ISSUANCE OF NEW ORDINARY SHARES OF RM0.05 EACH IN KAG TO DIGITAL PAPER SDN BHD ("EARN-OUT SHARES"), BEING THE VENDOR FOR THE 51% EQUITY INTEREST IN DIGITAL PAPER SOLUTIONS SDN BHD AS EARN-OUT INCENTIVE ("PROPOSED ISSUANCE OF EARN-OUT SHARES")

"THAT approval be and is hereby given to the Company for the issuance of 100,174,853 Earn-Out Shares to Digital Paper Sdn Bhd as earn-out incentive.

AND THAT approval be and is hereby given to the Company for the issuance of Earn-Out Shares, and that all the Earn-Out Shares shall, upon allotment and issue, rank *pari passu* in all respect with the existing KAG Shares save and except that the Earn-Out Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and the issue of the Earn-Out Shares.

AND THAT the Directors of the Company be and are hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Issuance of Earn-Out Shares, with full and discretionary power to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted or necessary by the relevant authorities, and to take all steps and actions as they may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Issuance of Earn-Out Shares."

BY ORDER OF THE BOARD

PANG KAH MAN (MIA 18831)

Company Secretary

Kuala Lumpur

8 April 2016

Notes:

1. Only members registered in the Record of Depositors as at 20 April 2016 shall be eligible to attend the Meeting or appoint a proxy to attend and vote on his behalf.
2. 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.
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. 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/their 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).
5. 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.
6. 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.
7. 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.