

**KAMDAR GROUP (M) BERHAD**  
[Registration No. 200201010077 (577740-A)]  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Eighteenth (18th) Annual General Meeting ("AGM") of the members of the Company will be conducted by way of virtual meeting entirely through live streaming from the Broadcast Venue at Board Room, 7th Floor, No 113, Jalan Tuanku Abdul Rahman, 50100 Kuala Lumpur, Malaysia, on Tuesday, 29 September 2020 at 10.00 a.m. or at any adjournment thereof, for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

- |                                                                                                                                                                                                                                           |                                                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Directors' and Auditors' Reports thereon.                                                                                     |                                                              |
| 2. To approve the payment of Directors' fees, Meeting Allowance and benefits of up to RM186,750 for the period from 30 September 2020 until the next AGM to be held in year 2021 and the Directors' Fees be payable monthly in arrears.   | <b>Ordinary Resolution 1</b>                                 |
| 3. To re-elect the following directors retiring pursuant to the Company's Articles of Association and being eligible, have offered themselves for re-election:-<br>- Chia Lee Hoon (Article 102)<br>- Pragna A/P K M Kamdar (Article 102) | <b>Ordinary Resolution 2</b><br><b>Ordinary Resolution 3</b> |
| 4. To re-appoint Messrs PKF Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration.                                                                                                                 | <b>Ordinary Resolution 4</b>                                 |

**AS SPECIAL BUSINESS**

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

- |                                                                                                             |                              |
|-------------------------------------------------------------------------------------------------------------|------------------------------|
| <b>5. AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 (1) AND SECTION 76 (1) OF THE COMPANIES ACT 2016</b> | <b>Ordinary Resolution 5</b> |
|-------------------------------------------------------------------------------------------------------------|------------------------------|

"That pursuant to Section 75 (1) and Section 76 (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 20% 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."

- |                                                                 |                           |
|-----------------------------------------------------------------|---------------------------|
| <b>6. PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY</b> | <b>Special Resolution</b> |
|-----------------------------------------------------------------|---------------------------|

"That the Constitution of the Company be and is hereby amended in the manner as set out in Appendix I of the Company's Annual Report 2020 to be in line with the Companies Act 2016 and Bursa Malaysia Securities Berhad MAIN Market Listing Requirements.

AND THAT the Directors be and are 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 Proposed Amendment to the Constitution of the Company."

- |                                                                                                                                             |  |
|---------------------------------------------------------------------------------------------------------------------------------------------|--|
| 7. 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: 28 August 2020  
Kuala Lumpur

Notes:-

1. Members are to refer to the Administrative Guide for the procedures to register and participate and vote in the virtual Eighteenth Annual General Meeting.
2. 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 22 September 2020. Only a depositor whose name appears on the Record of Depositors as at 22 September 2020 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her stead.
3. 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 (2) 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.
4. 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.
5. A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
6. 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.
7. For validity purposes, the Form of Proxy must be deposited at the Poll Administrator's Office of the Company at 54B, Damai Complex, Jalan Lumut, 50400 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
8. Explanatory Notes To Special Businesses

Resolution Pursuant to Section 75 (1) and Section 76 (1) of the Companies Act, 2016

The Proposed Resolution 5 is the renewal of the general mandate obtained from the shareholders at the last AGM. As at the date of this notice, the Company did not allot any share pursuant to the general mandate granted to the Directors at the 17th Annual General Meeting held on 11 September 2019.

This Ordinary Resolution 5, if passed, will empower the Directors to allot and issue ordinary shares up to an amount not exceeding 20% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company, based on the additional temporary relief measures granted by Bursa Malaysia Securities Berhad to listed corporation via its letter dated 16 April 2020. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The authority will provide flexibility to the Company for any possible fund raising activities for future investment projects or undertakings or for working capital purpose as the Directors may in their absolute discretion deem fit.

After having considered all aspect of the 20% General Mandate, the Board is of the opinion that the adoption of the 20% General Mandate would be in the best interest of the Company and its shareholders, on the following basis: -

- a. The interest of the Company as well as its long term shareholders should be in congruence with the issue of long term sustainability of the Company as only a business operation with healthy and sufficient working capital could generate positive returns to the Company and its shareholders.
- b. The Company continues to consider strategic opportunities to broaden the earnings potential of the Company. The additional fund raising flexibility through the 20% General Mandate will enable the Company, should it be required to do so, to meet its funding requirements for potential business/asset acquisitions or new joint venture arrangement and/or for working capital requirements expeditiously and efficiently, without burdening the shareholders with a separate general meeting during this challenging period.
- c. The 20% General Mandate will provide flexibility to the cash flow planning of the Company should the Company require additional funding for the execution of its future plans or the business contingency plans to mitigate the financial impact due to the outbreak of Coronavirus disease (Covid-19) pandemic.

**KAMDAR GROUP (M) BERHAD**  
 [Registration No. 200201010077 (577740-A)]  
 (Incorporated in Malaysia)

<b>CDS Account No.</b>	
<b>Number of Shares</b>	

**FORM OF PROXY**

(Before completing this form please refer to the notes below)

I/We \_\_\_\_\_ I.C No./H/P No./Email Address.: \_\_\_\_\_  
 (Full name in block letters)

of \_\_\_\_\_  
 (Full address)

being a member/members of **KAMDAR GROUP (M) BERHAD** hereby appoint the following person(s):-

<b>Name of proxy, NRIC No. / Address / Email Address &amp; H/P No.</b>	<b>No. of shares to be represented by proxy</b>
1. _____	_____
2. _____	_____

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Eighteenth (18th) Annual General Meeting of the Company to be conducted by way of virtual meeting entirely through live streaming from the Broadcast venue Board Room, 7th Floor, No 113, Jalan Tuanku Abdul Rahman, 50100 Kuala Lumpur, Malaysia, on Tuesday, 29 September 2020 at 10.00 a.m and at any adjournment thereof. My/our proxy/proxies is/are to vote as indicated below:-

<b>RESOLUTIONS RELATING TO :-</b>	<b>FIRST PROXY</b>		<b>SECOND PROXY</b>	
	<b>For</b>	<b>Against</b>	<b>For</b>	<b>Against</b>
Ordinary Resolution 1 – To approve the payment of Directors’ Fees, Meeting Allowance and benefits				
Ordinary Resolution 2 – Re-election of Director, Chia Lee Hoon				
Ordinary Resolution 3 – Re-election of Director, Pragna A/P K M Kamdar				
Ordinary Resolution 4 – To re-appoint Messrs PKF Malaysia as Auditors of the Company				
Ordinary Resolution 5 – Authority to allot shares				
Special Resolution – Amendment to Constitution				

(Please indicate with a “/” or “X” in the space provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/their discretion).

Dated this ..... day of ..... 2020

.....  
 Signature/Common Seal

**Notes:**

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- 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.
- A member who is an exempt authorized nominee is entitled to appoint multiple proxies for each omnibus account it holds.
- 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.
- For validity purposes, The Form of Proxy must be deposited at the Poll Administrator’s Office of the Company at 54B, Damai Complex, Jalan Lumut, 50400 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

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**The Poll Administrator**  
**KAMDAR GROUP (M) BERHAD**  
[Registration No. 200201010077 (577740-A)]  
54B, Damai Complex,  
Jalan Lumut,  
50400 Kuala Lumpur  
Malaysia

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# ADMINISTRATIVE GUIDE

## FOR THE MEMBERS OF KAMDAR GROUP (M) BERHAD

Dear Members,

### EIGHTEENTH (18TH) ANNUAL GENERAL MEETING (18th AGM) OF KAMDAR GROUP (M) BERHAD ("KAMDAR" OR "THE COMPANY")

#### REGISTRATION PROCESS (3 level security)

1. Members and vested parties who wish to attend KAMDAR 18th Virtual AGM are required to register at <https://cutt.ly/8foldRG> ("Virtual 18th AGM Registration") by the cut-off date of 22 September 2020 at 10.00 a.m. to enable the Company to verify your status. (1st level security authentication).
2. Please provide your Name or Company Name, MyKad or CDS account number, mobile contact number and a valid email address to be verified to gain admission to the 18th AGM.
3. Following the verification, authenticated parties (members and proxy holders) will receive an email from [agm@vcube.com.my](mailto:agm@vcube.com.my) containing your **Member Entry (ME) ID** (2nd level security authentication) and instructions to be used to enter the 18th AGM at the date and time specified. V-Cube employs the latest Secure Push Technology and your very own **Unique Security (US) Link** curated will be emailed to you in the evening prior to the 18th AGM date (3rd level security authentication). Please check your inbox or spam-box on the night before the said AGM.
4. The **ME ID** sent earlier is your verified Login ID to sign into the 18th AGM.
5. You must not forward **ME ID** or **US Link** to any other persons. This will be in breach of terms of usage. This is also to avoid any technical disruptions to your personalized usage. Such mis-usage will void your vote and you may be prosecuted under the PDPA Act 2010. The link is trackable and will be erased after the conclusion of the 18th AGM.
6. Vested parties who register by the cut-off date but do not receive an email response on 28 September 2020, may contact us for assistance at Poll Administrator's Hotline +6017 - 881 8010 via WhatsApp (from 9.00 a.m. to 5.00 p.m.) or at email address: [kamdaragm.corp@gmail.com](mailto:kamdaragm.corp@gmail.com).
7. Members are required to submit their original Form of Proxy, on or before 27 September 2020, 10.00 a.m. to the following address :-

**Poll Administrator**  
**Kamdar Group (M) Berhad**  
54B, Damai Complex,  
Jalan Lumut,  
50400 Kuala Lumpur,  
Malaysia.

8. Browser: You will need a browser that is HTML5-compatible (e.g. Microsoft Edge, Chrome, Fire fox) and a stable WIFI or LAN connection to participate in the 18th AGM which is device agnostic.

A pre environment test is attached with the **US Link**. For best user experience, you are strongly advised to join via a laptop or computer to engage fully in the proceedings and interactively download important information presented during the 18th AGM.



## POST REGISTRATION:

1. If you do not receive an email acknowledgement after your registration, it means your pre-registration is not successful. Please check your spam/junk email folder or try again.
2. Please contact us at email address [kamdaragm.corp@gmail.com](mailto:kamdaragm.corp@gmail.com), or alternatively WhatsApp to the Poll Administrator's Hotline +6017 - 881 8010 (from 9.00 a.m. to 5.00 p.m.) if you have any urgent questions.

## E-VOTING PROCEDURES:

1. Click on the US Link before the virtual AGM starts and enter your **ME ID** correctly. Entering a wrong **ME ID** will make your vote void.
2. During the first session of the 18th AGM, the Chairman or Board will answer questions pertaining to each resolution within a certain time. After due questions and responses, the Chairman with the coordinated assistance of V-Cube authorised staff will then open the voting polling box for each resolution.
3. Members and/or proxy holders must submit the e-vote during the live polling session for each Resolution through clicking the box **1: FOR** and **2: AGAINST**.
4. A fixed time for voting is allocated for each resolution depending on the Chairman's decision.
5. A Member is allowed to vote either by Form of Proxy or online during this 18th AGM.
6. The Member or proxy holder is only allowed to vote once. In the event, the Member or proxy holder voted twice, only the first vote is valid.
7. Once e-voting is completed for all the resolutions by polling, the 18th AGM will be adjourned for the next session. A fresh new **US Link** will be sent to all Members who attended the first session.
8. During the adjournment period, the voting data in CSV format will be downloaded and checked for compliance and validation against the Register of Depositors.
9. The Chairman will provide details of the e-voting results and overall results in the second session of the 18th AGM.

### Note:

- A. Approved parties who keyed in a wrong **ME ID**, will have their votes made void.
- B. Aside from Members, proxy holders who have been verified to join the 18th AGM, can participate in the questions and responses.
- C. All e-voting data in raw and cleanse form are archived for compliance purpose.
- D. Kindly check KAMDAR's website: <https://kamdar.com.my/corporate/corporate-2/corporate/corporate-governance/> for any further updates.

We would like to thank all parties for your understanding and co-operation in conducting the 18th AGM amidst the COVID-19 pandemic. Stay Safe.

# KAMDAR

**KAMDAR GROUP (M) BERHAD**  
[Registration No. 200201010077 (577740-A)]

## Annual Report 2020 to Shareholders Requisition Form

Dear Shareholders,

Thank You for your continued support for Kamdar Group (M) Berhad. We are pleased to inform you that Kamdar Group (M) Berhad Annual Report 2020 for the financial year ended 31 March 2020 is also available in printed version. Should you require a printed version, please complete this form and fax it to us at (603) 2732 5388. Alternatively, you can send the completed form by post to the address below. We shall forward a full version of the Annual Report 2020 within 4 market days upon your request.

**Mega Corporate Services Sdn. Bhd.**  
[Registration No. 198901010682 (187984-H)]  
Level 15-2, Bangunan Faber Imperial Court  
Jalan Sultan Ismail, 50250 Kuala Lumpur

Name (as per I/C) : \_\_\_\_\_

I/C No. / Passport No. : \_\_\_\_\_

Address : \_\_\_\_\_

Telephone No. : \_\_\_\_\_

\_\_\_\_\_  
Signature of shareholder

Note:

1. You can also download the Annual Report 2020 from our website: <http://www.kamdar.com.my>.
2. The designated person to attend to your request and requeries is En. Norhisham Abdul Hamid and telephone number : 03-2692 4271

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**The Share Registrar**  
**KAMDAR GROUP (M) BERHAD**  
[Registration No. 200201010077 (577740-A)]  
Level 15-2, Bangunan Faber Imperial Court  
Jalan Sultan Ismail  
50250 Kuala Lumpur

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