

**KAMDAR GROUP (M) BERHAD**

Company No. 577740-A  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Seventeenth Annual General Meeting (“AGM”) of the members of the Company will be held at Royal Selangor Club, Grand Ballroom, 1<sup>st</sup> Floor, Jalan Raja, 50704 Kuala Lumpur on Wednesday, 11 September 2019 at 10.00 a.m. for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 March 2019 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' fees and benefits totaling to RM159,217.00 for the financial year ended 31 March 2019. **Ordinary Resolution 1**
3. To approve the payment of Directors' fees and benefits of up to RM256,750.00 for the period from 1 April 2019 until the next AGM to be held in year 2020 and the Directors' Fees be payable monthly in arrears. **Ordinary Resolution 2**
4. To re-elect the following directors retiring pursuant to the Company's Articles of Association and being eligible, has offered themselves for re-election: -
  - Simon @ Flam Fernandez (Article 102) **Ordinary Resolution 3**
  - Vicknaraj A/L Jayaraj (Article 109) **Ordinary Resolution 4**
5. To re-appoint Messrs PKF Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

**AS SPECIAL BUSINESS**

To consider, and if thought fit, to pass the following Resolution:

**6. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 (1) OF THE COMPANIES ACT, 2016**

“That pursuant to Section 75 (1) 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 issue new shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company thereat **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company **AND THAT** the Directors be and are hereby also authorised to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so allotted.”

**Ordinary Resolution 6**

**7. PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY IN PLACE OF THE EXISTING MEMORANDUM & ARTICLES OF ASSOCIATION (“PROPOSED NEW CONSTITUTION”)**

“THAT approval be and is hereby given to abolish the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix II of the Circular to Shareholders dated 31 July 2019 accompanying the Company's Annual Report for the financial year ended 31 March 2019 be and is hereby adopted as the Constitution of the Company **AND THAT** the Directors of the Company be and are

**Special Resolution**

hereby authorised to assent to any modifications, variations and/or amendments as may be required by the 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.”

8. To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By order of the Board

LIM SECK WAH (MAICSA 0799845)  
M. CHANDRASEGARAN A/L S. MURUGASU (MAICSA 0781031)  
Company Secretaries

Dated this: 31 July 2019  
Kuala Lumpur

Notes:

1. For the purpose of determining a member who shall be entitled to attend and vote at the Annual General Meeting, the Company shall be requesting the Record of Depositors as at 4 September 2019. Only a depositor whose name appears on the Record of Depositors as at 4 September 2019 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy.
3. Where a member is an authorised nominee as defined under the Security 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.
4. A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under the Corporation's Common Seal or under the hand of an officer or attorney so authorized.
6. The Form of Proxy must be deposited at the Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

## **7. Explanatory Notes To Special Businesses**

### **7.1 Resolution Pursuant to Section 75 (1) of the Companies Act, 2016**

The proposed Ordinary Resolution no. 6 is a renewal of the mandate given to the Company by the shareholders at the previous Annual General Meeting held on 10 September 2018, if duly passed, will give the Directors of the Company the flexibility to issue and allot new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of next Annual General Meeting of the Company.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the allotment of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the issued capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to allot shares in the Company, up to any amount not exceeding in total 10% of the issued share capital of the Company thereat. The renewed authority will provide flexibility to the Company for the allotment of shares for the purpose of funding future investment, working capital and/ or acquisitions.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 10 September 2018.