



CSH ALLIANCE
BERHAD

CSH ALLIANCE BERHAD
(FORMERLY KNOWN AS 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 CSH Alliance Berhad (formerly known as KTG Berhad) (“**CSH**” or “**Company**”) will be held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 3 June 2022 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

PROPOSED VARIATION TO THE UTILISATION OF PROCEEDS RAISED FROM THE COMPANY’S RIGHTS ISSUE OF ORDINARY SHARES WITH WARRANTS

“THAT approval be and is hereby granted to the Board of Directors of the Company (“**Board**”) to vary the intended utilisation of proceeds raised from the Company’s rights issue of ordinary shares with warrants (“**Proposed Variation**”) which was completed on 26 January 2022 to the manner and the extent as stated in Section 2 of Part A of the circular to shareholders of the Company dated 19 May 2022 (“**Circular**”).

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 Variation with full powers to assent to any conditions, modification, 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 Variation.”

ORDINARY RESOLUTION 2

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPT”) ENTERED INTO BETWEEN CHIPSENGHENG ENTERPRISE SDN BHD (“CHIPSENGHENG ENTERPRISE”) AND CSH AND ITS SUBSIDIARIES (“CSH GROUP”)

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

- (i) 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
- (ii) 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:

- (i) 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;
- (ii) 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

(iii) 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 3

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR THE RRPT ENTERED INTO BETWEEN MMAG HOLDINGS BERHAD AND ITS SUBSIDIARIES (“MMAG GROUP”) AND CSH GROUP

“THAT subject to the provisions of the Listing Requirements, a shareholders’ mandate be and is hereby granted to CSH Group to enter into RRPTs with MMAG Group as described in Section 2.2(b) of Part B of the Circular, PROVIDED THAT:

- (i) 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
- (ii) 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:

- (i) 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;
- (ii) 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

(iii) 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.”

By Order of the Board

Chua Siew Chuan (SSM PC NO. 201908002648) (MAICSA 0777689)

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

Company Secretaries

Kuala Lumpur

Date: 19 May 2022

Notes:

1. In respect of deposited securities, only shareholders whose names appear in the Record of Depositors on 27 May 2022 shall be eligible to attend the meeting.
2. 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 the meeting of members of the Company. There shall be no restriction as to the qualification of the proxy.
3. 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.
4. 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.
5. 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.
6. 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 Share Registrar of CSH 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 Wednesday, 1 June 2022 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. The resolution set out in this Notice is to be voted by poll.