



**KARYON INDUSTRIES BERHAD**  
Registration No. 200301010377 (612797-T)  
(Incorporated in Malaysia)

## NOTICE OF 21<sup>ST</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 21<sup>st</sup> Annual General Meeting (“AGM”) of Karyon Industries Berhad (“the Company”) will be held physically at Ponderosa Golf & Country Club, Trading Post, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor, on **Tuesday, 10 September 2024 at 2.00 p.m.** for the following purposes:

### AGENDA

#### ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 March 2024 and the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' Fees amounting to RM575,000 for the financial year ended 31 March 2024.
- To approve the payment of Directors' Benefits amounting to RM80,000 for the period commencing after the date of this AGM to the date of the next AGM.
- To re-elect Ms. Kok Lee Nee, a Director retiring by rotation pursuant to Clause 76 (3) of the Company's Constitution.
- To re-elect Mr. Yeoh Eng How, a Director retiring by rotation pursuant to Clause 76 (3) of the Company's Constitution.
- To re-elect Mr. Yeoh Chin Kiang, a Director retiring by rotation pursuant to Clause 76 (3) of the Company's Constitution.
- Ms. Tay Hui-Hui, a Director who also retires by rotation pursuant to Clause 76 (3) of the Company's Constitution, has expressed her intention not to seek for re-election at this 21<sup>st</sup> AGM. Hence, she will retain office until the close of the 21<sup>st</sup> AGM.
- To re-elect Mr. Lee Kian Hu, a Director retiring pursuant to Clause 78 of the Company's Constitution.
- To approve the re-appointment of Messrs BDO PLT as the External Auditors of the Company for the financial year ending 31 March 2025 and to authorise the Directors to fix their remuneration.

*Please refer to  
Explanatory Note 1*

*Ordinary Resolution 1*

*Ordinary Resolution 2*

*Ordinary Resolution 3*

*Ordinary Resolution 4*

*Ordinary Resolution 5*

*Ordinary Resolution 6*

*Ordinary Resolution 7*

#### SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution with or without modifications:

#### 10. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

*Ordinary Resolution 8  
Please refer to  
Explanatory Note 2*

“THAT subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), the provisions of the Constitution of the Company and approval of any relevant government and/or regulatory authorities, where such approval is required, the Board of Directors of the Company (“Board”) be and is hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Board may in their absolute discretion deem fit and expedient in the interest of the Company, 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 for the time being and THAT the Board be and is hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Securities (“the Mandate”) and THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 12 of the Constitution of the Company, the shareholders of the Company hereby waive their statutory pre-emptive rights over all new shares to be offered and issued pursuant to the Mandate, such new shares when issued shall rank pari passu in all respects with existing issued shares in the Company.”

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

#### BY ORDER OF THE BOARD

HEW JING SIAN (MAICSA 7065968)  
SSM PRACTICING CERTIFICATE NO. 202008001325

AN YU QING (MAICSA 7076459)  
SSM PRACTICING CERTIFICATE 202108000205

Secretaries

Johor Bahru

29 July 2024

#### NOTES:

- For the purpose of determining who shall be entitled to attend this AGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 2 September 2024. Only members whose names appear in the said Record of Depositors shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at an AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the AGM.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Registered Office of the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote:
  - In hard copy form  
In the case of an appointment made in hard copy form, this Form of Proxy must be deposited at the Registered Office of the Company situated at Suite 5.11 & 5.12, 5<sup>th</sup> Floor, Menara TJB, No. 9, Jalan Syed Mohd Mufti, 80000 Johor Bahru, Johor.
  - By electronic means via email  
In the case of an appointment made via email transmission, this Form of Proxy must be received via email at admin@aldpro.com.my.  
For option (ii), the Company may request any member to deposit original executed Form of Proxy to its Registered Office of the Company before or on the day of meeting for verification purpose.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office of the Company situated at Suite 5.11 & 5.12, 5<sup>th</sup> Floor, Menara TJB, No. 9, Jalan Syed Mohd Mufti, 80000 Johor Bahru, Johor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in this Form of Proxy are completed, signed and dated accordingly.
- Last date and time for lodging this Form of Proxy is 8 September 2024, Sunday at 2.00 p.m.
- Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
  - Identity card (NRIC) (Malaysian); or
  - Police report (for loss of NRIC) / Temporary NRIC (Malaysian); or
  - Passport (Foreigner).
- For a corporate member who has appointed an authorised representative instead of a proxy to attend this meeting, please submit the Original / Duly Certified certificate of appointment executed in the manner as stated in this Form of Proxy if this has not been lodged at the Registered Office of the Company earlier. The certificate of appointment of authorised representative should be executed in the following manner:
  - If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the Constitution of the corporate member.
  - If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    - at least two (2) authorised officers, of whom one shall be a director; or
    - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

#### EXPLANATORY NOTES:-

##### Ordinary Business:

#### 1. Item 1 of the Agenda - Audited Financial Statements for the year ended 31 March 2024

This Agenda item is meant for discussion only and does not require a formal approval of the shareholders and hence, is not put forward for voting.

##### Special Business:

#### 2. Ordinary Resolution 8 – Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Company had, during its 20<sup>th</sup> AGM held on 12 September 2023, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Companies Act 2016.

The Company has not issued any new share pursuant to the mandate which was granted at the last AGM held on 12 September 2023.

The Proposed Ordinary Resolution 8 is to seek a renewal of the general mandate from the shareholders of the Company at the 21<sup>st</sup> AGM to be held on 10 September 2024. This is also to approve the disapplication of statutory pre-emptive rights under the Section 85 of the Companies Act 2016, to allot new shares without first offering them to existing shareholders in proportion to their holdings pursuant to the general mandate.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 12 of the Constitution of the Company, 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.

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 resolution, if passed, will exclude the shareholders' 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 by the Company.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the general mandate is in the best interests of the Company and its shareholders.

#### Voting by Poll

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this notice is to be voted by poll.