



## 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 held on a fully virtual basis and entirely via remote participation and voting 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 Tuesday, 25 May 2021 at 10.00 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 PRIVATE PLACEMENT OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED SHARES OF KAG (EXCLUDING TREASURY SHARES) TO THIRD PARTY INVESTOR(S) TO BE IDENTIFIED LATER (“PROPOSED PRIVATE PLACEMENT”)**

“**THAT** subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of the Company (“Board”) to allot and issue up to 789,172,978 ordinary shares in KAG (“KAG Share(s)”) (“Placement Share(s)”), representing up to 20% of the issued shares of KAG.

**THAT** approval be and is hereby given to the Board to determine the issue price for the Placement Shares at a later date based on not more than 20% discount to the five-day volume weighted average market price (“VWAP”) of the KAG Shares immediately preceding the price-fixing date.

**THAT** the Placement Shares will, upon allotment and issuance, rank equally and carry the same rights with the current existing KAG Shares, save and except that the Placement Shares will 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 Placement Shares.

**THAT** the proceeds of the Proposed Private Placement be utilised for the purpose as set out in the circular to shareholders dated 7 May 2021 (“Circular”), and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board deems fit, necessary and/ or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities. Pursuant to Rule 9.19(33) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) (“Bursa Securities”), the Company will make an immediate announcement to Bursa Securities should there be any deviation by 5% or more from the original utilisation of proceeds as set out in the Circular. Further, pursuant to Rule 8.24 of the Listing Requirements, in the event that the deviation from the original utilisation of proceeds is deemed as a material variation, the Company will seek its shareholders’ approval for the variation at an extraordinary general meeting to be convened.

**THAT** the Placement Shares shall be listed on the ACE Market of Bursa Securities.

**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 Private Placement 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 matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and 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 Private Placement.”

#### ORDINARY RESOLUTION 2

##### **PROPOSED ACQUISITION OF 450,000 ORDINARY SHARES IN TREE MED SDN BHD (“TREE MED”), REPRESENTING 30% EQUITY INTEREST IN TREE MED, FROM KHAIRUL ANUAR BIN DANIAL AND RAJA MAZYAH BINTI RAJA AMINUDDIN (COLLECTIVELY, THE “VENDORS”) FOR A PURCHASE CONSIDERATION OF RM14,000,000 TO BE SATISFIED VIA A COMBINATION OF RM4,000,000 IN CASH AND RM10,000,000 VIA THE ISSUANCE OF 200,000,000 NEW KAG SHARES AT AN ISSUE PRICE OF RM0.05 PER KAG SHARE (“CONSIDERATION SHARE(S)”) (“PROPOSED ACQUISITION”)**

“**THAT**, subject to the approvals of all relevant authorities in respect of the listing and quotation for 200,000,000 Consideration Shares on the ACE Market of Bursa Securities, and/ or parties being obtained, approval be and is hereby given to the Company to acquire 450,000 ordinary shares of Tree Med, representing 30% equity interest in Tree Med from the Vendors for a purchase consideration of RM14,000,000 to be satisfied via a combination of RM4,000,000 in cash and RM10,000,000 via the issuance and allotment of 200,000,000 Consideration Shares to the Vendors at an issue price of RM0.05 per Consideration Share, in accordance with the terms and conditions of the conditional share sale agreement dated 11 March 2021 entered into between the Company and the Vendors pursuant to the Proposed Acquisition.

**THAT** such Consideration Shares shall, upon allotment and issuance, rank equally in all respects with the existing KAG Shares, save and except that the Consideration Shares will not be entitled to any dividends, rights, allotment and/ or other forms of distributions where the entitlement date of such dividends, rights, allotments and/ or any other forms of distribution precedes the date of allotment and issuance of the Consideration Shares.

**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 aforesaid Proposed Acquisition 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 matters relating thereto and to take all such steps and 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 Acquisition.”

#### By Order of the Board

**CHONG VOON WAH**  
(SSM PC No. 202008001343) (MAICSA 7055003)  
**THAI KIAN YAU**  
(SSM PC No. 202008001515) (MIA 36921)  
Company Secretaries

Kuala Lumpur  
7 May 2021

#### Notes:-

1. Only depositors whose names appear in the Record of Depositors as at 18 May 2021 shall be regarded as members and be entitled to attend, participate, speak and vote at EGM.
2. 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.
3. 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.
4. 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.
5. Any alterations in the Proxy Form must be initialed by the member.
6. 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.
7. 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 Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via facsimile no. 03-6201 3121 or via e-mail at ir@shareworks.com.my 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 EGM to vote by poll.
8. The EGM will be conducted fully virtual at the broadcast venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.



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### EXTRAORDINARY GENERAL MEETING

#### ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>
Tuesday, 25 May 2021	10.00 a.m.	Lot 18.2, 18 <sup>th</sup> Floor, Menara Lien Hoe No. 8 Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya, Selangor

#### Coronavirus Disease (COVID-19) Outbreak

1. With the outbreak of Coronavirus Disease ("**COVID-19**") and as part of the safety measures to curb the spread of COVID-19 pandemic, the Extraordinary General Meeting ("**EGM**") will be conducted by way of a fully virtual meeting and online remote voting using the Remote Participation and Voting Facilities ("**RPV Facilities**") as the safety of our members, Directors, staff and other stakeholders who will attend the EGM is of paramount importance to us.
2. Having regard to the well-being and the safety of our members, we **strongly encouraged** our members to take advantage of the RPV Facilities to participate and vote remotely at the EGM. With the RPV Facilities, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors ("**Board**") and/or management of the Company) and vote at the EGM. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the EGM. Details of the RPV Facilities are set out below.

#### Registration

3. The EGM will be held virtually. The registration is mandatory for the event. Please click the following link to register: <https://rebrand.ly/KAG-EGM>.
4. All the Shareholders are required to register in order to participate to the EGM. The registration will be open from 10.00 a.m. on 7 May 2021 and close at 10.00 a.m. on 24 May 2021.  
  
Upon submission of your registration, you will receive an email to notify you that your registration has been received and is pending verification.
5. After verification of your registration against the General Meeting Record of Depositors of the Company, the system will send you an email to notify you if your registration is approved or rejected after 18 May 2021.
6. Should your registration be rejected, you can contact the Company's Share Registrar or the Company for clarifications.
7. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Please follow the tutorial guide posted on <https://rebrand.ly/KAG-EGM>.

### **General Meeting Records of Depositors**

8. For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors of the Company as at 18 May 2021 shall be entitled to attend this meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

### **Individual Members**

9. Individual members are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the EGM. Please refer to the details as set out under RPV Facilities for information.
10. If an individual member is unable to attend the EGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

### **Corporate Members**

11. Corporate members (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the EGM using the RPV Facilities. Corporate members who wish to participate and vote remotely at the EGM must contact the Company's Share Registrar with the details set out below for assistance and will be required to provide the following documents to the Company no later than 24 May 2021 at 10.00 a.m.:
  - (i) Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation;
  - (ii) Copy of the Corporate Representative's or proxy's MyKad (front and back)/Passport; and
  - (iii) Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, the Company's Share Registrar or the Company will respond to your remote participation request.

12. If a Corporate member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the EGM, it is encouraged to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

### **Nominee Company Members**

13. The beneficiaries of the shares under a Nominee Company's CDS account ("**Nominee Company member(s)**") are also strongly advised to participate and vote remotely at the EGM using RPV Facilities. Nominee Company members who wish to participate and vote remotely at the EGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the EGM. Nominee Company must contact the Company's Share Registrar with the details set out below for assistance and will be required to provide the following documents to the Company no later than 24 May 2021 at 10.00 a.m.:
  - (i) Form of Proxy under the seal of the Nominee Company;
  - (ii) Copy of the proxy's MyKad (front and back)/Passport; and
  - (iii) Proxy's email address and mobile phone number.

Upon receipt of such documents, the Company's Share Registrar or the Company will respond to your remote participation request.

14. If a Nominee Company member is unable to attend the EGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

## Proxy

15. If a member is unable to attend the EGM, he/she may appoint a proxy or the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
16. If an individual member has submitted his/her Form of Proxy prior to the EGM and subsequently decides to personally participate in the EGM via RPV Facilities, the individual member must contact the Company's Share Registrar or the Company, whose contact details are set out in No. 20 below, to revoke the appointment of his/her proxy no later than 24 May 2021 at 10.00 a.m.

## Poll Voting

17. The voting at the EGM will be conducted by way of poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Shareworks Sdn Bhd as the Poll Administrator to conduct the poll by way of electronic voting and Sharepolls Sdn Bhd as the Scrutineers to verify the poll results. Upon completion of the voting session for the respective EGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

## RPV Facilities

18. Please refer to the following information on RPV Facilities for live streaming and remote voting at the EGM:

Procedures	Action
<b>Before EGM</b>	
1. Register as participant in Virtual EGM	<ul style="list-style-type: none"><li>• Using your computer, access the website at <a href="https://rebrand.ly/KAG-EGM">https://rebrand.ly/KAG-EGM</a>. Click on the <b>Register</b> button to register for the EGM session.</li><li>• Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.</li><li>• 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.</li></ul>
2. Submit your online registration	<ul style="list-style-type: none"><li>• All the Shareholders are required to register prior to the meeting. The registration will be open from 10.00 a.m. on 7 May 2021 and the registration will close at 10.00 a.m. on 24 May 2021.</li><li>• Clicking on the link will redirect you to the EGM event page. Click on the <b>Register</b> button for the online registration form.</li><li>• Complete your particulars in the registration page. Your name <b>MUST</b> match your CDS account name (not applicable for proxy).</li><li>• Insert your CDS account number and indicate the number of shares you hold.</li><li>• Read and agree to the Terms &amp; Conditions and confirm the Declarations.</li><li>• Please ensure all information given is accurate before you click <b>Submit</b> to register your remote participation. Failure to do so will result in your registration being rejected.</li><li>• System will send an email to notify that your registration for remote participation is received and will be verified.</li><li>• After verification of your registration against the General Meeting Record of Depositors of the Company as at 18 May 2021, the system will send you an email to notify you if your registration is approved or rejected after 18 May 2021.</li><li>• If your registration is rejected, you can contact the Company's Share Registrar or the Company for clarifications or to appeal.</li></ul>

Procedures		Action
<b>On the day of EGM</b>		
3.	Attending Virtual EGM	<ul style="list-style-type: none"> <li>Two reminder emails will be sent to your inbox. First is one day before the EGM day, while the 2<sup>nd</sup> will be sent 1 hour before the EGM session.</li> <li>Click <b>Join Event</b> in the reminder email to participate the RPV.</li> </ul>
4.	Participate with live video	<ul style="list-style-type: none"> <li>You will be given a short brief about the system.</li> <li>Your microphone is muted throughout the whole session.</li> <li>If you have any questions for the Chairman/Board, you may use the <b>Q&amp;A panel</b> 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.</li> <li>The session will be recorded.</li> <li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li> </ul>
5.	Online Remote Voting	<ul style="list-style-type: none"> <li>The Chairman will announce the commencement of the Voting session and the duration allowed at the respective EGM.</li> <li>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 stipulated time frame.</li> <li>Click on the <b>Submit</b> button when you have completed.</li> <li>Votes cannot be changed once it is submitted.</li> </ul>
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the EGM, the live session will end.

### **No Recording or Photography**

19. Strictly **NO recording or photography** of the proceedings of the EGM is allowed.

### **Enquiry**

20. If you have any enquiry prior to the meeting, please contact the following officers during office hours from 9.00 a.m. to 5.30 p.m. (Monday to Friday):

**For Registration, logging in and system related:  
Key Alliance Group Berhad**

Name: Mr Lee Zhen Han  
Telephone No: +6016-628 7852  
Email: vgm@mlabs.com

**For Proxy and other matters:  
ShareWorks Sdn. Bhd.**

Name: Ms Maria Fong or Mr Vemalan  
Telephone No: 03-6201 1120  
Email: ir@shareworks.com.my