

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Konsortium Transnasional Berhad (“KT B” or the “Company”) will be conducted on a fully virtual basis via the Online Meeting Platform hosted on Securities Services e-Portal (“SSEp”) at <https://sshbsb.net.my/> in Malaysia on Wednesday, 29 December 2021 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications, the resolutions set out in this Notice:-

AGENDA:

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE EXISTING CORE BUSINESS OF KT B AND ITS SUBSIDIARIES (“KT B GROUP”) TO INCLUDE CONSTRUCTION AND CONSTRUCTION RELATED ACTIVITIES

“THAT subject to the passing of Ordinary Resolution 2 and Special Resolution 1 and approvals of all the relevant authorities, approval be and is hereby given to KT B Group to undertake the Proposed Diversification;

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to do all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect to the Proposed Diversification and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Diversification.”

ORDINARY RESOLUTION 2

PROPOSED PLACEMENTS TO DOH PROPERTIES SDN BHD (“DOH PROPERTIES”) OF:

- (A) 67,000,000 NEW ORDINARY SHARES IN KT B (“SHARES”) (“PLACEMENT SHARES”), REPRESENTING 16.63% OF THE COMPANY’S EXISTING TOTAL NUMBER OF ISSUED SHARES AT AN ISSUE PRICE OF RM0.10 (“ISSUE PRICE”) PER PLACEMENT SHARE; AND
- (B) 233,000,000 REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN KT B (“RCPS”) AT AN ISSUE PRICE OF RM0.10 PER RCPS,
- (COLLECTIVELY, THE “PROPOSED PLACEMENTS”)

“THAT subject to the passing of Ordinary Resolution 1 and Special Resolution 1 and approvals of all the relevant authorities, approval be and is hereby given to the Board to allot and issue to Doh Properties 67,000,000 Placement Shares, representing 16.63% of the existing total number of issued Shares, and 233,000,000 RCPS, the salient terms of which are set out in Appendix II in the circular to shareholders of KT B dated 7 December 2021 (“Circular”), together with new Shares arising from the conversion of the RCPS;

THAT such Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

THAT such RCPS shall constitute direct, unconditional, unsecured and unsubordinated obligations of KT B and shall upon allotment and issue, rank *pari passu* without any preference or priority among themselves and in priority to other redeemable convertible preference shares that may be created in the future. The new Shares to be issued upon conversion of the RCPS shall similarly constitute direct, unconditional, unsecured and unsubordinated obligations of KT B and shall upon allotment and issue, rank *pari passu* with other Shares then in issue without any preference or priority among themselves;

THAT the proceeds from the Proposed Placements shall be utilised for the purpose as set out in Section 5 of the Circular, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit and in the best interest of the Company, subject to the approval of the relevant authorities (where required);

THAT the Placement Shares and the new Shares to be issued from the conversion of the RCPS shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect to the Proposed Placements and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Placements;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares and RCPS to be issued pursuant to or in connection with the Proposed Placements and the new Shares to be issued arising from the conversion of the RCPS have been duly allotted and issued in accordance with the terms of the Proposed Placements.”

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE CREATION AND ISSUANCE OF THE RCPS:

“THAT subject to the passing of the Ordinary Resolution 1 and Ordinary Resolution 2 and approvals of all the relevant authorities, approval be and is hereby given for the Company to carry out the amendments to the constitution of the Company in the manner set out in Appendix IV of the Circular to enable the Company to implement the Proposed Placements.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect to the Proposed Amendments, with full powers to assent to and accept any conditions, modifications, variations, arrangements and/or amendments as may be required by the relevant authority(ies).”

By Order of the Board,

AZHAR BIN GHAZALI (LS 0003263)

Company Secretary
Kuala Lumpur

Date: 7 December 2021

Notes: -

- According to the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 16 July 2021 (“Revised Guidance Note and FAQs”), an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act provided that the meeting online platform is registered with MyNIC Berhad or hosted in Malaysia.
- By utilising the Remote Participation and Voting (“RPV”) facilities at Securities Services e-Portal (prior registration as a User is required), shareholders are to remotely attend, participate, speak (by way of posing questions to the Board via real time submission of typed texts) and cast their votes at the EGM. Please refer to the Administrative Guide for procedures to utilise the RPV facilities in order to participate and vote remotely at the EGM.

1. Appointment of Proxy

- In respect of deposited securities, only members whose name appears on the Record of Depositors as at 24 December 2021 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend and vote in his or her stead.
- A proxy may but need not to be a member of the Company. There shall be no restriction as to the qualification of the proxy. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.

As guided by the Securities Commission Malaysia’s Revised Guidance Note and FAQs, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the online meeting platform of the EGM via real time submission of typed texts through a text box within Securities Services e-Portal’s platform during the live streaming of the EGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshbsb.com.my during the EGM. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/relevant adviser during the EGM.

- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) 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. Where a member is an authorised nominee as defined under SICDA, it may appoint at least 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. The appointment of two (2) or more proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- The appointment of proxy(ies) may be made in hardcopy form or by electronic means as follow:-
 - In Hardcopy Form**
The instrument appointing a proxy or representative and the duly registered power of attorney or other authority (if any), under which it is signed or a duly notarized certified copy of that power or authority, shall be deposited at the Registered Office of the Company at No. 31, Jalan Bukit Angkat, Kawasan Perusahaan Bukit Angkat, 43000 Kajang, Selangor.
 - By SSEp**
The Form of Proxy may also be lodged electronically via SSEp at <https://sshbsb.net.my/> (Please refer to the Administrative Guide for more details)in either case, not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
- The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy.
- The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.

2. Poll Voting

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice will be put to vote by way of a poll.