

KEKELINGTON GROUP BERHAD

(Registration No.: 199901026486 (501386-P))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Kelington Group Berhad (“KGB” or the “Company”) will be conducted fully virtual from the Broadcast Venue at Lot 9-11, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur on Wednesday, 23 October 2024 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF THE REMAINING 9.29% EQUITY INTEREST IN ACE GASES SDN BHD FOR A PURCHASE CONSIDERATION OF RM35,692,893 TO BE SATISFIED VIA A COMBINATION OF RM10,079,482 IN CASH AND RM25,613,411 VIA THE ISSUANCE OF 7,590,958 NEW ORDINARY SHARES IN KGB (“KGB SHARE(S)” OR “SHARE(S)”) (“CONSIDERATION SHARE(S)”) AT AN ISSUE PRICE OF RM3.3742 PER SHARE (“PROPOSED ACQUISITION”)

“**THAT**, subject to the conditions precedent stipulated under the conditional shares sale agreement dated 29 July 2024 (“SSA”) between KGB and Palace Star Sdn Bhd, Chong Ann Tsun and Alan Lim Chui Boon (collectively, the “Vendors”) in respect of the Proposed Acquisition being fulfilled or waived, approval be and is hereby given to the Company to acquire the 2,539,000 ordinary shares in AGSB, representing 9.29% equity interest in AGSB (“Sale Shares”) for a purchase consideration of RM35,692,893 to be satisfied via RM10,079,482 in cash and the issuance of 7,590,958 Consideration Shares, based on the terms and conditions contained in SSA.

The Purchase Consideration shall be satisfied in the following manner:-

- i. RM10,079,482 in cash; and
- ii. RM25,613,411 via the issuance and allotment of 7,590,958 Consideration Shares at an issue price of RM3.3742 per Consideration Share.

THAT the execution by the Board of Directors of KGB (“Board”) and the performance of its obligations under the SSA be and is hereby approved and ratified.

THAT the pre-emptive right of the existing shareholders to be offered with Consideration Shares in proportion to their shareholding in KGB pursuant to Section 85 of the Companies Act 2016 (“Act”) and Clause 54 of the Constitution of KGB be and is hereby waived in respect of the issuance and allotment of the Consideration Shares to be issued pursuant to the Proposed Acquisition AND THAT the Board be exempted from the obligation to first offer such Consideration Shares to the existing shareholders of the Company in respect of the issuance and allotment of the Consideration Shares pursuant to the Proposed Acquisition, which will consequently result in a dilution of the shareholders’ shareholdings in the Company.

THAT approval be and is hereby given to the Board to issue and allot 7,590,958 Consideration Shares at an issue price of RM3.3742 per share credited as fully paid-up upon such terms and conditions as set out in the SSA for the Proposed Acquisition.

THAT such Consideration Shares to be issued pursuant to the Proposed Acquisition shall, upon allotment and issuance, rank equally in all respects with the existing KGB Shares, save and except that the Consideration Shares will not be entitled to any dividends, rights, allotment and/ or other forms of distributions where the entitlement date of such dividends, rights, allotments and/ or any other forms of distribution precedes the date of allotment and issuance of the Consideration Shares.

AND THAT the Board be and is hereby authorised and empowered to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as the Board may deem fit, necessary, expedient and/ or appropriate in order to implement, finalise, give full effect to and complete the Proposed Acquisition (including without limitation, to delegate such authority to designated officer(s)), with full powers to assent to and/ or accept any conditions, variations, modifications and/ or amendments in any manner as may be imposed or permitted by any relevant authorities and/ or parties and/ or as the Board may deem fit in connection with the Proposed Acquisition in the best interest of the Company.”

By Order of the Board

TEO MEE HUI (SSM PC No. 202008001081 & MAICSA 7050642)

TAN BEE HWA (SSM PC No. 202008001174 & MAICSA 7058049)

Company Secretaries

Kuala Lumpur
8 October 2024

Notes:

1. The EGM will be conducted fully virtual through live streaming and online remote voting via the Remote Participation and Voting (“RPV”) facilities to be provided by Dvote Services Sdn. Bhd. via its online website at <https://www.dvote.my>. Please follow the procedures provided in the Administrative Details for the EGM in order to register, participate and vote remotely via the RPV facilities.
2. The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 59 of the Company’s Constitution which require the Chairman of the EGM to be present at the main venue of the EGM. Members/proxies will not be allowed to be physically present at the Broadcast Venue.
3. A member may appoint up to two (2) proxies to attend, participate, speak and vote at the EGM. If a member appoints more than one (1) proxy, he shall specify the proportions of his holdings to be represented by each proxy, failing which the appointment shall be invalid. A proxy may, but need not, be a member of KGB and there shall be no restriction as to the qualification of the proxy.
4. 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 the corporation’s seal or under the hand of an officer or attorney duly authorised.
5. Where a member of KGB is an authorised nominee as defined under 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 KGB standing to the credit of the said securities account.
6. Where a member of KGB is an exempt authorised nominee which holds ordinary shares in KGB 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 subsection 25A(1) of the SICDA.
7. The appointment of proxy may be made in hard copy or in electronic form. The instrument appointing a proxy must be submitted in the following manners, at least forty-eight (48) hours before the time for holding the EGM or any adjournment thereof:-
 - (i) In hard copy form
To be deposited at the Poll Administrator’s office situated at Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur; or
 - (ii) By electronic means
To be sent via e-mail to dvoteservice@gmail.com
8. For the purpose of determining who shall be entitled to attend this EGM, KGB shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to KGB pursuant to Clause 62 of the Constitution of KGB, a Record of Depositors as at 14 October 2024 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this EGM.



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ADMINISTRATIVE DETAILS FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Date and Time	: Wednesday, 23 October 2024 at 10:00 a.m.
Broadcast Venue	: Lot 9-11, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur.
Online Meeting Platform	: Dvote Online website at https://www.dvote.my (Domain registration number with MYNIC : D6A434007)
Mode of Communication	: 1. Real time submission of typed text on the Online Meeting Platform 2. Submit your questions to ccid@kelington-group.com prior to the EGM date

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

1. The EGM will be conducted entirely through live streaming from the Broadcast Venue.
2. The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairperson of the Meeting to be present at the main venue of the Meeting. Members/proxies/authorised representatives/attorneys **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the Meeting.
3. Members who wish to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM via the RPV are required to register as a user with **Dvote Online** website at <https://www.dvote.my>. Please refer to the “**Procedures to Participate via RPV**” below.
4. Registration as remote participant for the Meeting is **open from Wednesday, 16 October 2024** until the commencement of the polling during the EGM.

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

1. Only members whose names appear on the **Record of Depositors as at 14 October 2024** shall be entitled to participate in the EGM or appoint proxy(ies)/authorised representative/attorney to participate on their behalf.
2. Members who are unable to participate in the EGM may appoint the Chairperson of the Meeting as his/her proxy and indicate the voting instructions in the Proxy Form.

3. The appointment of a proxy/authorised representative/attorney for the EGM may be made in hard copy form or by electronic means. The instrument appointing a proxy/authorised representative/attorney must be deposited or submitted in the following manner, no later than **Monday, 21 October 2024 at 10:00 a.m.**:

(i) **In hard copy form**

In the case of an appointment made in hard copy form, the Proxy Form must be deposited at the Poll Administrator's Office situated at Lot 9-7, Menara Sentral Vista, No.150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur

(ii) **By electronic form via email**

In the case of an appointment made by email transmission, the Proxy Form must be received via email at dvoteservice@gmail.com

4. Appointed proxies are required to register as a user with **Dvote Online** at <https://www.dvote.my>. Kindly refer to the "**Procedures to Participate via RPV**" provided below for detailed registration procedures.

REVOCAION OF PROXY

1. If you have submitted the Proxy Form and subsequently decide to change your proxy(ies) or revoke your appointment(s) to personally participate in the EGM, please write in to the Company's Poll Administrator at dvoteservice@gmail.com no later than **Monday, 21 October 2024 at 10:00 a.m.**
2. Upon revocation, your proxy(ies) will not be allowed to participate in the EGM. Please advise your proxy(ies) accordingly.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS ("BOARD")

1. Members may submit questions to the Board prior to the EGM by emailing to ccid@kelington-group.com no later than **Monday, 21 October 2024 at 10:00 a.m.**
2. The Board will endeavor to respond to the questions received during the EGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the Meeting.

POLL VOTING AT MEETING

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Kelington Group Berhad has appointed Dvote Services Sdn. Bhd. as the Poll Administrator to conduct the poll by way of online remote voting ("e-Voting") via its **Dvote Online** website at <https://www.dvote.my> and SKY Corporate Services Sdn. Bhd. as Independent Scrutineers to verify the poll results.

Members can proceed to vote on the resolutions any time from the commencement of the EGM at 10.00 a.m. and before the end of the voting session which will be announced by the Chairperson of the Meeting. Kindly refer to "**Procedures to Participate via RPV**" provided below for guidance on how to vote remotely through the **Dvote Online** website at <https://www.dvote.my>.

For the purpose of the EGM, e-Voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

Upon completion of the voting session for the EGM, the Independent Scrutineers will verify the poll results followed by the Chairperson’s declaration whether the resolution(s) tabled for voting is carried or otherwise.

PROCEDURES TO PARTICIPATE VIA RPV

Member(s)/proxy(ies)/authorised representative(s)/attorney(s) who wish to participate in the EGM remotely using the RPV are to follow the requirements and procedures as summarised below:

BEFORE THE EGM DAY	
Procedure	Action
(a) Sign-up as a user with Dvote Online	<p>Note: <i>If you are already a user with Dvote Online, you are not required to sign-up again. You may proceed to sign-in using your email address and password. Please check your spam mailbox if you do not receive emails from us.</i></p> <ul style="list-style-type: none"> • Access the website at https://www.dvote.my. • Click on “Sign up” to register as a new user with Dvote Online. • Complete registration and upload softcopy of Malaysia Identificationcard (front and back) or passport (foreigner(s)). <p>You will be notified via email once your user registration is accepted/rejected by Dvote Online.</p>
(b) Register for Remote Participation with Dvote Online	<ul style="list-style-type: none"> • Registration for remote participation is open from Wednesday, 16 October 2024 until the commencement of the polling at the EGM. • Login to https://www.dvote.my with your email address and password. • Select event: “Kelington Group Berhad – Extraordinary General Meeting” and click “Register”. • You will receive an email notifying that your registration for remote participation is received for verification.

ON THE DAY OF THE EGM	
Procedure	Action
(a) Mark Attendance	<ul style="list-style-type: none"> Log in to https://www.dvote.my and select the corporate event “Kelington Group Berhad – Extraordinary General Meeting” Click on “Mark Attendance” on the screen to Mark your attendance.
(b) Join the Live Stream Meeting	<ul style="list-style-type: none"> Click on “Join Meeting” button on your screen to join the Meeting room. You are advised to log in early, at least 20 minutes, before the commencement of the EGM.
(c) Post Questions during Live Streaming	<ul style="list-style-type: none"> If you have any question(s) for the Board s, you may use the “Question Box” to transmit your question(s).
(d) Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 10:00 a.m. on Wednesday, 23 October 2024 until the time when the Chairperson announces the end of the voting session. Click on “Vote”, to cast your votes for each resolution(s). Review your casted votes, confirm and submit your votes.
(e) End of Remote Participation	<ul style="list-style-type: none"> Upon the announcement by the Chairperson on the closure of the EGM, the live streaming will end.

Notes to users of the RPV:

- The quality of the live streaming is highly dependent on the bandwidth and stability of the internetconnection at the location of the user and the device of the user.*
- Users are advised to afford themselves ample time to complete the log-in process in advance of the meeting.*
- In the event you encounter any issues with logging-in, connection to live stream meeting or online voting on the meeting day, kindly call the Poll Administrator at +603-22766138 or email to dvoteservice@gmail.com for assistance.*

NO DOOR GIFTS OR VOUCHERS

There will be no distribution of vouchers or door gifts for the EGM.

NO RECORDING OR PHOTOGRAPHY

Strictly no recording or photography of the EGM proceedings is allowed.

ENQUIRIES FOR EGM

If you have any enquiry(ies) on the above, please contact the **Poll Administrator** during office hours from Monday to Friday (except on public holiday):

DVOTE SERVICES SDN. BHD.

Lot 9-7, Menara Sentral Vista,
No.150, Jalan Sultan Abdul Samad,
Brickfields, 50470 Kuala Lumpur.

Contact Person : Ms. Sangetha / Mr. Hugo Wong
Email : dvoteservice@gmail.com
General Line : +603-2276 6138

If you have any enquiry relating to the EGM or Agenda, please contact Kelington Corporate Compliance and Integrity Department during office hours from Monday to Friday (except for public holiday):

Company : Kelington Group Berhad
Contact Person : Ms. Ng Mun Yee
Email : ccid@kelington-group.com
Contact No. : 03 7845 5696