



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **THIRTY-FIFTH ANNUAL GENERAL MEETING** of the Company ("35th AGM") will be held at the Registered Office of the Company at Lot 6, Block 44, Leboh Tiga, 90000 Sandakan, Sabah on **Monday, 19 June 2023 at 10.00 a.m.** to transact the following businesses: -

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 and the Reports of the Directors and Auditors thereon. **[Refer to Explanatory Note A]**
2. To re-elect Mr Ho Sui Ting, who retires as a Director by rotation pursuant to Article 79 of the Company's Constitution. **[Refer to Explanatory Note B]** **Ordinary Resolution 1**
3. To re-elect Mr Lee Chi Min, who retires as a Director pursuant to Article 84 of the Company's Constitution. **[Refer to Explanatory Note C]** **Ordinary Resolution 2**
4. To re-elect Mr Lim Shaw Keong @ Alfred Lim, who retires as a Director pursuant to Article 84 of the Company's Constitution. **[Refer to Explanatory Note C]** **Ordinary Resolution 3**
5. To re-elect Madam Wong Lee Hung, who retires as a Director pursuant to Article 84 of the Company's Constitution. **[Refer to Explanatory Note C]** **Ordinary Resolution 4**
6. To approve the payment of Directors' fees of RM32,500.00 for the financial year ended 31 December 2022. **Ordinary Resolution 5**
7. To approve the payment of Directors' remuneration (excluding Directors' fees) to the Independent Non-Executive Directors up to an amount of RM200,000 from the conclusion of the 35th AGM to the next AGM of the Company. **[Refer to Explanatory Note D]** **Ordinary Resolution 6**
8. To appoint Messrs PKF PLT as Auditors of the Company in place of the retiring auditors, Messrs Ernst & Young PLT and to authorise the Directors to fix their remuneration. **[Refer to Explanatory Note E]** **Ordinary Resolution 7**

AS SPECIAL BUSINESS, to consider and if thought fit, to pass the following Resolutions:

9. **Authority For Directors To Issue And Allot Shares Pursuant To Sections 75 & 76 Of The Companies Act 2016**

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 & 76 of the Act, to issue shares in the Company from time to time to such parties and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of the passing of this resolution, that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company". **[Refer to Explanatory Note F]** **Ordinary Resolution 8**

10. **Proposed Renewal Of The Existing Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature**

"THAT subject to compliance with all applicable laws, regulations and guidelines, a mandate be and is hereby given to the Company and its subsidiaries to enter into recurrent transactions of a revenue or trading nature with related parties as set out in the Circular to Shareholders dated 19 May 2023, which are necessary for the day-to-day operations and not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders and that authority conferred by this resolution shall commence immediately upon the passing of this resolution;

AND THAT such mandate shall continue in force until: -

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act, [but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
- (c) revoked or varied by resolution passed by the shareholders in an AGM or Extraordinary General Meeting;

whichever is the earlier.

AND THAT the breakdown of the aggregate value of the recurrent related party transactions made during the financial year will be disclosed in the Company's Annual Report based on the following information:-

- (a) the type of the recurrent related party transactions made; and
- (b) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company." **[Refer to Explanatory Note G] Ordinary Resolution 9**

11. Proposed Renewal Of Authority For The Purchase By The Company Of Its Own Ordinary Shares

"THAT, subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of such relevant governmental and/or regulatory authorities, the Board of Directors of the Company ("Board") be and is hereby unconditionally and generally authorised, to the extent permitted by law, to purchase such number of ordinary shares of KHB on the Main Market of Bursa Securities ("Proposed Renewal of Share Buy-Back") at any time through Bursa Securities, upon such terms and conditions as the Board shall in its discretion deem fit and expedient in the best interest of the Company provided that:

- (a) the aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed one percent (1%) of the total number of issued shares of the Company at any point in time; and
- (b) the maximum amount of funds to be allocated by the Company for the Proposed Renewal of Share Buy-Back shall not exceed the retained profits of the Company at the time of purchase by the Company of its own ordinary shares.

THAT upon the purchase by the Company of the ordinary shares, the Board shall have the absolute discretion to decide whether such shares purchased are to be cancelled and/or retained as treasury shares and distributed as dividends or resold on the Main Market of Bursa Securities or transferred for the purpose of any employees' share scheme which the Company may establish in the future or any other manner as may be prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements and any other relevant authority for the time being in force.

THAT such authority conferred by this resolution will commence immediately upon the passing of this resolution and may only continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time the authority will lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier but not as to prejudice the completion of purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the Listing Requirements and/or any other authorities.

AND THAT authority be and is hereby unconditionally and generally given to the Board to take all such steps that are necessary and expedient (including without limitation, the opening and maintaining of central depository accounts under the Securities Industry (Central Depositories) Act 1991, and the entering into of all agreements, arrangements and guarantees with any party or parties) to implement, finalize and give full effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter on any part of the shares bought-back in accordance with the Act, the provisions of the Constitution of the Company, the Listing Requirements and all other relevant governmental and/or regulatory authorities." **[Refer to Explanatory Note H] Ordinary Resolution 10**

12. Proposed Amendments to the Constitution of the Company

"THAT the amendments to the Constitution of the Company as set out in Appendix I of the Circular to Shareholders dated 19 May 2023 be and are hereby approved."

[Refer to Explanatory Note I] Special Resolution 1

13. To transact any other business of the Company of which due notice has been given to the Company.

By Order of the Board

Liu Yee Ling @ Annie Liu (LS0001146)
Secretary

Sandakan
19 May 2023

Notes:

- a) A Depositor whose name appears in the Record of Depositors as at 12 June 2023 (General Meeting Record of Depositors) shall be regarded as a Member of the Company entitled to attend, speak and vote at the 35th AGM or appoint a proxy to attend, speak and vote in his stead.
- b) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint more than one (1) proxy to attend, speak and vote in his stead. Where a Member of the Company appoints two (2) proxies to attend and vote at the same meeting, such appointments shall be invalid unless he specifies the proportions of his shareholding to be represented by each proxy. A proxy may but need not be a Member of the Company.
- c) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under common seal or under the hand of an officer or attorney duly authorised.
- d) The form of proxy for the 35th AGM is available online at the Company's corporate website at www.kretam.com in the Circular and Statement to Shareholders. The appointment of proxy(ies) may be made in the following manner: -
 - i) Hard copy
The executed form of proxy must be deposited at the Registered Office of the Company at Lot 6, Block 44, Leboh Tiga, 90000 Sandakan, Sabah not less than 48 hours before the time set for the 35th AGM or any adjournment thereof; or
 - ii) Electronic copy
The executed form of proxy must be received by the Company not less than 48 hours before the time set for the 35th AGM or any adjournment thereof via –
Option 1 – Facsimile transmission (Fax number: 089-275111); or
Option 2 – Email (Email address: sec@kretam.com).

For either option used, the appointed proxy must deposit the **original** executed form of proxy during registration on the day of the 35th AGM for verification purposes.
- e) Where a Member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.

Explanatory Note A: Agenda Item 1

This Agenda item is meant for discussion only as it does not require shareholders' approval under the provision of Section 340(1) of the Act and is therefore not put forward for voting.

Explanatory Note B: Proposed Ordinary Resolution 1

The Nomination Committee ("NC") had conducted an annual assessment on the performance, effectiveness and contribution of the Board, Board Committees and individual Directors, the results of which were found to be satisfactory. The Board supports the NC's recommendation on the re-election of Mr Ho Sui Ting as a Director of the Company at the forthcoming 35th AGM as he has the relevant experience and knowledge of the Group's businesses which will bring benefits to the Company.

Explanatory Note C: Proposed Ordinary Resolutions 2, 3 and 4

Mr Lee Chi Min, appointed as a Director of the Company on 1 October 2022, Mr Lim Shaw Keong @ Alfred Lim and Madam Wong Lee Hung appointed as Directors of the Company on 31 December 2022, all retire as Directors pursuant to Article 84 of the Company's Constitution and, being eligible, have offered themselves for re-election.

Explanatory Note D: Proposed Ordinary Resolution 6

The Directors' remuneration (excluding Directors' Fees) is in respect of allowances and other emoluments payable to the Independent Non-Executive Directors. The estimated amount of RM200,000 is for a period of 12 months from the conclusion of the 35th AGM to the next AGM.

Explanatory Note E: Proposed Ordinary Resolution 7

Messrs Ernst & Young PLT have indicated that they do not wish to seek for re-appointment as auditors of the Company at the forthcoming 35th AGM of the Company. Accordingly, the term of office of Messrs Ernst & Young PLT shall end upon the conclusion of the 35th AGM of the Company. The Board wishes to seek shareholders' approval for the appointment of Messrs PKF PLT as auditors of the Company to hold office until the conclusion of the next AGM in 2024.

The Audit Committee and the Board have considered the proposed appointment of Messrs PKF PLT as auditors of the Company and collectively agreed that Messrs PKF PLT have met the relevant criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Explanatory Note F: Proposed Ordinary Resolution 8

The proposed Ordinary Resolution 8, if passed, will empower the Directors to issue shares up to an aggregate amount not exceeding 10% of the total number of issued shares of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company. This mandate is a renewal of the last mandate granted to the Directors at the 34th AGM held on 15 June 2022 and, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM. The renewal of this mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding investment project(s), working capital and/or acquisitions.

As at the date of this notice, no new shares in the Company were issued pursuant to the last mandate.

Explanatory Note G: Proposed Ordinary Resolution 9

Further information is set out in the Circular to Shareholders dated 19 May 2023 available online at the Company's corporate website at www.kretam.com.

Explanatory Note H: Proposed Ordinary Resolution 10

Further information is set out in the Share Buy-Back Statement dated 19 May 2023 available online at the Company's corporate website at www.kretam.com.

Explanatory Note I: Proposed Amendments to the Constitution of the Company

The proposed Special Resolution 1, if passed, will enhance administrative, operational and secretarial efficiency. Further information is set out in the Circular to Shareholders dated 19 May 2023 available online at the Company's corporate website at www.kretam.com.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY

Pursuant To Paragraph 8.27(2) Of The Listing Requirements Of Bursa Malaysia Securities Berhad

1. Details Of Individuals Who Are Standing For Election As Directors

No individual is standing for election as a Director at the forthcoming 35th AGM.

Information in relation to the Directors who are standing for re-election at the 35th AGM as required pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance is disclosed in the Directors' Profile in the Annual Report 2022 of the Company.

2. Statement Relating To General Mandate For Issue Of Securities In Accordance With Paragraph 6.03(3) Of The Main Market Listing Requirements Of Bursa Malaysia Securities Berhad

Details of the general mandate for issue of shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in Explanatory Note E of the Notice of the 35th AGM.

**KRETAM HOLDINGS BERHAD**

[198801000928 (168285-H)]

FORM OF PROXYCDS Account No.

I/We,.....
of.....
being a Member of Kretam Holdings Berhad, hereby appoint
of.....
or failing him
of

as my/our proxy to vote for me/us and on my/our behalf at the Thirty-Fifth Annual General Meeting of the Company to be held at the Company's Registered Office at **Lot 6, Block 44, Leboh Tiga, 90000 Sandakan, Sabah** on **Monday, 19 June 2023 at 10:00 a.m.** or at any adjournment thereof.

I/We direct my/our proxy to vote for or against the Resolutions to be proposed at the Meeting as hereinunder indicated: -

No.	Resolutions	For	Against
Ordinary Resolution 1	Re-election of Ho Sui Ting pursuant to Article 79 of the Company's Constitution		
Ordinary Resolution 2	Re-election of Lee Chi Min pursuant to Article 84 of the Company's Constitution		
Ordinary Resolution 3	Re-election of Lim Shaw Keong @ Alfred Lim pursuant to Article 84 of the Company's Constitution		
Ordinary Resolution 4	Re-election of Wong Lee Hung pursuant to Article 84 of the Company's Constitution		
Ordinary Resolution 5	Proposed payment of Directors' fees of RM32,500		
Ordinary Resolution 6	Proposed payment of up to an amount of RM200,000 to the Independent Non-Executive Directors from conclusion of this AGM to the next AGM of the Company		
Ordinary Resolution 7	Appointment of Messrs PKF PLT as Auditors of the Company and authorisation for Directors to fix their remuneration.		
Ordinary Resolution 8	Proposed Share Issuance pursuant to Sections 75 & 76 of the Companies Act 2016		
Ordinary Resolution 9	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions		
Ordinary Resolution 10	Proposed Renewal of Share Buy-Back		
Special Resolution 1	Proposed Amendments to the Constitution		

(Please indicate with an "X" in the appropriate box against each resolution how you wish your proxy to vote. If this form is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.)

No. of ordinary shares held	<input type="text"/>
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Dated this day of 2023

.....
Signature(s) of Member

Notes: -

- A Depositor whose name appears in the Record of Depositors as at 12 June 2023 (General Meeting Record of Depositors) shall be regarded as a Member of the Company entitled to attend, speak and vote at this 35th AGM of the Company or appoint a proxy to attend, speak and vote in his stead.
- A Member of the Company entitled to attend and vote at the meeting is entitled to appoint more than one (1) proxy to attend, speak and vote in his stead. Where a Member of the Company appoints two (2) proxies to attend and vote at the same meeting, such appointments shall be invalid unless he specifies the proportions of his shareholding to be represented by each proxy. A proxy may but need not be a Member of the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under common seal or under the hand of an officer or attorney duly authorised.
- The proxy form for the 35th AGM is available online at the Company's corporate website at www.kretam.com. The appointment of proxy(ies) may be made in the following manner: -
 - Hard Copy
The proxy form must be deposited at the Registered Office of the Company at Lot 6, Block 44, Leboh Tiga, 90000 Sandakan, Sabah not less than 48 hours before the time set for the meeting or any adjournment thereof; or
 - Electronic Copy
The proxy form must be received by the Company not less than 48 hours before the time set for the meeting or any adjournment thereof via –
Option 1 – Facsimile transmission (Fax number: 089-275111); or
Option 2 – Email (Email address: sec@kretam.com).
For either option used, the appointed proxy must deposit the **original** executed proxy form during registration on the day of the 35th AGM for verification purposes.
- 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.