



KRONOLOGI ASIA BERHAD

(1067697-K)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of **KRONOLOGI ASIA BERHAD** ("Kronologi" or "the Company") will be held at Ballroom A, Level 2, Aloft Kuala Lumpur Sentral, 5, Jalan Stesen Sentral, Kuala Lumpur Sentral, 50470 Kuala Lumpur on Friday, 31 May 2019 at 2:30 p.m. to transact the following businesses:-

A G E N D A

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the reports of the Directors and Auditors thereon. **Please refer to Note 1**
- To approve the payment of a Final Single-Tier Dividend of 2 sen per ordinary share for the financial year ended 31 December 2018. **Ordinary Resolution 1**
- To approve the payment of Directors' fees and benefits of up to RM366,000 for the financial year ending 31 December 2019. **Ordinary Resolution 2**
- To re-elect Mr. Tan Jeck Min as Director who retires by rotation in accordance with Clause 88 of the Company's Constitution. **Ordinary Resolution 3**
- To re-elect the following Directors who retire in accordance with Clause 95 of the Company's Constitution:
 - Mr. Geoffrey Ng Ching Fung
 - Mr. Edmond Tay Nam Hiong**Ordinary Resolution 4**
Ordinary Resolution 5
- To appoint Messrs. PKF as Auditors in place of the retiring Auditors, Messrs. Grant Thornton Malaysia and to authorize the Directors to fix their remuneration. **Ordinary Resolution 6**
 To consider and if thought fit, to pass the following ordinary resolution:-
 "THAT Messrs. PKF be and are hereby appointed as Auditors of the Company in place of the retiring Auditors Messrs. Grant Thornton Malaysia and to hold office until the conclusion of the next annual general meeting at a remuneration to be agreed between the Directors and the Auditors."

AS SPECIAL BUSINESS:

- To consider and if thought fit, pass with or without any modifications, the following resolutions:-
GENERAL AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 **Ordinary Resolution 7**
 "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY** **Special Resolution**
 "THAT approval be and is hereby given to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution of the Company as set out in "Appendix A" with immediate effect AND THAT the Directors and/or the Secretary of the Company be authorized to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
- To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that a Final Single-Tier Dividend of 2 sen per ordinary share in respect of the financial year ended 31 December 2018, if approved by the shareholders at the Fifth Annual General Meeting of the Company, will be paid on 14 June 2019 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 7 June 2019.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 7 June 2019 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum-entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By order of the Board

TEA SOR HUA (MACS 01324)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan
30 April 2019

Notes:

- The Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
- A member of the Company who is entitled to attend, participate, speak and vote at the Fifth Annual General Meeting ("Meeting" or "Fifth AGM") is entitled to appoint up to two (2) proxies to attend, participate, speak and vote at the Meeting in his stead. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. If the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (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.
- The instrument appointing a proxy must be deposited at the Share Registrar of the Company situated 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 forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 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 23 May 2019. Only members whose names appear in the General Meeting Record of Depositors as at 23 May 2019 shall be regarded as members and entitled to attend, participate, speak and vote at the Fifth AGM.
- 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, participate, speak and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- All the resolutions as set out in this Notice of Meeting will be put to vote by poll.

EXPLANATORY NOTES TO ORDINARY/SPECIAL BUSINESS

(i) Item 3 of the Agenda - Directors' Fees and Benefits

The estimated Directors' fees and benefits proposed for the financial year ending 31 December 2019 were calculated based on the current Board size and number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and benefit on a current financial year basis. In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next Annual General Meeting ("AGM") for the shortfall.

(ii) Item 6 of the Agenda - Appointment of Auditors

The retiring Auditors, Messrs. Grant Thornton Malaysia, have expressed their intention not to seek re-appointment at the Fifth AGM.

The Board of Directors has proposed Messrs. PKF for appointment as new Auditors of the Company in place of the retiring Auditors, Messrs. Grant Thornton Malaysia, to the members for approval at the Fifth AGM.

(iii) Item 7 of the Agenda - General Authority for the Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 7 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. This Ordinary Resolution, if passed, is to empower the Directors to issue 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 such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier.

This general mandate will provide flexibility to the Company for issuance and allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, 36,255,400 new ordinary shares were issued by the Company via a private placement exercise at an issue price of RM0.6340 per share pursuant to the general mandate granted to the Directors at the last Annual General Meeting held on 1 June 2018. The status of utilisation of gross proceeds of RM22.986 million raised from the private placement exercises by the Company as at 30 April 2019 is as follows:-

Detail of utilisation	Proposed utilisation RM'000	Actual utilisation RM'000	Deviations/ Variation RM'000	Balance RM'000	Time frame for utilisation
1 Future business development and expansion	8,000	(8,000)	-	-	Within 24 months
2 Managed services cum transnational infrastructure equipment	10,000	-	-	10,000	Within 24 months
3 Working capital	4,466	(4,736)	(270)	-	Within 24 months
4 Estimated expenses	520	(250)	(270)	-	Within 2 weeks
Total gross proceeds	22,986	12,986	-	10,000	

(iv) Item 8 of the Agenda - Proposed Amendments to the Constitution of the Company

The Special Resolution proposed under item 8 of the Agenda in relation to the proposed amendments to the existing Constitution of the Company are made mainly for the following purposes:-

- To ensure compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad; and
- To provide clarity and consistency with the amendments that arise from the Companies Act 2016 and other relevant regulatory provisions.

This Special Resolution if passed, will allow the Company to alter or amend the whole of the existing Constitution by the replacement with the proposed new Constitution as per "Appendix A" in accordance with Section 36(1) of the Companies Act 2016. The "Appendix A" on the proposed new Constitution of the Company, which is circulated together with the Notice of Fifth AGM dated 30 April 2019, shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Fifth AGM.