



**K-ONE TECHNOLOGY BERHAD**  
[Registration No. 200101004001 (539757-K)]  
(Incorporated in Malaysia)

## NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twentieth Annual General Meeting of the Company will be conducted fully virtual from the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur on Monday, 24 May 2021 at 9.00 a.m. for the following purposes :

### AGENDA

#### ORDINARY BUSINESS

- |    |   |   |
|----|---|---|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' and Audit Reports thereon.   | <b>Please refer to Explanatory Note 1</b> |
| 2. | To approve the payments of aggregate Directors' fees and allowances to the Non-Executive Directors of up to RM280,000 from 25 May 2021 until the next Annual General Meeting of the Company, to be paid monthly in arrears after each month of completed service. | <b>Ordinary Resolution 1</b>              |
| 3. | To re-elect the following Directors who are retiring in accordance with Clause 106 of the Company's Constitution:-  |   |
|    | (a) Dato' Lim Soon Seng   | <b>Ordinary Resolution 2</b>              |
|    | (b) Mr Goh Chong Chuang   | <b>Ordinary Resolution 3</b>              |
|    | (c) Ms Anita Chew Cheng Im  | <b>Ordinary Resolution 4</b>              |
| 4. | To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.   | <b>Ordinary Resolution 5</b>              |

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions:-

- |    |   |                              |
|----|---|------------------------------|
| 5. | <b>Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016</b> | <b>Ordinary Resolution 6</b> |
|----|---|------------------------------|

**"THAT** subject always to the Companies Act 2016 ("Act"), Constitution of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company at any 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 to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of issue **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Securities **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

6. **Authority for Mr Goh Chong Chuang to Continue in Office as Independent Non-Executive Director** **Ordinary Resolution 7**

“**THAT** subject to the passing of Ordinary Resolution 3 and pursuant to Clause 107(b) of the Company’s Constitution and Practice Note 4.2 of the Malaysian Code on Corporate Governance, approval be and is hereby given for Mr Goh Chong Chuang who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”

7. **Authority for Mr Loi Kim Fah to Continue in Office as Independent Non-Executive Director** **Ordinary Resolution 8**

“**THAT** pursuant to Clause 107(b) of the Company’s Constitution and Practice Note 4.2 of the Malaysian Code on Corporate Governance, approval be and is hereby given for Mr Loi Kim Fah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”

8. To transact any other business of the Company of which due notice shall be given in accordance with the Company’s Constitution and the Companies Act 2016.

By Order of the Board  
**K-ONE TECHNOLOGY BERHAD**

**WONG YOUN KIM**  
**(MAICSA 7018778) / SSM PC No. 201908000410**  
Company Secretary

Kuala Lumpur

23 April 2021

**NOTES:**

1. A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of him. A proxy may but need not be a member of the Company.
2. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney and supported by a notarially certified copy of that power or authority.
5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
7. The duly completed Form of Proxy must be deposited at the registered office of the Company at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
8. Only members whose names appear on the Record of Depositors as at 17 May 2021 (“General Meeting Record of Depositors”) shall be entitled to attend, speak or vote at this meeting or appoint proxy/proxies to attend and/or vote in his/her behalf.
9. All the Ordinary Resolutions set out in this Notice will be put to vote by poll.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purpose"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) for the Purpose, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## EXPLANATORY NOTES ON SPECIAL BUSINESS

### 1. Item 1 of the Agenda

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

### 2. Ordinary Resolution 6 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 6 under item 5 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

This general mandate is a renewal of the mandate that was approved by the Shareholders at the Nineteenth Annual General Meeting held on 29 June 2020. The renewal of this general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/or acquisitions.

As at the date of this notice of meeting, no shares have been issued pursuant to the general mandate granted at the Nineteenth AGM of the Company.

### 3. Ordinary Resolutions 7 and 8 - Authority to Continue in Office as Independent Non-Executive Directors of the Company Pursuant to Clause 107(b) of the Company's Constitution and Practice Note 4.2 of the Malaysian Code On Corporate Governance ("MCCG")

#### (a) Mr Goh Chong Chuang

Mr Goh Chong Chuang was appointed as an Independent Non-Executive Director of the Company on 3 February 2005 and has therefore served for more than twelve (12) years. However, he has met the independence criteria as set out in Chapter 1 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("AMLR"). The Board based on the review and recommendation made by the Nomination Committee, therefore, considers him to be independent and recommends that he should continue to act as Independent Non-Executive Director, and pursuant to Clause 107(b) of the Company's Constitution and Practice Note 4.2 of the MCCG, the Board will seek the approval of the shareholders through a two-tier voting process at the Twentieth Annual General Meeting of the Company. Further rationale for his retention as Independent Non-Executive Director can be found on Page 22 of this Annual Report.

#### (b) Mr Loi Kim Fah

Mr Loi Kim Fah was appointed as an Independent Non-Executive Director of the Company on 3 February 2005 and has therefore served for more than twelve (12) years. However, he has met the independence criteria as set out in Chapter 1 of the AMLR. The Board based on the review and recommendation made by the Nomination Committee, therefore, considers him to be independent and recommends that he should continue to act as Independent Non-Executive Director, and pursuant to Clause 107(b) of the Company's Constitution and Practice Note 4.2 of the MCCG, the Board will seek the approval of the shareholders through a two-tier voting process at the Twentieth Annual General Meeting of the Company. Further rationale for his retention as Independent Non-Executive Director can be found on Page 22 of this Annual Report.

## **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

The profiles of the Directors who are seeking re-election and/or continuing in office as Executive Director or Independent Non-Executive Directors are set out in the Profile of Directors as disclosed on pages 5 to 7 of this Annual Report.

The details of the above Directors' interest in the securities of the Company are stated on page 37 of the Annual Report.

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## ADMINISTRATIVE GUIDE

### IN RESPECT OF THE TWENTIETH ANNUAL GENERAL MEETING (“AGM”) TO BE HELD VIA AN ONLINE PLATFORM

<b>DATE:</b>  Monday, 24 May 2021	<b>TIME:</b>  9.00 a.m.	<b>BROADCAST VENUE:</b>  Level 10, Tower 1, Avenue 5 Bangsar South City 59200 Kuala Lumpur
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#### GENERAL MEETING RECORD OF DEPOSITORS

1. Only members whose names appear on the Record of Depositors on 17 May 2021 shall be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.

#### PROXY

2. A member entitled to participate and vote remotely at the Twentieth AGM using the Virtual Meeting Facilities is entitled to appoint proxy(ies) to participate and vote in his/her stead. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Proxy Form in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to attend the AGM via Virtual Meeting Facilities on 24 May 2021, he/she can appoint the Chairman of the meeting as his/her proxy and indicate his/her voting instructions in the Proxy Form.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting and/or any adjournment (no later than **Saturday, 22 May 2021 at 9.00 a.m.**) thereof.

#### POLL VOTING

5. The voting at the Twentieth AGM will be conducted by poll in accordance with Clause 73(b) of the Company’s Constitution. The Company has appointed **HMC Corporate Services Sdn Bhd** as the Poll Administrator to conduct the poll by way of online voting and **USearch Management Services** as Scrutineers to verify the poll results.
6. Shareholders can proceed to vote on the resolutions and submit their votes at any time from the commencement of the Twentieth AGM at 9.00 a.m. until the time for the closing of the voting session to be announced by the Chairman at the meeting. The voting link for online voting will be displayed upon the commencement of the meeting. Upon completion of the voting session for the Twentieth AGM, the Scrutineers will verify and the Chairman will announce the poll results and declare whether the resolutions are duly passed.


#### VIRTUAL MEETING FACILITIES

7. We would like to invite the Shareholders to participate and vote remotely at the Twentieth AGM using the Virtual Meeting Facilities. Please refer to item 10 for the registration link.

8. For Corporate Shareholders, please register yourself via the registration link provided in item 10(a) below and to provide the following documents to HMC Corporate Services Sdn Bhd no later than **Saturday, 22 May 2021 at 9.00 a.m.** :
- Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
  - Corporate Representative's e-mail address and hand-phone number.

Upon receipt of the above documents, HMC Corporate Services Sdn Bhd will liaise with your goodself on the participation link.

9. For the Beneficial Owner whose shares are registered under a Nominee Company's CDS account, he/she may request his/her Nominee Company to appoint him/her as proxy to participate and vote remotely at the Twentieth AGM via the Virtual Meeting Facilities. Please submit the duly executed proxy form to HMC Corporate Services Sdn Bhd no later than **Saturday, 22 May 2021 at 9.00 a.m.** and register yourself via the registration link below.
10. Please follow the steps below for participating and voting via the Virtual Meeting Facilities:

<b>BEFORE THE AGM</b>		
(a)	Registration	<ul style="list-style-type: none"> <li>Please click on the following link to register yourself as Shareholder/Corporate Representative/Beneficial Owner of an Exempt Nominee for purpose of verification of attendance.</li> </ul> <p>Registration Link: <a href="https://bit.ly/3fdeHOv">https://bit.ly/3fdeHOv</a></p>
(b)	Confirmation of Attendance	<ul style="list-style-type: none"> <li>Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.</li> </ul>
(c)	Submission of Questions	<ul style="list-style-type: none"> <li>You may submit your questions online by scanning the QR Code below or via <a href="https://bit.ly/3cmjgEt">https://bit.ly/3cmjgEt</a>:</li> </ul> <div style="text-align: center;">  </div>
<b>ON THE AGM DAY</b>		
(d)	Participation	<ul style="list-style-type: none"> <li>Click on the participation link which was provided to you via e-mail.</li> <li>If you have any question to be raised during the meeting, you may submit your question by using the Q&amp;A Box. The Chairman/Board will try to address the questions submitted prior to or during the Twentieth AGM.</li> </ul>
(e)	Online Voting	<ul style="list-style-type: none"> <li>The voting link for online voting will be displayed in the Chat Box upon the commencement of the meeting. The QR Code for online voting will be displayed on the screen of the Virtual Meeting Room at the commencement of the polling to be announced by the Chairman. Voting shall commence from 9.00 a.m. on Monday, 24 May 2021 until a time when the Chairman announces the closing of the voting session at the Twentieth AGM.</li> </ul>
(f)	Closure	<ul style="list-style-type: none"> <li>The Twentieth AGM will be closed upon the announcement by the Chairman.</li> </ul>

## ENQUIRY

11. If you have any enquiry or require any assistance before or during the Twentieth AGM, please do not hesitate to contact the following officer during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):

HMC CORPORATE SERVICES SDN BHD  
 Registration No. 198201003810 (83556-P)

Level 2 Tower 1 Avenue 5  
 Bangsar South City  
 59200 Kuala Lumpur

Tel : 603-2241 5800  
 Mobile/WhatsApp : 017 388 3989  
 Fax : 603-2282 5022  
 Email : [office365support@hmc.my](mailto:office365support@hmc.my)  
 Contact Person : HMC Virtual Meeting Administrator