

KAMDAR

KAMDAR GROUP (M) BERHAD
[Registration No. 200201010077 (577740-A)]
(Incorporated in Malaysia)

ADMINISTRATIVE NOTES FOR THE 22nd ANNUAL GENERAL MEETING (“22nd AGM” or “The Meeting”)

Date : Thursday, 28 November 2024
Time : 11.00 a.m.
Broadcast Venue : Board Room, 7th Floor, No. 113,
Jalan Tuanku Abdul Rahman,
50100 Kuala Lumpur.



Voting via Digital Ballot Form at a Virtual 22nd AGM

1. The 22nd AGM of Kamdar Group (M) Berhad (“The Company”) will be conducted on a virtual basis through remote participation and electronic voting from the Broadcast Venue (“Online AGM”).
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. Members will not be allowed to physically present at the AGM in person at the Broadcast Venue on the day of the meeting.
3. Shareholders who wish to participate at the AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/f0XmQE> (please refer to paragraph 6 for further details). After the registration is validated and accepted, shareholders will receive an email for the meeting link and to grant access to the Digital Ballot Form (“DBF”).
4. With the meeting link and DBF, you may exercise your right as a shareholder of the Company to participate and vote during the AGM, at the comfort of your home or from any location.
5. Shareholders may use the Questions’ Pane facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before the meeting via email to the following e-mail address in relation to the agenda items for the AGM:
AGM-support.Kamdar@megacorp.com.my

Registration Procedure

6. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Live-Streaming session to participate and vote remotely during the AGM online:
 - a) Open this link: <https://vps.megacorp.com.my/f0XmQE> or scan the QR code at the top right corner of this document, and submit all requisite details at least forty-eight (48) hours before the date of AGM.
 - b) Only shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the Meeting.

- c) Alternatively, you may deposit your Proxy Form, duly completed with the proxy's email address and mobile phone number, at the office of the Poll Administrator at least 48 hours before the date of the AGM at:

Mega Corporate Services Sdn. Bhd.

Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail,
50250 Kuala Lumpur, Wilayah Persekutuan or;

Submit via e-mail to:

AGM-support.Kamdar@megacorp.com.my

- d) For corporate shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.
- e) Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
- i. Meeting Link - for the Live-Streaming Session
 - ii. DBF - for Voting Purposes

Record of Depositors (“ROD”) for the 22nd AGM

7. The date of ROD for the AGM is 21st November 2024. As such, only shareholders whose name appear in the ROD shall be entitled to participate, speak and vote at the AGM or appoint proxy(ies) / corporate representative(s) to participate, speak and vote on his/her behalf.

Poll Voting

8. The voting at the AGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
9. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon completion of the voting session for the AGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

Enquiry

If you have any enquiries on the above, please contact the Poll Administrator during office hours (Monday to Friday):

Email : AGM-support.Kamdar@megacorp.com.my
Tel : +603-2692 4271 / 2694 8984
Alfred : +6012-912 2734
Hisham : +6012-252 9136



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting (“22nd AGM”) of the members of the Company will be conducted by way of virtual meeting entirely through live streaming from the Broadcast Venue at Board Room, 7th Floor, No. 113, Jalan Tuanku Abdul Rahman, 50100 Kuala Lumpur, Malaysia, on Thursday, 28 November 2024 at 11.00 a.m. or at any adjournment thereof, for the following purposes: -

AGENDA AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Directors’ and Auditors’ Reports thereon.
2. To approve the payment of Directors’ Fees and Meeting Allowance for the Non-Executive Directors of the Company of up to RM153,500.00 from this 22nd AGM until the next AGM in 2025 of the Company and the Directors’ Fees be payable monthly in arrears.
3. To re-elect the following Directors retiring pursuant to the Company’s Constitution and being eligible, have offered themselves for re-election: -
 - Mr Kamal Kumar Kishorchandra Kamdar (Article 102)
 - Ms Lim Chai Har (Article 102)
4. To re-appoint Messrs TGS TW PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Ordinary Resolution 1

Ordinary Resolution 2
Ordinary Resolution 3

Ordinary Resolution 4

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Resolution(s), with or without modifications: -

5. **ORDINARY RESOLUTION** **AUTHORITY TO ISSUE SHARES**

Ordinary Resolution 5

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Sections 75 and 76 of the Act.”

6. To transact any other business which may properly be transacted at an Annual General Meeting for which due notice shall have been given.

By order of the Board

LIM SECK WAH (MAICSA 0799845 & SSM PC No. 202008000054)
TANG CHI HOE (KEVIN) (MAICSA 7045754 & SSM PC No. 202008002054)
Company Secretaries

Dated this: 30 October 2024
Kuala Lumpur

Notes:-

1. Members are to refer to the Administrative Guide for the procedures to register, participate and vote in the virtual 22nd AGM.
2. Only members whose names appear on the Record of Depositors as at 21 November 2024 shall be entitled to participate the said meeting or appoint proxy to attend, speak and vote on his/her stead.
3. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A member may appoint up to two (2) proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy.
4. Where a member is an authorised nominee as defined under the Security Industry (Central Depositories) Act 1991 (“SICDA”), 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.
5. A member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy and the power of attorney, if any, under which it is signed or a certified copy thereof must be deposited at the Poll Administrator, Mega Corporate Services Sdn. Bhd.’s address located at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to **AGM-support.Kamdar@megacorp.com.my** not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

8. **Explanatory Notes to Special Businesses**

Ordinary Resolution 5 - Authority to Issue Shares

The Proposed Ordinary Resolution 5 is the renewal of the general mandate obtained from the shareholders at the last Annual General Meeting (“AGM”). As at the date of this notice, the Company did not allot any share pursuant to the general mandate granted to the Directors at the last AGM held on 24 November 2023.

This Ordinary Resolution 5, if passed, will empower the Directors to allot and issue ordinary shares up to an 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 authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The authority will provide flexibility to the Company for any possible fund-raising activities for future investment projects or undertakings or for working capital purpose as the Directors may in their absolute discretion deem fit and thereby reducing administrative time and cost associated with the convening of such meeting(s).

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under this general mandate.

9. **Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, 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 and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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”), (ii) 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 (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.

KAMDAR GROUP (M) BERHAD
REGISTRATION NO. 200201010077 (577740-A)
(INCORPORATED IN MALAYSIA)

FORM OF PROXY

(Before completing this form please refer to the notes below)

CDS Account No.	
Number of Shares	

I/We * _____ NRIC/Passport/Registration No.* _____
of _____ (Full name in block letters)
_____ (Address)
with email address _____ mobile phone no. _____

being a member/members of **KAMDAR GROUP (M) BERHAD** hereby appoint the following person(s): -

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings
		%
Address		
Email Address		
Mobile Phone No.		

and / or*

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings
		%
Address		
Email Address		
Mobile Phone No.		

or failing him/her, the Chairman of the Meeting as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Twenty-Second Annual General Meeting ("22nd AGM") of the Company to be conducted by way of virtual meeting entirely through live streaming from the Broadcast Venue at Board Room, 7th Floor, No. 113, Jalan Tuanku Abdul Rahman, 50100 Kuala Lumpur, Malaysia, on Thursday, 28 November 2024 at 11.00 a.m. and at any adjournment thereof. My/our proxy/proxies is/are to vote as indicated below: -

RESOLUTIONS RELATING TO: -		FIRST PROXY		SECOND PROXY	
		For	Against	For	Against
Ordinary Resolution 1 –	To approve the payment of Directors' Fees and Meeting Allowance				
Ordinary Resolution 2 –	Re-election of Director, Mr Kamal Kumar Kishorchandra Kamdar				
Ordinary Resolution 3 –	Re-election of Director, Ms Lim Chai Har				
Ordinary Resolution 4 –	To re-appoint Messrs TGS TW PLT as Auditors of the Company				
Ordinary Resolution 5 –	Authority to Issue Shares				

(Please indicate with a "✓" or "X" in the appropriate spaces provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/their discretion).

Dated this day of 2024

.....
Signature of Member(s) /Common Seal

NOTES:-

- Members are to refer to the Administrative Guide for the procedures to register, participate and vote in the virtual 22nd AGM.
- Only members whose names appear on the Record of Depositors as at 21 November 2024 shall be entitled to participate the said meeting or appoint proxy to attend, speak and vote on his/her stead.
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote in his/her stead. A member may appoint up to two (2) proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy.
- Where a member is an authorised nominee as defined under the Security Industry (Central Depositories) Act 1991 ("SICDA"), 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.
- A member who is an exempt authorised nominee is entitled to appoint multiple proxies for each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney, if any, under which it is signed or a certified copy thereof must be deposited at the Poll Administrator, Mega Corporate Services Sdn. Bhd.'s address located at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur or email to AGM-support.Kamdar@megacorp.com.my not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- Personal Data Notice**
By submitting the duly executed Form of Proxy, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this meeting and at any adjournment thereof.

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The Poll Administrator
KAMDAR GROUP (M) BERHAD [Registration No. 200201010077 (577740-A)]
c/o Mega Corporate Services Sdn. Bhd.
Level 15-2, Bangunan Faber Imperial Court,
Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia

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KAMDAR GROUP (M) BERHAD
Registration No. 200201010077 (577740-A)
(Incorporated in Malaysia)

Shareholders Requisition Form - Annual Report 2024

Dear Shareholders,

Thank you for your continued support for Kamdar Group (M) Berhad. We are pleased to inform you that Kamdar Group (M) Berhad Annual Report 2024 for the financial year ended 30 June 2024 is also available in printed version.

Should you require a printed version, please complete this requisition form and email or fax to us. Alternatively, you can send the completed form by post to the address below. We shall forward a full version of the Annual Report 2024 as soon as reasonably practicable after the receipt of your request.

Mega Corporate Services Sdn. Bhd.

Registration No. 198901010682 (187984-H)

Level 15-2, Bangunan Faber Imperial Court

Jalan Sultan Ismail, 50250 Kuala Lumpur

Helpdesk : 603 - 2692 4271

Facsimile : 603 - 2732 5388

Email : mega-sharereg@megacorp.com.my

Name (as per NRIC/Passport) : _____

NRIC/Passport No. : _____

Address : _____

Telephone No. : _____

Signature of Shareholder

Note:

(1) You can also download the Annual Report 2024 from the Company's website.

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The Share Registrar
KAMDAR GROUP (M) BERHAD [Registration No. 200201010077 (577740-A)]
c/o Mega Corporate Services Sdn. Bhd.
Level 15-2, Bangunan Faber Imperial Court,
Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.

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