

NOTICE OF FORTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting ("40th AGM" or "Meeting") of LOTUS KFM BERHAD ("LOTUS" or "the Company") will be held at Eugenia Ballroom (Ground Floor), Palm Garden Golf Club, IOI Resort City, 62502 Putrajaya on Wednesday, 19 March 2025 at 10:00 a.m. or at any adjournment thereof, to transact the following businesses:-

A G E N D A

As Ordinary Business:

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| <p>1. To receive the Audited Financial Statements for the financial year ended 30 September 2024 together with the Reports of the Directors and Auditors thereon.</p> | <p style="text-align: right;">PLEASE REFER TO EXPLANATORY NOTE 1</p> |
| <p>2. To approve the payment of Directors' fees and benefits of up to RM300,000 for the period commencing from the date immediately after the 40th AGM until the next Annual General Meeting ("AGM") of the Company.</p> | <p>ORDINARY RESOLUTION 1</p> |
| <p>3. To re-elect the following Directors who retire by rotation pursuant to Clause 85 of the Company's Constitution:</p> <p style="margin-left: 20px;">i. Mr. Yau Ming Teck
ii. Ms. Lee Wai Fun
iii. Mr. Wong Yau Min</p> | <p>ORDINARY RESOLUTION 2
ORDINARY RESOLUTION 3
ORDINARY RESOLUTION 4</p> |
| <p>4. To re-appoint TGS TW PLT as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.</p> | <p>ORDINARY RESOLUTION 5</p> |

As Special Business:

To consider and if thought fit, pass with or without any modifications, the following resolutions:

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| <p>5. GENERAL AUTHORITY FOR THE DIRECTORS FOR THE ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")</p> <p>"THAT subject always to the Constitution of the Company, the Act, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/ regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company ("Shares") to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time ("Mandate") AND the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND such authority shall continue in force until the conclusion of the Annual General Meeting ("AGM") of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.</p> <p>AND THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares."</p> | <p>ORDINARY RESOLUTION 6</p> |
| <p>6. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")</p> <p>"THAT authority be and is hereby given in line with Paragraph 10.09 of Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries ("the Group") to enter into any of the recurrent related party transactions with the related party(ies) as set out in Section 2.8 of the Circular to Shareholders in relation to the Proposed Renewal of Shareholders' Mandate dated 24 January 2025 which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;</p> <p>AND THAT such authority shall commence immediately upon the passing of this resolution until:</p> <p>(i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or</p> <p>(ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or</p> <p>(iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever is earlier.</p> <p>AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Shareholders' Mandate in the best interest of the Company."</p> | <p>ORDINARY RESOLUTION 7</p> |
| <p>7. To transact any other business of which due notice shall have been given.</p> | |

By order of the Board

TEA SOR HUA (MACS 01324) (SSM PC NO.: 201908001272)
LIM KEE SAN (MAICS 7067348) (SSM PC NO.: 202308000295)
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan
24 January 2025

Notes:

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| <p>i. A member who is entitled to attend and vote at the Meeting shall be entitled to appoint more than one (1) proxy to attend and vote at the Meeting. Where a member appoints more than one (1) proxy, the member shall specify the proportion of his/her shareholdings to be represented by each proxy.</p> <p>ii. A proxy may, but need not, be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.</p> <p>iii. 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 appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.</p> <p>iv. Where a member of the Company 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.</p> <p>v. 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.</p> <p>vi. To be valid, the instrument appointing a proxy may be made in a hard copy form or by electronic means in the following manners and must be received by the Company not less than forty-eight (48) hours before the time for holding the Meeting or adjournment meeting:-</p> <p>(a) In Hardcopy Form</p> <p>The proxy form shall be deposited at the Share Registrar's office, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.</p> <p>(b) By Electronic Means</p> <p>The proxy form shall be electronically lodged via fax to +603-2094 9940 or by email to eservices@sshb.com.my.</p> <p>vii. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63 of the Company's Constitution to issue a General Meeting Record of Depositors as at 11 March 2025. Only members whose name appears in the Record of Depositors as at 11 March 2025 shall be entitled to attend the Meeting and to speak and vote thereat.</p> <p>viii. All the resolutions set out in this Notice of the Meeting will be put to vote by poll.</p> <p>ix. The members are advised to refer to the Administrative Notes on the registration process for the Meeting.</p> <p>x. Kindly check Bursa Securities' website and the Company's website at https://www.kfmb.com.my/ for the latest updates on the status of the Meeting.</p> | <p>3. Items 3 of the Agenda – Re-election of Directors</p> <p>Clause 85 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being or, if their number is not three 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 provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Hence, three (3) out of nine (9) Directors of the Company are to retire in accordance with Clause 85 of the Company's Constitution.</p> <p>Following thereto, Mr. Yau Ming Teck, Ms. Lee Wai Fun and Mr. Wong Yau Min will retire by rotation pursuant to Clause 85 of the Company's Constitution (collectively referred to as "the Retiring Directors"). The Retiring Directors being eligible, have offered themselves for re-election at the 40th AGM.</p> <p>The Board has endorsed the Nomination and Remuneration Committee's recommendation to seek shareholders' approval to re-elect the said Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.</p> <p>The Retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.</p> <p>The details and profiles of the Retiring Directors are provided in the Directors' Profile contained in the Company's Annual Report 2024.</p> <p>4. Item 5 of the Agenda - General Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act</p> <p>The Ordinary Resolution 6 proposed under item 5 of the Agenda, is to seek a general mandate for issuance and allotment of shares by the Company pursuant to Sections 75 and 76 of the Act. This Ordinary Resolution, if passed, is to empower the Directors to issue and allot new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve the issuance and allotment of such new shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.</p> <p>This general mandate will provide flexibility to the Company for issuance and allotment of shares for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).</p> <p>The Company had at its Thirty-Ninth AGM held on 21 March 2024 ("39th AGM"), obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes, 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 (excluding treasury shares) at any point of time ("General Mandate"). This General Mandate will expire at the conclusion of the 40th AGM.</p> <p>As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the General Mandate granted to the Directors at the 39th AGM which will lapse at the conclusion of the 40th AGM.</p> |
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EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS

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| <p>1. Item 1 of the Agenda – Audited Financial Statements for the financial year ended 30 September 2024</p> <p>This Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require the formal approval of members for the Audited Financial Statements. Hence, the Agenda is not be put forward for voting.</p> | <p>5. Item 6 of the Agenda – Proposed Renewal of Shareholders' Mandate</p> <p>The Ordinary Resolution 7 proposed under Item 6 of the Agenda, if passed, will renew the authority given to the Company and/or its subsidiaries a mandate to enter into recurrent related party transactions of a revenue and/or trading nature pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.</p> <p>Please refer to the Circular to Shareholders dated 24 January 2025 for further information.</p> |
| <p>2. Item 2 of the Agenda – Directors' Fees and Benefits</p> <p>The estimated Directors' fees and benefits are calculated based on the current Board size and the number of scheduled Board and Committee meetings to be held. This resolution is to facilitate payment of Directors' fees and benefits for the period commencing from the date immediately after this 40th AGM until the date of the next AGM to be held in the year 2026. In the event the proposed amount is insufficient due to more meetings or an enlarged Board size, approval will be sought at the next AGM for the shortfall.</p> | |

ADMINISTRATIVE NOTES

FOR THE FORTIETH ANNUAL GENERAL MEETING OF LOTUS KFM BERHAD (“LOTUS” OR “COMPANY”) (“40TH AGM” OR “MEETING”)

Date	Time	Venue
Wednesday, 19 March 2025	10 a.m.	Eugenia Ballroom (Ground Floor), Palm Garden Golf Club, IOI Resort City, 62502 Putrajaya

APPOINTMENT OF PROXY

- A member who is entitled to participate and vote at the Meeting is entitled to appoint more than one (1) proxy to participate and vote in his/her stead. If you are not able to participate in the 40th AGM, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form.
- The appointment of a proxy may be made in a hardcopy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof:-
 - In hardcopy form
The proxy form shall be deposited at the Share Registrar’s office, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
 - By electronic form
The proxy form shall be electronically lodged via fax to +603-2094 9940 or by email to eservices@sshbs.com.my.

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

- If you wish to participate in the Meeting yourself, please do not submit any proxy form for the Meeting. You will not be allowed to participate in the 40th AGM together with the proxy(ies) appointed by you.
- If you have submitted your Proxy Form prior to the Meeting and subsequently decide to personally participate in the Meeting, please write in to lily@sshbs.com.my to revoke the earlier appointment of your proxy(ies) at least forty-eight (48) hours before the commencement of the Meeting. Upon revocation, your proxy(ies) will not be allowed to participate in the 40th AGM. In such event, kindly advise your proxy(ies) accordingly.

PROCEDURES OF THE MEETING

In the interest of public health including the well-being of our members, members must cooperate with the following precautionary measures put in place by our Company should our members or proxies wish to attend the Meeting in person. Your safety and health are our Company’s top priority.

- A member is encouraged to register ahead of the Meeting to allow the Company to make the necessary arrangements in relation to the Meeting, i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants by providing the below details by email to connie.ng@lotuskfm.com.my:-
 - Full name;
 - Identity Card or Passport Number;
 - Contact number (optional – for better co-ordination); and
 - CDS account number

The date of Record of Depositors for the 40th AGM is 11 March 2025. As such, only members whose names appear in the Company’s Record of Depositors as at 11 March 2025 shall be entitled to attend the 40th AGM and participate, speak and vote thereat.

ADMINISTRATIVE NOTES (CONT'D)

PROCEDURES OF THE MEETING (CONT'D)

- (b) Members are encouraged to appoint the Chairman of the Meeting (or any other person) to act as proxy to attend and vote at the Meeting on their behalf by submitting the proxy form with predetermined voting instructions.
- (c) NO door gift will be provided to the members/proxies at the Meeting venue and NO refreshment will be served at the Meeting venue.
- (d) The Company will closely monitor the situation and reserve the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the Meeting.
- (e) Recording/Photography

By participating in this 40th AGM, you agree that no part of the Meeting proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronic, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

Shareholders are advised to check Bursa Malaysia Securities Berhad's website and Company's website at <http://www.kfmb.com.my/> for the latest updates on the status of the Meeting.

ENQUIRY

If you have any enquiry regarding the 40th AGM, please contact the following persons during office hours from 9.00 a.m. to 5.30 p.m. on Monday to Friday (except public holidays) prior to the Meeting: -

For Registration matters:	For Proxy Form matters:
Name: Ms. Connie Telephone No.: +603-8959 4883 Email: connie.ng@lotuskfm.com.my	Name: Ms. Lily Telephone No.: +603 2084 9000 Email: lily@sshb.com.my