



KEY ALLIANCE GROUP BERHAD

Registration No.: 200301007533 (609953-K)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Key Alliance Group Berhad ("**KAG**" or the "**Company**") ("**EGM**") 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, 28 September 2020 at 12.30 p.m., or such time immediately after the conclusion or adjournment (as case may be) of the Annual General Meeting of the Company which will be held at the same venue and on the same day at 11:00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 982,205,686 NEW ORDINARY SHARES IN KAG ("KAG SHARE(S)") ("RIGHTS SHARES") ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 1 EXISTING KAG SHARE HELD, TOGETHER WITH UP TO 982,205,686 FREE DETACHABLE WARRANTS IN KAG ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"**THAT**, subject to the passing of the Ordinary Resolution 2, and the approvals of all relevant authorities and/or parties (if required) being obtained, where required, approval be and is hereby given to the Board of Directors of KAG ("**Board**") for the following:-

- i. to provisionally allot and issue by way of a renounceable rights issue of up to 982,205,686 Rights Shares together with up to 982,205,686 Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, on the basis of 1 Rights Share for every 1 existing KAG Share held;
- ii. to issue such Rights Shares together with Warrants as may be required to give effect to the Proposed Rights Issue with Warrants, including any persons entitled on renunciation of the provisional allotments; and
- iii. to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the Rights Shares;

THAT any Rights Shares together with Warrants which are not taken up or validly taken up shall be made available for excess applications to the entitled shareholders and/ or their renounee(s) who have applied for the excess Rights Shares with Warrants, and are intended to be allocated on a fair and equitable basis;

THAT any fractional entitlements of the Rights Shares together with Warrants arising from the Proposed Rights Issue with Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its sole and absolute discretion deems fit and expedient, and is in the best interests of the Company;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised as set out in the circular to the shareholders dated 11 September 2020 ("**Circular**"), and the Board be and is hereby authorised with full power to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board, may at its absolute discretion, deem fit, necessary, expedient and/or in the best interest of the Company, subject to the approval of the relevant authorities, where required;

THAT the Rights Shares shall, upon allotment and issuance, rank equally in all respects with the existing KAG Shares, save and except that the Rights Shares shall not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Rights Shares;

THAT the Board be and is hereby authorised to sign and execute all documents, enter into any arrangements, agreements and/ or undertakings with any party or parties, do all things as may be required to give effect to the Proposed Rights Issue with Warrants with full powers to assent to any conditions, variations, modifications and/ or amendments including to vary the manner and/ or the purpose of the utilisation of proceeds arising from the Proposed Rights Issue with Warrants, if necessary, in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants in the best interest of the Company;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue to be in full force and effect until the Rights Shares together with Warrants to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF THE COMPANY AND ITS SUBSIDIARIES TO INCLUDE THE MARKETING, DISTRIBUTION AND TRADING OF MEDICAL EQUIPMENT, DEVICES, AND RELATED PRODUCTS AND ACCESSORIES ("PROPOSED DIVERSIFICATION")

"**THAT**, subject to the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Company and its subsidiary companies to diversify its existing principal activities to include the marketing, distribution and trading of medical equipment, devices, and related products and accessories;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Diversification with full power to assent to any conditions, variations, modifications, and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matter relating thereto and to take all such steps to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification."

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

11 September 2020

Notes:

1. 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-EGM>. 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.
2. 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 EGM.
3. 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.
4. 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.
5. 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.
6. Any alterations in the Proxy Form must be initialed by the member.
7. 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-EGM>. Please follow the procedures for RPV in the Information for Shareholders on EGM.
8. 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.
9. 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 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 EGM to vote by poll.

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

- Date : Monday, 28 September 2020
- Time : 12.30 p.m., or such time immediately after the conclusion or adjournment (as case may be) of the Annual General Meeting of the Company which will be held at the same 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 & Country Resort, 47410 Petaling Jaya, Selangor

MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures against COVID-19, 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-EGM>.

Procedures		Action
Before the EGM		
1.	Register as participant in KAG EGM	<ul style="list-style-type: none"> Using your computer, access the website at https://rebrand.ly/KAG-EGM. Click on the Register Now button to register for the EGM. 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 EGM is open from 3:00 p.m. on Friday, 11 September 2020 till 12.30 p.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 EGM 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 EGM		
3.	Attending KAG EGM	<ul style="list-style-type: none"> 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. 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 EGM. 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 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-EGM> 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