



# KEY ALLIANCE GROUP BERHAD

(Company No.609953-K)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fifteenth Annual General Meeting ("15th AGM") of KEY ALLIANCE GROUP BERHAD ("KAG" or "the Company") will be held at Level 4, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Wednesday, 5 September 2018 at 11.00 a.m. for the following purposes:

### AGENDA

#### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of Directors and Auditors thereon.
- To approve the payment of shortfall of Directors' fees of RM8,000 for the financial year ended 31 March 2018. **(Ordinary Resolution 1)**
- To approve Directors' fees up to RM 237,000 for the financial year ending 31 March 2019 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 2)**
- To re-elect Mr Ong Gim Hai, the Director who retires in accordance with Article 81 of the Constitution of the Company. **(Ordinary Resolution 3)**
- To re-elect the following Directors who retire in accordance with Article 88 of the Constitution of the Company:-  
i) Dato' Zaidi Bin Mat Isa @ Hashim **(Ordinary Resolution 4)**  
ii) Mr Lee Kien Fatt **(Ordinary Resolution 5)**
- To re-appoint Messrs. Afrizan Tarmili Khairul Azhar as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

#### As Special Business

To consider and if thought fit, to pass the following resolutions with or without any modifications as resolutions:-

- Authority to Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016 ("the Act")** **(Ordinary Resolution 7)**  
"THAT, subject always to the Act, the Constitution of the Company and the approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors be hereby empowered pursuant to Section 75 of the Act to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Board of Directors be also empowered to obtain approval for the listing of and quotation for the additional shares so issued in Bursa Malaysia Securities Berhad ("Bursa Securities")."
- To transact any other ordinary business of which due notice shall have been given.

By order of the Board

**PANG KAH MAN (MIA 18831)**

Company Secretary

Kuala Lumpur

31 July 2018

#### NOTES:-

- Only depositors whose names appear in the Record of Depositors as at 28 August 2018 shall be regarded as members and be entitled to attend, participate, speak and vote at 15th AGM.
- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy.
- 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.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- Any alterations in the Proxy Form must be initialed by the member.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at 3-2, 3rd Mile Square, No. 151 Jalan Kelang Lama, Batu 3½, 58100 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of 15th AGM to vote by poll.

#### EXPLANATORY NOTES TO THE AGENDA

- Item 1 of the Agenda**  
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 and hence, is not put forward for voting.
- Item 3 of the Agenda - Ordinary Resolution no. 2**  
**Approval of Directors' fees for the financial year ending 31 March 2019**  
Directors' fees approved for the financial year ended 31 March 2018 was RM248,000. The Directors' fees proposed for the financial year ending 31 March 2019 are calculated based on the number of scheduled Board and Committee Meetings for 2019 and assuming that all Non-Executive Directors will hold office until the end of the subject financial year.  
This resolution is to facilitate payment of Directors' fees on monthly basis and/or as and when required. In the event the Directors' fees proposed is insufficient (e.g. due to more meetings), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.
- Item 7 of the Agenda - Ordinary Resolution no. 7**  
**Authority to Allot and Issue Shares pursuant to Section 75 of the Act**  
(a) The proposed resolution, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the 15th AGM to allot and issue shares in the Company up to an amount not exceeding in total of ten percent (10%) of the issued shares (excluding treasury shares, if any) for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.  
(b) The General Mandate is a renewal from the previous mandate obtained at the last Annual General Meeting held on 25 August 2017 which will expire at the conclusion of the 15th AGM of the Company.  
(c) Pursuant to the previous mandate, the Company had issued and listed a total of 42,790,000 ordinary shares representing 10% of the issued and paid-up share capital of the Company on Bursa Securities via private placement exercise which was completed on 20 April 2018. The proceeds thereof were fully utilised in the following manner:

Purpose	Proposed Utilisation
(i) Repayment of borrowings	2,551,585
(ii) Estimated expenses for the Proposed Private Placement	80,000
<b>Total</b>	<b>2,631,585</b>

- The General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or pavement of bank borrowings and acquisition.
- ANNUAL REPORT**  
The Annual Report for the financial year ended 31 March 2018 is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholder upon request within 4 market days from the date of receipt of the verbal or written request. A copy of the Annual Report can also be downloaded at [www.kag.com.my](http://www.kag.com.my).  
Shareholders who wish to receive the printed Annual Report and who require assistance in viewing the CD-ROM, kindly contact Shareworks Sdn. Bhd. (229948-U) at telephone no. 03-62011120 or email your request to [sharereg@shareworks.com.my](mailto:sharereg@shareworks.com.my).

#### STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

#### DETAILS OF INDIVIDUAL WHO IS STANDING FOR ELECTION AS DIRECTOR

No individual is seeking for election as a Director at the 15th AGM of the Company.