



LOTUS KFM

LOTUS KFM BERHAD

(Registration No.: 198401007083 [119598-P])

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM” or “Meeting”) of Lotus KFM Berhad (“Lotus” or the “Company”) will be held at Eugenia Ballroom (Ground Floor), Palm Garden Golf Club, IOI Resort City, 62502 Putrajaya on Tuesday, 22 September 2020 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED EXEMPTION TO LOTUS ESSENTIAL SDN. BHD. (“LESB”) AND THE PERSON ACTING-IN-CONCERT WITH LESB, NAMELY WONG SAK KUAN (“PAC”), UNDER SUBPARAGRAPH 4.08 (1)(C) ON THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS (“RULES”) FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR THE REMAINING ORDINARY SHARES IN LOTUS (“LOTUS SHARES” OR “SHARES”) AND WARRANTS IN LOTUS (“WARRANTS”) NOT ALREADY OWNED BY THEM UPON THE ISSUANCE OF NEW LOTUS SHARES PURSUANT TO THE PROPOSED CONVERSION OF THE REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN LOTUS (“RCPS”) HELD BY LESB (“PROPOSED EXEMPTION”)

“THAT subject to the approvals being received from Securities Commission Malaysia (“SC”) and other relevant regulatory authorities (where required) including such conditions as may be imposed by the SC, approval be and is hereby given for LESB and the PAC to be exempted from the obligation to undertake a mandatory general offer for the remaining Lotus Shares and Warrants not already held by them pursuant to the proposed conversion of the RCPS in accordance with subparagraph 4.08 (1)(c) of the Rules;

AND THAT the Board of Director of Lotus (“Board”) be and is hereby authorised and empowered to implement, finalise and give effect to the Proposed Exemption with full powers to effect or assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Exemption as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be required or imposed by any relevant authority or consequent upon the implementation of the said conditions, modifications, variations and/or amendments and to do all acts, deed and things and execute and deliver all such transactions, arrangements, agreements and/or documents as it considers necessary or expedient to implement the Proposed Exemption.”

BY ORDER OF THE BOARD LOTUS KFM BERHAD

TEA SOR HUA (MACS 01324) (SSM PC NO.: 201908001272)

Company Secretary

Petaling Jaya, Selangor Darul Ehsan

4 September 2020

Notes:-

- i. A member who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting. Where a member appoints more than one (1) proxy, the member shall specify the proportion of his shareholdings to be represented by each proxy.
- ii. A proxy may, but need not, be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- iii. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- iv. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
- v. 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.
- vi. To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting.
- vii. 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 63 of the Company’s Constitution to issue a General Meeting Record of Depositors as at 14 September 2020. Only members whose name appears in the Record of Depositors as at 14 September 2020 shall be entitled to attend the Meeting and to speak and vote thereat.
- viii. The resolutions set out in this Notice will be put to vote by poll.
- ix. The members are advised to refer to the Administrative Guide for the EGM on the registration process for the Meeting.



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**ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING OF LOTUS KFM BERHAD
("LOTUS" OR "COMPANY") ("EGM" OR "MEETING")**

Date	Time	Venue
22 September 2020	10.30 a.m.	Eugenia Ballroom (Ground Floor), Palm Garden Golf Club, IOI Resort City, 62502 Putrajaya

Your safety is the Company's top priority. The following precautionary measures will be taken at the Meeting in order to minimise the risk of community spread of COVID-19 pandemic:-

- (a) A member is required to register ahead of the Meeting to allow the Company to make the necessary arrangements in relation to the Meeting, i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants by providing the below details by email to connie.lotuskfm@gmail.com:-
- i) Full name;
 - ii) Identity Card or Passport Number;
 - iii) Contact number (optional – for better co-ordination); and
 - iv) CDS account number

The date of Record of Depositors for the EGM is 14 September 2020. As such, only members whose name appears in the Record of Depositors of Lotus as at 14 September 2020 shall be entitled to attend the EGM and participate, speak and vote thereat.

- (b) A health screening counter will be set up for the purpose of health screening and body temperature will be taken for all persons before entering the venue. A member or proxy who has temperature of 37.5°C or higher or exhibits flu-like symptoms will not be permitted to attend the Meeting.
- (c) Members are encouraged to appoint the Chairman of the Meeting (or any other person) to act as proxy to attend and vote at the Meeting on their behalf by submitting the proxy form with predetermined voting instruction.
- (d) In the interest of the public health including the well-being of our members, members must cooperate with the precautionary measures put in place by the Company should members or proxies wish to attend the Meeting in person. The Company will observe the directives, safety and precautionary requirements as prescribed by the Government, amongst others, the Ministry of Health, the Malaysian National Security Council, the Securities Commission Malaysia and other relevant authorities to curb the spread of COVID-19.
- (e) Members or proxies must sanitise their hands and are strongly advised to wear a face mask if they are attending the Meeting in person. Please note that no face mask will be provided at the Meeting venue.
- (f) Members or proxies are advised to observe/maintain social distancing of at least 1 meter from each other throughout the Meeting.
- (g) Members or proxies are advised to arrive early at the Meeting venue given that the above-mentioned precautionary measures may cause delay in the registration process.
- (h) **NO door gift** will be provided to the members/proxies and **NO refreshment** will be served at the Meeting venue.



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(i) **Recording/Photography**

By participating in this EGM, you agree that no part of this EGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronical, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our EGM at short notice. Kindly check Bursa Malaysia Securities Berhad's and Company's website at <http://www.kfmb.com.my/> for the latest updates on the status of the Meeting.

ENQUIRY

If you have any enquiry prior to the Meeting, please contact the following persons during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday except public holidays): -

For Registration matters:	For Proxy Form matters:
Name: Ms. Connie Telephone No.: +603-8959 4883 Email: connie.lotuskfm@gmail.com	Name: Ms. Lily Telephone No.: +603 2084 9000 Email: Lily@sshb.com.my