

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting (“**25th AGM**”) of **KOTRA INDUSTRIES BERHAD** (“**Company**”) will be conducted as a virtual meeting at the following date, time and venue to transact the following businesses: -

Day and Date : Friday, 29 November 2024
Time : 10.00 a.m.
Broadcast Venue : Vertical Business Suite, Unit 35-01, Level 35, Tower A,
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200
Kuala Lumpur.
Online Meeting Platform : <https://kib-agm.digerati.com.my>

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note 7)**
2. To approve the payment of Directors’ fees amounting to RM552,000 from 30 November 2024 until the next AGM of the Company in year 2025. **(Ordinary Resolution 1)**
3. To approve the payment of Directors’ benefits payable up to an amount of RM66,000 from 30 November 2024 until the next AGM of the Company in year 2025. **(Ordinary Resolution 2)**
4. To re-elect the following Directors, who are retiring pursuant to Clause 118 of the Company’s Constitution, being eligible, have offered themselves for re-election:
 - (a) Chin Swee Chang **(Ordinary Resolution 3)**
 - (b) Datuk Jamaludin bin Nasir **(Ordinary Resolution 4)**
5. To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolutions:

6. **Ordinary Resolution** **(Ordinary Resolution 6)**
Authority to Allot and Issue Shares pursuant to the Companies Act 2016

“**THAT**, subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Companies Act 2016, to issue and allot shares in the capital of the Company from time to time at such price and to such persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company (“**New Shares**”) for the time being without first offering the New Shares to the existing shareholders of the Company;

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad;

AND FURTHER THAT such authority shall commence immediately upon passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

7. Ordinary Resolution

(Ordinary Resolution 7)

Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

"**THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue and trading nature with the Related Parties as specified in Section 2.3.2(a) of the Circular to Shareholders dated 29 October 2024, which are necessary for the day-to-day operations of the Company and/or its subsidiaries ("**Group**"), to be entered by the Group in the ordinary course of business and are on terms which are not more favourable to the Related Parties with which such recurrent transactions to be entered into than those generally available to the public and are not detrimental to the minority shareholders.

THAT the authority for the Proposed Shareholders' Mandate shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- (ii) the expiration of the period within which the next AGM is 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 earlier.

AND THAT the Directors of the Company be authorised to complete and do such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give full effect to the Proposed Shareholders' Mandate."

8. To transact any other business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)

TAN LEY THENG (SSM PC NO. 201908001685) (MAICSA 7030358)

Company Secretaries

Kuala Lumpur

29 October 2024

Notes:

Virtual 25th AGM

1. *The Meeting will be held as a virtual meeting at the Broadcast Venue. Members are advised to refer to the Administrative Guide for the 25th AGM on the registration and voting process for the Meeting.*
2. *The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. No shareholders or proxies should be physically present at the Broadcast Venue on the day of the 25th AGM.*

Proxy

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 November 2024 ("**General Meeting Record of Depositors**") shall be eligible to attend, participate, speak and vote at the Meeting.*
2. *A member entitled to attend and vote at the Meeting, may appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same meeting, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting.*

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

3. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
4. *Where a member 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.*
5. *The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the Corporation’s common seal or under the hand of an officer or attorney duly authorised.*
6. *The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the office of the Poll Administrator at 69-B, Jalan Kenari 20, Bandar Puchong Jaya, 47170 Puchong, Selangor or email to ir_kib@kotrapharma.com, not less than forty-eight (48) hours before the time for holding the Meeting or at any adjournment thereof. All resolutions set out in the Notice of the Meeting are to be voted by poll.*

Note:

7. Audited Financial Statements for the financial year ended 30 June 2024

Item 1 of the Agenda is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Explanatory Notes to Ordinary and Special Business:

8. Payment of Directors’ fees and benefits

The Board wishes to seek shareholders’ approval for the following payments to Directors at the 25th AGM in two (2) separate resolutions as below:

- *Ordinary Resolution 1 on payment of Directors’ fees to the Directors of the Company amounting to RM552,000 for the period from 30 November 2024 until the next AGM of the Company in year 2025.*
- *Ordinary Resolution 2 of Directors’ benefits up to an amount of RM66,000 for the period from 30 November 2024 until the next AGM of the Company in year 2025. The proposed Directors’ benefits payable comprises the meeting allowance. The estimated amount of Directors’ benefits payable is based on the size of the Board and Board Committees and the number of scheduled Board and Board Committee meetings for the period commencing from 30 November 2024 until the next AGM of the Company in year 2025.*

9. Re-election of Directors

*In determining the eligibility of the Directors to stand for re-election at the forthcoming 25th AGM, the Nomination Committee (“**NC**”), guided by the requirements of Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and recommended Chin Swee Chang and Datuk Jamaludin bin Nasir, for re-election as Directors pursuant to Clause 118 of the Constitution of the Company (“**Retiring Directors**”).*

*The Board of Directors (“**Board**”) has conducted a separate assessment and being satisfied with the performance/contribution of the Retiring Directors.*

Each of the Directors who is standing for re-election had provided their declaration on their fitness and propriety to continue acting as Directors of the Company pursuant to the Directors’ Fit and Proper Policy of the Company.

Therefore, the Board recommended the same be tabled to the shareholders for approval at the forthcoming 25th AGM of the Company under Ordinary Resolutions 3 and 4 respectively. The evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2024 of the Company. All the Retiring Directors have consented to their re-election, and abstained from deliberations and voting in relation to their individual re-election at the NC and Board Meetings, respectively.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

10. **Authority to Allot and Issue Shares pursuant to the Act**

*The proposed Ordinary Resolution 6 is intended to renew the authority granted to the Directors of the Company at the Twenty-Fourth AGM of the Company held on 28 November 2023 (“**Previous Mandate**”) to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being (“**New Shares**”).*

The proposed Ordinary Resolution 6, if passed, will provide flexibility to the Directors of the Company to undertake any possible fund-raising activities, including but not limited to placement of shares for the purpose of funding the Company’s current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting, provided that the aggregate number of the shares issued pursuant to the general mandate does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

In accordance with Clause 13 of the Constitution of the Company, the proposed Ordinary Resolution 6, if passed, shall be taken as the members’ agreement for the New Shares to be issued to such persons as the Directors may deem fit without first offer to the existing shareholders.

As at the date of the Notice, the Company has not issued any new ordinary shares pursuant to the Previous Mandate granted by the shareholders and hence no proceeds were raised therefrom.

11. **Proposed Shareholders’ Mandate**

The proposed Ordinary Resolution 7 is intended to enable the Company and its affiliated companies to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Company’s day-to-day operations to facilitate transactions in the normal course of business of the Company with the specified classes of related parties, provided that they are carried out on arm’s length basis and on normal commercial terms and are not prejudicial to the shareholders on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 29 October 2024 for further information.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. **Details of individuals who are standing for election as Directors**

There is no individual standing for election as a Director at the 25th AGM 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**

The details on the authority to issue and allot shares in the Company pursuant to the Companies Act 2016 are set out in Explanatory Note (10) of the Notice of the 25th AGM of the Company.

Personal Data Privacy

By submitting form(s) of proxy appointing proxy(ies) or corporate representative(s) or attorney(s) to attend, participate (including to pose questions to the Board of the Company) and vote at the 25th AGM, a member of the Company (i) 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 or representatives appointed for the 25th AGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the 25th AGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) or corporate representative(s) or attorney(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) or corporate representative(s) or attorney(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) or corporate representative(s) or attorney(s) for the Purposes, and (iii) 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.



KOTRA

KOTRA INDUSTRIES BERHAD

[Registration No. 199901022732 (497632-P)]

(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR THE VIRTUAL TWENTY-FIFTH ANNUAL GENERAL MEETING
("25th AGM") OF KOTRA INDUSTRIES BERHAD ("Company")**

Date	:	29 November 2024 (Friday)
Time	:	10.00 a.m.
Broadcast Venue	:	Vertical Business Suite, Unit 35-01, Level 35, Tower A, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
Meeting Platform	:	https://kib-agm.digerati.com.my provided by Digerati Technologies Sdn. Bhd. in Malaysia (Domain registration number D1A119533)

Mode of Meeting

1. The 25th AGM of the Company will be conducted virtually through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities. This is in line with Practice 13.3 of the Malaysian Code on Corporate Governance which recommends listed companies to leverage technology to facilitate greater remote shareholders' participation at general meetings and vote without being physically present at the venue.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the 25th AGM. No members/proxies should be physically present at the Broadcast Venue on the day of the 25th AGM.
3. Kindly note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection of the participants. Therefore, please ensure that your connectivity for the duration of the 25th AGM is maintained.

Entitlement to Attend and Vote

1. Only members whose names appear in the Record of Depositors on 22 November 2024 shall be eligible to virtually attend, participate, speak and vote at the 25th AGM or appoint a proxy on his/her behalf.

Appointment of Proxy


1. The Form of Proxy must be deposited at the office of the Poll Administrator at 69-B, Jalan Kenari 20, Bandar Puchong Jaya, 47170 Puchong, Selangor, no later than Wednesday, 27 November 2024 at 10.00 a.m. Alternatively, you may submit your Form of Proxy via email to ir_kib@kotrapharma.com.

Remote Participation and Voting

1. Members/proxies are to participate remotely at the 25th AGM using RPV facilities provided by Digerati Technologies Sdn. Bhd.
2. Please follow the procedures set out below to register, participate and vote remotely using the RPV facilities.

Procedures To Remote Participation and Voting Via RPV Facilities

Members who wish to participate in the 25th AGM remotely using RPV, please refer to the following procedures:

Action	Procedure
<p>Step 1: To register as a user https://kib-agm.digerati.com.my</p> 	<ul style="list-style-type: none">• Click 'Register' to sign up as a new user.• Upload your identity documents.• Complete and submit your registration.• Verify your email address to complete the registration.• You will be notified upon successful or rejected registration.• You may pose your question, if any, to the Chairman/Board via the website.• Within three (3) days before the AGM, you will receive login credentials to join the meeting upon approval. <p>*Notes:</p> <ul style="list-style-type: none">- Please check your spam box if you did not receive any email from us.- Registered user and proxy may skip this step.- Identity documents will be deleted after registration.
<p>Step 2: To appoint proxy or corporate representative at the website (optional)</p>	<ul style="list-style-type: none">• Login to your registered account at the website.• Select "KIB 25th AGM".• Fill up the information to appoint your proxy.• Within three (3) days before the AGM, you and your proxy will be notified upon approval or rejection of RPV.
<p>Step 3: Joining the 25th AGM</p>	<ul style="list-style-type: none">• Access to Broadcast and E-Poll Form via the website or email links.• If you have any questions for the Chairman/Board, you may use the Q&A section to type your questions.• Submit your voting within a specific period once the Chairman announces that the voting is open.• Voting will be closed upon the expiry of the voting period.• Broadcast will be terminated upon the announcement of the poll result by the Chairman.

No door gifts/vouchers

There will be no distribution of door gifts/vouchers for the 25th AGM.

No recording or photography

Please note that no recording or photography of the 25th AGM proceedings is allowed.

Enquiry

If you have any enquiry in relation to registration, logging in and system related, please contact the Technical Support:

Technical Support : Digerati Technologies Sdn. Bhd.
Tel No. : +6011-6338 8316
Email : support@digerati.com.my