



NOTICE OF 41ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 41st Annual General Meeting of KYM Holdings Bhd. will be held at Level 17, KYM Tower, No. 8 Jalan PJU 7/6, Mutiara Damansara, 47800 Petaling Jaya, Selangor on Wednesday, 5 July 2023 at 11.00 a.m. for the following purposes:-

- To receive the Financial Statements for the financial year ended 31 January 2023 together with the Reports of the Directors and Auditors thereon. (NOTE 1)
- To approve the payment of Directors' Fees of RM138,000 for financial year ended 31 January 2023 and the payment of Directors' benefit (excluding Directors' Fee) to Non-Executive Director of up to an amount of RM12,750 from the date of 41st Annual General Meeting until the next Annual General Meeting. (RESOLUTION 1)
- To re-elect the following Directors retiring in accordance with the Company's Constitution:-
 - Lim Tze Thean (Article 81) (RESOLUTION 2)
 - Lee Li Choon (Article 87) (RESOLUTION 3)
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. (RESOLUTION 4)

As Special Business, to consider and if thought fit, pass with or without any modification, the following resolutions:-

Ordinary Resolution
Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

"That pursuant to Section 75 and 76 of the Companies Act, 2016 ("Act"), the Directors be and are hereby authorised to allot and issue shares in the Company at any time at such price and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

And that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

And that pursuant to Section 85 of the Act to be read together with Article 47 of the Constitution of the Company, the shareholders of the Company do hereby waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act." (RESOLUTION 5)

Ordinary Resolution
Proposed Renewal of Shareholders' Mandate and A New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature

"That, subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the shareholders' mandate for the recurrent related party transactions of a revenue or trading nature as approved by the shareholders of the Company on 5 July 2022 authorising the Company and its subsidiaries ("KYM Group") to enter into any of the recurrent transactions of a revenue or trading nature of the Group as set out in Section 2.2 of the Circular to Shareholders dated 31 May 2023 with the related party mentioned therein which are necessary for the day-to-day operations of the KYM Group be and is hereby renewed. And that a new shareholders' mandate be and is hereby granted to the Company and its subsidiaries to enter into additional recurrent related party transactions of a revenue or trading nature as specified in the said Circular to Shareholders provided that the transaction are in the ordinary course of business, at arms' length basis and are on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year.

And that such approval conferred shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which such Proposed Shareholders' Mandate passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed; or
- 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 shall not extend to such extensions 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 earlier,

And that the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the Proposed Shareholders' Mandate." (RESOLUTION 6)

Ordinary Resolution
Waiver of Pre-Emptive Rights for Issuance of New Shares under Employees Share Scheme ("ESS")

"That further to shareholders' approval obtained on 8 June 2022 and pursuant to Section 85(1) of the Companies Act 2016 read together with Article 47 of the Company's Constitution, the shareholders do hereby waive their pre-emptive rights over all options and/or grants offered to be offered pursuant to the ESS and/or any new shares to be issued pursuant to the exercise of such options and/or the vesting of such grants by eligible employees and/or eligible directors of the Company, such new shares, when issued, shall rank pari passu with the existing shares." (RESOLUTION 7)

- To transact any other matter of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By Order of the Board

CHEE MIN ER
SSM PC No.: 201908000760 (MAICSA 7016822)
Secretary

Selangor Darul Ehsan
31 May 2023

Notes:-

- Only members registered in the Record of Depositors on or before 00 p.m. as at 30 June 2023 shall be eligible to attend the meeting or appoint a proxy to attend and/or vote on such depositor's behalf. A proxy or an attorney or a duly authorised representative need not be a member of the Company.
- Save for an exempt authorised nominee as defined in the under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the company for multiple beneficial owners in one securities account ("omnibus account"), a Member (including an authorised nominee) shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, he shall specify in the instrument appointing the proxies, the proportion of his shareholdings to be represented by each proxy.
- If the Form of Proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
- The power of attorney or a certified copy thereof or the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. If the appointer is a corporation, it must be executed under its seal or in the manner authorised by its constitution.
- The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a duly certified copy thereof must be deposited at the Registered Office, Level 17, KYM Tower, No. 8, Jalan PJU 7/6, Mutiara Damansara, 47800 Petaling Jaya, Selangor at least 48 hours before the time appointed for holding the Meeting or any adjournment thereof, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.

Explanatory Notes:

- The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only. As such, this item is not a business which requires a resolution to be put to vote by shareholders.

2. Directors' Fees and Benefits

Section 230(1) of the CA 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. The amount of Directors' fees payable includes fees payable to Non-Executive Directors as members of Board and Board Committees. The amount of Directors' benefits payable to Non-Executive Directors comprises meeting allowances from this AGM until the conclusion of the next AGM of the Company.

3. Re-election of Directors who retire pursuant to Article 81 and 87 of the Constitution of the Company

Article 81 provides that at least one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election.

Lim Tze Thean being eligible, has offered himself for re-election at this AGM.

Article 87 provides that a Director appointed by the Board shall hold office only until the next following annual general meeting and shall be eligible for re-election.

Ms Lee Li Choon was appointed as Independent Non-Executive Director of KYM on 5 July 2022. Accordingly, she shall hold office until the conclusion of the 41st AGM and shall then be eligible for re-election pursuant to Article 87 of the Company's Constitution. Ms Lee has offered herself for re-election at this AGM.

All Directors have undergone an individual evaluation to assess the performance and contribution of each individual Director, taking into consideration among others, competencies, fit and proper, time commitment, calibre and personality, as well as the level of independence demonstrated by the Independent Directors.

The NRC and the Board have considered the results of the evaluation conducted for the financial year ended 31 January 2023, the performance of each retiring Director was found satisfactory and met the fit and proper assessment criteria.

The Board recommends the re-election of all retiring Directors.

4. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed resolution 5, if approved, will authorise the Directors to issue shares (other than bonus or rights issue) in the Company up to an aggregate amount of not exceeding 10% of the issued capital of the Company without convening a general meeting. The approval is sought to avoid any delay and costs involved in convening a general meeting for such issuance of shares. The authority will expire at the next AGM of the Company.

As at the date of Notice, no shares were issued pursuant to the mandate granted to the Directors at the last AGM held on 5 July 2022 which will lapse at the conclusion of the 41st AGM.

The purpose of the renewal of general mandate is for possible fundraising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions and/or as consideration for acquisitions.

Please refer Section 85(1) of the Companies Act 2016 ("Act") and Article 47 of the Company's Constitution as detailed below.

5. Proposed Renewal of Shareholders' Mandate and a New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed resolution 6 if approved, will authorise KYM Group to continue entering into any of the categories of recurrent related party transactions of a revenue or trading nature with related parties of a recurrent nature of the Company, including but not limited to revenue or trading nature, particulars of which are set out in Section 2.2 of the Circular to Shareholders dated 31 May 2023 circulated together with this Annual Report. These authorities, unless revoked or varied by the Company at a general meeting will expire at the next AGM of the Company.

6. Waiver of Pre-Emptive Rights for Issuance of New Shares under Employees Share Scheme ("ESS")

The ESS was approved by the shareholders on 8 June 2022. Subsequent to the approval, the Company now seeks for waiver of the pre-emptive rights pursuant to Section 85(1) of the Act read together with Clause 47 of the Company's Constitution from shareholders.

Pursuant to Section 85(1) of the Act read together with Article 47 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) provides as follows:

Pre-emptive rights to new shares
"Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Article 47 of the Constitution of the Company
"Subject to any direction to the contrary that may be given by the Company in meeting of Members, all new shares or other convertible securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of meetings of Member in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Article."

In order for the Board to issue any new shares or other convertible securities free of pre-emptive rights, such pre-emptive rights must be waived. The proposed ordinary resolutions, if passed, will exclude your pre-emptive rights over all new shares, options over or grant of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities under the Authority to Directors To Allot Shares and pre-emptive rights over options or grants offered or to be offered pursuant to the ESS and/or any new shares to be issued by the Company pursuant to the ESS.

Personal Data Policy

By submitting a completed Proxy Form to the Company (or its agents) (as the case may be) for appointing a proxy(ies) and/or representative(s) to attend and/or in person at the 41st AGM and any adjournment therefore, a member of the Company hereby:-

- consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 41st AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 41st AGM (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

For the purpose of the paragraph, "personal data" shall have the same meaning given in section 4 of Personal Data Protection Act 2010.