



KTG BERHAD

KTG BERHAD

(Registration No. 200001002113 (504718-U))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting ("EGM") of KTG Berhad ("KTG" or "Company") will be conducted on a fully virtual basis through live streaming and online remote voting via the remote participation and electronic voting ("RPEV") facilities via Vote2U at <https://web.vote2u.my> (Domain Registration No. with MYNIC - D6A471702) provided by Agmo Digital Solutions Sdn Bhd in Malaysia on Wednesday, 22 September 2021 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

TURNKEY AGREEMENT FOR THE COMMISSIONING OF NITRILE BUTADIENE RUBBER DOUBLE FORMER GLOVE DIPPING PRODUCTION LINES

"THAT subject to the passing of Ordinary Resolution 2, approval be and is hereby granted to the Company to proceed with the turnkey agreement for the commissioning of nitrile butadiene rubber double former glove dipping production lines dated 26 March 2021 entered into between APPI Sdn Bhd, a wholly-owned subsidiary of the Company, and Howellcare Industries Sdn Bhd ("Turnkey Agreement");

AND THAT the Board of Directors of the Company ("Board") be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Turnkey Agreement with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Turnkey Agreement."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESSES OF THE COMPANY AND ITS SUBSIDIARIES ("KTG GROUP" OR "GROUP") TO INCLUDE MANUFACTURING AND TRADING OF GLOVES AND OTHER PERSONAL PROTECTIVE EQUIPMENT PRODUCTS AND RELATED BUSINESS

"THAT subject to the passing of Ordinary Resolution 1, approval be and is hereby granted to the Company to diversify the existing businesses of the Group to include manufacturing and trading of gloves and other personal protective equipment ("PPE") products and related business ("Proposed Diversification into Manufacturing and Trading of Gloves and other PPE");

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Diversification into Manufacturing and Trading of Gloves and other PPE with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification into Manufacturing and Trading of Gloves and other PPE."

ORDINARY RESOLUTION 3

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESSES OF THE GROUP TO INCLUDE TRANSPORTATION AND LOGISTICS BUSINESS

"THAT approval be and is hereby granted to the Company to diversify the existing businesses of the Group to include transportation and logistics business ("Proposed Diversification into Transportation and Logistics Business");

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Diversification into Transportation and Logistics Business with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification into Transportation and Logistics Business."

ORDINARY RESOLUTION 4

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 690,705,280 NEW ORDINARY SHARES IN KTG ("KTG SHARES") ("RIGHTS SHARES") ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 1 EXISTING KTG SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED ("ENTITLEMENT DATE"), TOGETHER WITH UP TO 690,705,280 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR ("PROPOSED RIGHTS ISSUE OF SHARES WITH WARRANTS")

"THAT subject to the passing of Ordinary Resolutions 1, 2 and 3 and subject to the approvals of the relevant authorities and/or parties having been obtained (if required), approval be and is hereby granted to the Board to:

- provisionally allot and issue by way of a renounceable rights issue of up to 690,705,280 Rights Shares on the basis of 1 Rights Share for every 1 existing KTG Share held on the Entitlement Date at an issue price of RM0.15 each, to the shareholders of KTG whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date ("Entitled Shareholders") with a minimum subscription level of 84,087,000 Rights Shares with 84,087,000 Warrants to raise minimum gross proceeds of RM12,613,050;
- enter into and execute the deed poll in relation to the Warrants ("Deed Poll") and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll; and
- use the proceeds to be derived from the Proposed Rights Issue of Shares with Warrants in the manner as set out in the circular to shareholders dated 23 August 2021 ("Circular") and vary the manner and/or purpose of usage of such proceeds as they may deem fit and in the best interest of the Company, subject to the approval of the relevant authorities (where required);

THAT approval be and is hereby given to the Board to create and issue the Warrants and such additional Warrants ("Additional Warrants") as may be required or permitted to be issued as a consequence of the adjustments based on the indicative salient terms of the Warrants as set out in the Circular and the terms and conditions of the Deed Poll;

THAT approval be and is hereby given to the Board to allot and issue such Additional Warrants as may be required or permitted to be issued as a result of any adjustments under the provisions of the Deed Poll;

THAT approval be and is hereby given to the Board to allot and issue such number of KTG Shares arising from the exercise of the Warrants or Additional Warrants during the exercise period of the Warrants in accordance with the terms of the Deed Poll, including such appropriate number of new KTG Shares arising from the exercise of subscription rights represented by any Additional Warrants;

THAT the shareholders' fractional entitlements, if any, will be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

THAT the Rights Shares with Warrants which are not taken up or validly taken up shall be made available for excess applications by the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable). It is the intention of the Board to allocate the excess Rights Shares and Warrants in a fair and equitable manner on a basis to be determined by the Board and announced thereupon by the Company;

THAT the Rights Shares and new KTG Shares to be issued from the exercise of Warrants and/or Additional Warrants shall, upon allotment and issuance, rank equally in all respects with the then existing KTG Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distributions, the entitlement date of which is prior to the dates of allotment and issuance of the Rights Shares and the new KTG Shares to be issued arising from the exercise of Warrants and/or Additional Warrants;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Rights Issue of Shares with Warrants with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue of Shares with Warrants."

ORDINARY RESOLUTION 5

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") ENTERED INTO BETWEEN CHIPSENG HENG ENTERPRISE SDN BHD ("CHIPSENG HENG ENTERPRISE") AND KTG GROUP

"THAT subject to the provisions of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a shareholders' mandate be and is hereby granted to KTG Group to enter into RRPTs with ChipSengHeng Enterprise as described in Section 2.2(a) of Part C of the Circular, PROVIDED THAT:

- the RRPTs are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public; and

- disclosure is made in the annual report with a breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year necessary for the Company's day-to-day operations;

AND THAT the authority conferred by such mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:

- the conclusion of the next annual general meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
 - the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
 - revoked or varied by resolution passed by the shareholders in a general meeting;
- whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

ORDINARY RESOLUTION 6

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RRPT ENTERED INTO BETWEEN MMAG HOLDINGS BERHAD AND ITS SUBSIDIARIES ("MMAG GROUP") AND KTG GROUP

"THAT subject to the provisions of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a shareholders' mandate be and is hereby granted to KTG Group to enter into RRPTs with MMAG Group as described in Section 2.2(b) of Part C of the Circular, PROVIDED THAT:

- the RRPTs are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public; and
- disclosure is made in the annual report with a breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year necessary for the Company's day-to-day operations;

AND THAT the authority conferred by such mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:

- the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
 - the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
 - revoked or varied by resolution passed by the shareholders in a general meeting;
- whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

ORDINARY RESOLUTION 7

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RRPT ENTERED INTO BETWEEN L.T.S. HAULAGE SDN BHD ("LTS") AND KTG GROUP

"THAT subject to the provisions of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a shareholders' mandate be and is hereby granted to KTG Group to enter into RRPTs with LTS as described in Section 2.2(c) of Part C of the Circular, PROVIDED THAT:

- the RRPTs are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public; and
- disclosure is made in the annual report with a breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year necessary for the Company's day-to-day operations;

AND THAT the authority conferred by such mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:

- the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
 - the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
 - revoked or varied by resolution passed by the shareholders in a general meeting;
- whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME FROM KTG BERHAD TO CSH ALLIANCE BERHAD ("PROPOSED CHANGE OF NAME")

"THAT the name of the Company be changed from "KTG Berhad" to "CSH Alliance Berhad" effective from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company;

AND THAT the Directors and/or the Secretaries of the Company be and are hereby authorised and empowered to carry out all the necessary steps and formalities in effecting the Proposed Change of Name."

By Order of the Board

Chua Siew Chuan (SSM PC NO. 201908002648) (MAICSA 0776689)

Yeow Sze Min (SSM PC NO. 201908003120) (MAICSA 7065735)

Company Secretaries
Kuala Lumpur

Date: 23 August 2021

Notes:

- In view of the COVID-19 pandemic and as part of the Company's measures to curb the spread of COVID-19, the EGM will be conducted on a fully virtual basis through live streaming and online remote voting via the remote participation and electronic voting ("RPEV") facilities via Vote2U at <https://web.vote2u.my> (Domain Registration No. with MYNIC - D6A471702) provided by Agmo Digital Solutions Sdn Bhd in Malaysia. Please read and follow the procedures as set out in the Administrative Guide of the EGM in order to register, participate and vote remotely via the RPEV facilities.
- In respect of deposited securities, only shareholders whose names appear in the Record of Depositors on 14 September 2021 shall be eligible to attend the Meeting.
- The shareholder of the Company shall be entitled to appoint not more than two (2) person as his proxies to exercise all or any of his rights to attend, participate, speak and vote at a meeting of members of the Company. There shall be no restriction as to the qualification of the proxy.
- Where the shareholder appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy appointed to attend the Meeting of the Company shall have the same rights as the shareholder.
- The instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney; and in the case of a corporation shall be executed under its common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- Where the shareholder is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds 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 proportion of shareholdings to be represented by each proxy must be specified in the Form of Proxy.
- 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 or authority shall be deposited at the office of the Company's Share Registrar at Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan, or via electronic means through email to mega-sharereg@megacorp.com.my or via facsimile at 03-2732 5388 at least forty-eight (48) hours before the time set for holding the meeting, i.e., on or before 10.00 a.m., on Monday, 20 September 2021 or at any adjournment thereof at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid. All the resolutions set out in this Notice are to be voted by poll.