



## KRONOLOGI ASIA BERHAD

(Company No. 1067697-K)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Kronologi Asia Berhad ("KAB" or "Company") will be held at Ballroom A, Hilton Kuala Lumpur, No. 3, Jalan Stesen Sentral, 50470 Kuala Lumpur on Thursday, 28 February 2019 at 2.00 p.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

#### ORDINARY RESOLUTION

**PROPOSED ACQUISITION OF THE ENTIRE SHARE CAPITAL OF SANDZ SOLUTIONS (SINGAPORE) PTE LTD, COMPRISING 3,000,000 ORDINARY SHARES ("SALE SHARES") CURRENTLY HELD BY DESERT STREAMS INVESTMENTS LIMITED ("THE VENDOR"), FOR A PURCHASE CONSIDERATION OF UP TO RM75,000,000, TO BE SATISFIED VIA A COMBINATION OF THE ALLOTMENT AND ISSUANCE OF UP TO 123,565,754 NEW ORDINARY SHARES IN KAB ("KAB SHARES") ("CONSIDERATION SHARES") AT THE ISSUE PRICE OF RM0.5665 PER CONSIDERATION SHARE ("ISSUE PRICE") AND CASH PAYMENT OF RM5,000,000 ("PROPOSED ACQUISITION")**

"THAT, subject to the relevant conditions precedent as stipulated in the conditional sale and purchase agreement entered into on 27 December 2018 between KAB, Enrique Galang Velasco and the Vendor ("SPA") for the Proposed Acquisition being met or waived (as the case may be), approval be and is hereby given for the Company to acquire from the Vendor, the Sale Shares, representing the entire share capital of Sandz for a total purchase consideration of up to RM75,000,000 to be satisfied via the allotment and issuance of up to 123,565,754 new Consideration Shares at the Issue Price and cash payment of RM5,000,000 in accordance to the terms and conditions of the SPA including any modifications, variations, amendments and additions thereto from time to time;

THAT, the Board of Directors of the Company ("Board") be and is hereby authorised to allot and issue from time to time such number of new Consideration Shares as may be required to be issued to the Vendor and/or its nominees pursuant to the terms and conditions of the SPA AND approval be further given to the Board to determine and vary if it deemed fit, necessary and/or expedient, the Issue Price in accordance with the provisions of the SPA;

THAT the new Consideration Shares, when allotted and issued, shall rank in all respects *pari passu* with the existing issued KAB Shares as at the date they are being allotted and issued, save and except that the new Consideration Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the new Consideration Shares; and

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and to complete the Proposed Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Acquisition."

By Order of the Board

**TEA SOR HUA (MACS 01324)**

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

Date: 31 January 2019

Notes:

1. A shareholder who is entitled to attend and vote at the Extraordinary General Meeting ("Meeting") shall be entitled to appoint up to 2 proxies to attend and vote at the Meeting in his stead. Where a shareholder appoints 2 proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 62 of the Company's Constitution to issue a General Meeting Record of Depositors as at 22 February 2019. Only members whose names appear on the General Meeting Record of Depositors as at 22 February 2019 shall be regarded as members entitled to attend, speak and vote at the Meeting.
3. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or an attorney duly authorised.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than 2 proxies in respect of each securities account it holds which ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
7. To be valid, the instrument appointing a proxy must be deposited at the Share Registrar Office 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 not less than 48 hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
8. The resolution set out in the Notice of Meeting will be put to vote by poll.