



AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of Directors and Auditors thereon
- To approve the payment of shortfall of Directors' fees and allowances of RM26,500 for the financial year ended 31 March 2020. **(Ordinary Resolution 1)**
- To approve the payment of Directors' fees and allowances up to RM500,000 or the financial year ending 31 March 2021 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 2)**
- To re-elect Dato' Zaidi Bin Mat Isa @ Hashim, the Director who retires in accordance with Clause 90 of the Constitution of the Company. **(Ordinary Resolution 3)**
- To re-elect the following Directors who retire in accordance with Clause 98 of the Constitution of the Company:
 - Yee Yit Yang **(Ordinary Resolution 4)**
 - YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad **(Ordinary Resolution 5)**
- To re-appoint Messrs RSL PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

As Special Business

To consider and if thought fit, to pass the following resolutions with or without any modifications as resolutions:-

- Proposed renewal of authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016 ("the Act")** **(Ordinary Resolution 7)**

"THAT pursuant to Section 75 of the Act, the Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Malaysia Securities Berhad ("Bursa Securities") on 16 April 2020 and approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors of the Company be hereby empowered pursuant to Section 75 of the Act, to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed twenty percent (20%) of the total number of the issued shares of the Company for the time being AND THAT the Board of Directors be hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities."

- To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD

NG MEI WAN
(SSM Practicing Certificate No.: 201908000801) (MIA 28862)
R. MALATHI A/P RAJAGOPAL
(SSM Practicing Certificate No.: 201908000851) (MAICSA 7054884)
Company Secretaries

Kuala Lumpur
28 August 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 Seventeenth Annual General Meeting ("17th AGM") 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 17th AGM via the Remote Participation and Voting facilities ("RPV") provided by Mlabs Systems Berhad via its website at <https://rebrand.ly/KAG-AGM>. Please follow the Procedures for RPV in the Information for Shareholders on 17th AGM 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 21 September 2020 shall be regarded as members and be entitled to attend, participate, speak and vote at 17th AGM.
- 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 Act. 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 one (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 initialled by the member.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- A member who has appointed a proxy or authorised representative to attend, participate, speak and vote at this 17th AGM via RPV must request his/her proxy to register himself/herself for RPV at <https://rebrand.ly/KAG-AGM>. Please follow the Procedures for RPV in the Information for Shareholders on 17th AGM.
- 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 3½, 58100 Kuala Lumpur not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of 17th AGM to vote by poll.

EXPLANATORY NOTES TO THE AGENDA

10. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

11. Item 3 of the Agenda - Ordinary Resolution no. 2 Approval of Directors' fees and allowances for the financial year ending 31 March 2021

Directors' fees and allowances approved for the financial year ended 31 March 2020 was RM246,000. The Directors' fees and allowances proposed for the financial year ending 31 March 2021 are calculated based on the number of scheduled Board and Committee Meetings for 2021 and assuming that all Non-Executive Directors will hold office until the end of the subject financial year.

This resolution is to facilitate payment of Directors' fees and allowances on monthly basis and/or as and when required. In the event the Directors' fees and allowances proposed is insufficient (e.g. due to more meetings), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

12. Item 7 of the Agenda - Ordinary Resolution no. 7 Proposed renewal of authority for Directors to Allot and Issue Shares pursuant to Section 75 of the Act

(a) The proposed Ordinary Resolution no. 7, if passed, will grant a mandate ("20% General Mandate") empowering the Directors of the Company, from the date of the Seventeenth Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding twenty percent (20%) of the total number of the issued share of the Company for the time being for such purposes as they may deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting shall continue to be in full force until the conclusion of the next Annual General Meeting of the Company.

(b) The 20% General Mandate is pursuant to temporary relief measures due to COVID-19 pandemic issued by Bursa Malaysia on 16 April 2020. The temporary relief measures may be utilised until 31 December 2021, after that the 10% limit under Rule 6.04 (1) of the ACE Market Listing Requirements of Bursa Securities will be reinstated.

The Board of Directors is of the view that the 20% General Mandate is in the best interest of the Company and its shareholders due to unprecedented challenges from the COVID-19 impact, and the 20% General Mandate will enable the Company to raise higher fund more speedily during this challenging period to ensure sustainability of the Company's existing activities as well as funding for future investment activities.

(c) This mandate is a renewal of the previous mandate obtained at the Extraordinary General Meeting held on 13 July 2020 which will expire at the conclusion of the forthcoming Annual General Meeting.

(d) As at the date of this Notice, the Company did not issue any new shares based on the previous mandate obtained at the Extraordinary General meeting held on 13 July 2020.

(e) The 20% General Mandate, if granted 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 current and/or future investment project(s), working capital and/or acquisitions.

13. ANNUAL REPORT

The Annual Report for the financial year ended 31 March 2020 is in CD-ROM format. Printed copy of the Annual Report shall be provided to the shareholder upon request soonest possible from the date of receipt of the written request. The Annual Report can also be downloaded at the Company's corporate website, www.kag.com.my.

Shareholders who wish to receive the printed Annual Report and/or require assistance in viewing the CD-ROM, may fax to Shareworks Sdn. Bhd. [199101019611 (229948-U)] at fax no. 03-62013121 or email your request to sharereg@shareworks.com.my.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING (Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

DETAILS OF INDIVIDUAL WHO IS STANDING FOR ELECTION AS DIRECTOR

No individual is seeking for election as a Director at the Seventeenth Annual General Meeting of the Company.

INFORMATION FOR SHAREHOLDERS ON SEVENTEENTH ANNUAL GENERAL MEETING OF KEY ALLIANCE GROUP BERHAD

Date : Monday, 28 September 2020
Time : 11.00 a.m.
Broadcast Venue : Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor

MODE OF MEETING

In view of the COVID-19 outbreak and as part of safety measures against COVID-19, the Seventeenth Annual General Meeting ("17th AGM") 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 17th AGM 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 17th AGM via the Remote Participation and Voting facilities ("RPV") provided by Mlabs Systems Berhad via its website at <https://rebrand.ly/KAG-AGM>.

Procedures	Action
Before the 17th AGM	
1. Register as participant in KAG 17th AGM	<ul style="list-style-type: none"> Using your computer, access the website at https://rebrand.ly/KAG-AGM. Click on the Register Now button to register for the 17th AGM. Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. 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.
2. Submit your online registration	<ul style="list-style-type: none"> Registration for the 17th AGM is open from 3:00 p.m. on Friday, 28 August 2020 till 11:00 a.m. on Sunday, 27 September 2020. Registration is mandatory if you wish to attend the said Meeting. Clicking on the link will redirect you to the 17th AGM event page. Click on the Register link to go to the online registration form. Complete all the necessary information in the registration page. Your name MUST match your CDS account name. Kindly fill in the CDS account number and indicate the number of shares you have. Read and agree to the Terms & Conditions and confirm the Declarations. 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. System will send an email to notify that your registration for remote participation is received and pending verification. After verification of your registration against the General Meeting ROD as at 21 September 2020, the system will send you an email to notify you if your registration is approved or rejected after 21 September 2020. If your registration is rejected, you can contact ShareWorks Sdn. Bhd. or the Company for clarifications or to appeal.
On the day of 17th AGM	
3. Attending KAG AGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. First is one day before the 17th AGM day, while the 2nd will be sent 1 hour before the 17th AGM. Click Join Event in the reminder email to participate the RPV. Please ensure you have downloaded and installed Cisco WebEx Meetings application before attending the Virtual General Meeting.
4. Participating with live video	<ul style="list-style-type: none"> After chairman greeting, you will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel 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. The session will be recorded. Please note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
5. Online Remote Voting	<ul style="list-style-type: none"> The Chairman will announce the commencement of the Voting session and the duration allowed at the 17th AGM. 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. Click on the Submit button after you have completed your selection(s). Empty votes will be deemed as abstain. Votes cannot be changed once it is submitted.
6. End of remote participation	Upon the announcement by the Chairman on the closure of the 17th AGM, 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-AGM> 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):

Enquiry pertaining to registration, logging in and system related matters:

General Line : +6016-628 7852
Email : zhlee@mlabs.com
Contact persons : Mr Lee Zhen Han

Enquiry pertaining to proxy forms or other matters:

General Line : +603-6201 1120
Email : sharereg@shareworks.com.my
Contact persons : Ms Maria Fong or Mr Vemalan