

**KEY ALLIANCE GROUP BERHAD**Registration No.: 200301007533 (609953-K)  
(Incorporated in Malaysia)**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 conducted entirely through live streaming from the Broadcast Venue at Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Monday, 13 July 2020 at 12.00 noon, or such time immediately after the conclusion or adjournment (as case may be) of the EGM which will be held at the same Broadcast Venue and on the same day at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications the following resolution, with or without modifications:-

**ORDINARY RESOLUTION****AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

"**THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016 ("**the Act**"), Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Malaysia Securities Berhad ("**Bursa Securities**") on 16 April 2020 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the issued share capital of the Company for the time being ("**20% General Mandate**") and that the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued.

**AND THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until 31 December 2021, as empowered by Bursa Securities pursuant to its letter dated 16 April 2020 to grant additional temporary relief measures to listed corporations, notwithstanding Section 76(3) of the Act, duly varied and adopted by the Directors of the Company pursuant to Section 76(4) of the Act."

By Order of the Board

**NG MEI WAN (MIA 28862)****R. MALATHI A/P RAJAGOPAL (MAICSA 7054884)**

Company Secretaries

Kuala Lumpur

26 June 2020

**Notes:**

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting.  
Shareholders **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the meeting.  
Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "**participate**") remotely at the EGM via the Remote Participation and Voting facilities ("**RPV**") provided by Mlabs Systems Berhad via its website at <https://rebrand.ly/KAG-EGM2>. Please follow the Procedures for RPV in the Information for Shareholders on EGM and take note of Notes (2) to (9) below in order to participate remotely via RPV.
- Only depositors whose names appear in the Record of Depositors as at 6 July 2020 shall be regarded as members and be entitled to attend, participate, speak and vote at EGM.
- 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 Companies Act 2016. 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 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 initiated by the member.
- A member who has appointed a proxy or authorised representative to attend, participate, speak and vote at this EGM via RPV must request his/her proxy to register himself/herself for RPV at <https://rebrand.ly/KAG-EGM2>. Please follow the Procedures for RPV in the Information for Shareholders on EGM.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/ her attorney duly authorised in writing. If the appointor 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 3 1/2, 58100 Kuala Lumpur not less than 24 hours before the time appointed for holding this meeting or any adjournment thereof as Rule 8.31A(1) of the Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of EGM to vote by poll.

**EXPLANATORY NOTES****Ordinary Resolution****Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The Proposed Ordinary Resolution, if passed, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 20% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has via their letter dated 16 April 2020 granted several additional temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being ("**20% General Mandate**"). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 ("**Extended Utilisation Period**") and thereafter, the 10% general mandate will be reinstated. Having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(4) of the Companies Act, 2016 from its shareholders at the forthcoming Extraordinary General Meeting of the Company.

The 20% General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.

The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the Extended Utilisation Period, i.e. by 31 December 2021.

**INFORMATION FOR SHAREHOLDERS ON EXTRAORDINARY GENERAL MEETING OF KEY ALLIANCE GROUP BERHAD**

Date : Monday, 13 July 2020

Time : 12.00 noon, or such time immediately after the conclusion or adjournment (as case may be) of the EGM which will be held at the same Broadcast Venue and on the same day at 11:00 a.m.

Broadcast Venue : Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf &amp; Country Resort, 47410 Petaling Jaya, Selangor

**MODE OF MEETING**

In view of the COVID-19 outbreak and as part of the safety measures, the Extraordinary General Meeting ("**EGM**") will be conducted entirely through live streaming from the Broadcast Venue.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "**participate**") remotely at the EGM via the Remote Participation and Voting facilities ("**RPV**") provided by Mlabs Systems Berhad via its website at <https://rebrand.ly/KAG-EGM2>.

Procedures	Action
<b>Before the EGM</b>	
1. Register as participant in KAG EGM	<ul style="list-style-type: none"> <li>Using your computer, access the website at <a href="https://rebrand.ly/KAG-EGM2">https://rebrand.ly/KAG-EGM2</a>. Click on the Register Now button to register for the EGM.</li> <li>Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.</li> <li>The event is powered by Cisco WebEx. You are recommended to download and install Cisco WebEx Meetings (available for PC, Mac, Android, and iOS). Refer to the tutorial guide posted on the same page for assistance.</li> </ul>
2. Submit your online registration	<ul style="list-style-type: none"> <li>Registration for the EGM is open from 3:00 p.m. on Friday, 26 June 2020 till 12:00 noon, on Sunday, 12 July 2020. Registration is mandatory if you wish to attend the said Meeting.</li> <li>Clicking on the link will redirect you to the EGM event page. Click on the <b>Register</b> link to go to the online registration form.</li> <li>Complete all the necessary information in the registration page. Your name <b>MUST</b> match your CDS account name.</li> <li>Kindly fill in the CDS account number and indicate the number of shares you have.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declarations.</li> <li>Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in registration being rejected.</li> <li>System will send an email to notify that your registration for remote participation is received and pending verification.</li> <li>After verification of your registration against the General Meeting ROD as at 6 July 2020, the system will send you an email to notify you if your registration is approved or rejected after 6 July 2020.</li> <li>If your registration is rejected, you can contact ShareWorks Sdn. Bhd. or the Company for clarifications or to appeal.</li> </ul>
<b>On the day of EGM</b>	
3. Attending KAG EGM	<ul style="list-style-type: none"> <li>Two reminder emails will be sent to your inbox. First is one day before the EGM day, while the 2nd will be sent 1 hour before the EGM.</li> <li>Click <b>Join Event</b> in the reminder email to participate the RPV.</li> <li>Please ensure you have downloaded and installed Cisco WebEx Meetings application before attending the Virtual General Meeting.</li> </ul>
4. Participating with live video	<ul style="list-style-type: none"> <li>After chairman greeting, you will be given a short brief about the system.</li> <li>Your microphone is muted throughout the whole session.</li> <li>If you have any questions for the Chairman/Board, you may use the <b>Q&amp;A panel</b> to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email.</li> <li>The session will be recorded.</li> <li>Please note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li> </ul>
5. Online Remote Voting	<ul style="list-style-type: none"> <li>The Chairman will announce the commencement of the Voting session and the duration allowed at the EGM.</li> <li>The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given time frame.</li> <li>Click on the <b>Submit</b> button after you have completed your selection(s). Empty votes will be deemed as abstain.</li> <li>Votes cannot be changed once it is submitted.</li> </ul>
6. End of remote participation	Upon the announcement by the Chairman on the closure of the EGM, the live session will end.

**Note to users of the RPV facilities:**

- Should your application to join the meeting be approved we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to <https://rebrand.ly/KAG-EGM2> on the day of meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.

**ENQUIRY**

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

**ShareWorks Sdn Bhd**

General Line : +603-6201 1120

Email : [sharereg@shareworks.com.my](mailto:sharereg@shareworks.com.my)

Contact persons : Ms Maria Fong or Mr Vemalan