



KEY ALLIANCE GROUP BERHAD
(Registration No. 200301007533 (609953-K))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Key Alliance Group Berhad (“KAG” or “Company”) will be conducted on a virtual basis and entirely via remote voting participation and voting from the Broadcast Venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia via online meeting platform at <https://rebrand.ly/KAG-EGM> on Wednesday, 19 February 2025 at 10.30 a.m, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions below with or without modifications:

ORDINARY RESOLUTION

PROPOSED CONSOLIDATION OF EVERY 30 EXISTING ORDINARY SHARES IN KAG (“KAG SHARES(S)” OR “SHARE(S)”) INTO 1 SHARE (“CONSOLIDATED SHARE(S)”) (“PROPOSED SHARE CONSOLIDATION”)

“THAT subject to the approvals of all relevant authorities and/ or parties being obtained (where required), approval be and is hereby given to the Board of Directors of the Company (“Board”) to consolidate 30 existing Shares held by the shareholders of KAG, whose names appear in the Company’s record of depositors at the close of business on a book closure date to be determined later for the Proposed Share Consolidation into 1 Consolidated Share;

THAT fractional entitlements arising from the Proposed Share Consolidation, if any, will be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

THAT such Consolidated Shares shall, upon allotment and issuance, rank equally in all respects with one another following the completion of the Proposed Share Consolidation;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as may be required to give full effect and to complete the Proposed Share Consolidation, with full powers to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required or imposed by any relevant authorities and to take all such steps and do all acts and things as the Board may deem fit or expedient to implement, finalise and give full effect and to complete the Proposed Share Consolidation.”

SPECIAL RESOLUTION

PROPOSED REDUCTION OF UP TO RM96,000,000 OF THE ISSUED SHARE CAPITAL OF KAG PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“THAT, subject to the approvals of all relevant regulatory authorities and/ or parties being obtained where required, approval be and is hereby given to the Company to reduce the issued share capital of the Company by way of cancellation of the issued share capital of the Company which is lost or unrepresented by available assets of up to RM96,000,000 pursuant to Section 117 of the Act. The corresponding credit of up to RM96,000,000 arising from such cancellation will be utilised to set-off against the accumulated losses of the Company;

AND THAT the Board be and is hereby authorised and empowered to do and procure to be done all acts, deeds and things and to execute all necessary document as may be required to give full effect and to complete the Proposed Share Capital Reduction, with full powers to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required or imposed by any relevant authorities and to take all such steps and do all acts and things as the Board may deem fit or expedient to implement, finalise and give full effect and to complete the Proposed Share Capital Reduction.”

BY ORDER OF THE BOARD

CHONG VOON WAH (SSM PC NO.: 202008001343) (MAICSA 7055003)
THAI KIAN YAU (SSM PC NO.: 202008001515) (MIA 36921)
Company Secretaries

Date: 27 January 2025

NOTES:

1. IMPORTANT NOTICE

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.

Shareholders/ proxies **WILL NOT BE ALLOWED** to attend this Extraordinary General Meeting (“EGM”) in person at the Broadcast Venue on the day of the meeting. Shareholders who wish to participate remotely at the meeting will therefore have to register via the Remote Participation and Voting (“RPV”) facilities operated by InsHub Sdn Bhd at <https://rebrand.ly/KAG-EGM>.

Please read these Notes carefully and follow the procedures in the Administrative Guide for the EGM in order to participate remotely via RPV facilities.

2. APPOINTMENT OF PROXY

- (a) For the purpose of determining who shall be entitled to participate in this EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 12 February 2025. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this EGM via RPV.
- (b) A member entitled to participate in this EGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate and vote in his place. A proxy may but need not be a member of the Company.
- (c) A member of the Company who is entitled to participate and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate and vote instead of the member at the EGM.
- (d) If two (2) proxies are appointed, the entitlement of those proxies to vote at a general meeting shall be in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.
- (e) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), 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.
- (f) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- (g) 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.
- (h) The instrument appointing a proxy and any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company’s Share Registrar at Shareworks Sdn Bhd of No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via e-mail at ir@shareworks.com.my not less than twenty-four (24) hours before the time appointed for holding the EGM or adjourned EGM 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.
- (i) Please ensure ALL the particulars as required in the proxy form is completed, signed and dated accordingly.
- (j) Last date and time for lodging the proxy form is Tuesday, 18 February 2025 at 10.30 a.m.
- (k) For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative executed in the manner as stated in the proxy form with the Company’s Share Registrar at Shareworks Sdn Bhd of No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur.
- (l) The EGM will be conducted virtually at the broadcast venue. The members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.

Voting by Poll

Pursuant to Rule 8.31A(1) of Bursa Malaysia Securities Berhad’s ACE Market Listing Requirements, all resolutions set out in this Notice are to be voted by poll.



KEY ALLIANCE GROUP BERHAD
Registration No. 200301007533 (609953-K)
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR THE
EXTRAORDINARY GENERAL MEETING (“EGM”)**

Date	Time	Broadcast Venue
Wednesday, 19 February 2025	10.30 a.m.	Lot 4.1, 4th Floor, Menara Lien Hoe No. 8, Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya Selangor Darul Ehsan

MODE OF MEETING

- The EGM of Key Alliance Group Berhad (“**KAG**” or the “**Company**”) will be held and conducted on a virtual basis through live streaming and online remote participation and voting (“**RPV**”) from the Broadcast Venue.
- 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 EGM to be present at the main venue of the EGM.
- All Shareholders of the Company (“**Shareholders**” or “**Members**”) or his/her/its Proxies/Corporate Representatives/Attorneys who wish to attend, participate and vote remotely at the EGM will have to register themselves via the RPV platform, the details of which are set out below.
- No Shareholders/Proxies/Corporate Representatives/Attorneys will be allowed to be physically present at the Broadcast Venue on the day of the EGM.
- Only Members whose names appear on the Record of Depositors as at **12 February 2025** shall be eligible to attend, participate and vote at the EGM or appoint Proxy(ies)/Corporate Representative(s)/Attorney(s) to attend, participate and vote on his/her/its behalf.

RPV

1. With the RPV facilities, Members may exercise their rights to attend, participate (including to pose questions to the Board of Directors (“**Board**”) of the Company) and vote at the EGM.
2. The procedures for the RPV in respect of the live streaming and remote voting at the EGM are as follows:

Procedures		Action
Before the EGM		
1.	Register as a participant in Virtual EGM 	<ul style="list-style-type: none"> Using your computer, access the website at https://rebrand.ly/KAG-EGM. If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details to register for the EGM session. Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android, and iOS). Please refer to the tutorial guide posted on the same page for assistance.
2.	Submit your online registration	<ul style="list-style-type: none"> Shareholders who wish to participate and vote remotely at the EGM via RPV facilities are required to register prior to the meeting. The registration will open from 10.30 a.m. on 27 January 2025 and close at 10.30 a.m. on 18 February 2025. Clicking on the link mentioned in item 1 will redirect you to the EGM event page. Click on the Register link for the online registration form. Complete your particulars in the registration page. Your name MUST match your CDS account name (not applicable for Proxy). Insert your CDS account number(s) and indicate the number of shares you hold. Read and agree to the Terms & Conditions and confirm the Declarations. Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected. <p><u>Email Notification to Shareholders</u></p> <ul style="list-style-type: none"> The system will send an email to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors of the Company as at 12 February 2025 the system will send you an email to notify you if your registration is approved or rejected after 13 February 2025. If your registration is rejected, you can contact the Company's Poll Administrator for clarifications or to appeal.
On the day of EGM		
3.	Attending Virtual EGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. The first reminder email will be sent one day before the EGM, while the second reminder email will be sent 1 hour before the EGM session. Click Join Event in the reminder email to participate in the RPV.
4.	Participate with live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel to send your questions. The Chairman/Board will try to respond to relevant questions during the EGM if time permits. All relevant questions received throughout the session which are not answered during the EGM will be replied later to your registered email. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.

5.	Online Remote Voting	<ul style="list-style-type: none"> • The Chairman will announce the commencement of the voting session and the voting duration allowed at the EGM. • The list of resolutions for voting will appear on the right-hand side of your computer screen under the Slido panel. You are required to indicate your votes for the resolutions that are tabled for voting within the given time frame. • Click on the Submit button when you have completed. • Votes cannot be changed once it is submitted.
6.	End of RPV Facility	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the EGM, the live session will end.

APPOINTMENT OF PROXY/CORPORATE REPRESENTATIVE/ATTORNEY

- i. **Member (Individual Member, Corporate Shareholder, Authorised Nominee or Exempt Authorised Nominee) who is appointing Proxy(ies)** to attend, participate and vote at the EGM must ensure the original duly signed and executed Proxy Form is delivered to the Share Registrar, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia **no later than 18 February 2025 at 10.30 a.m.** The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted.
- ii. 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, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
- iii. If a Member is unable to attend the EGM, he/she/it is encouraged to appoint the Chairman of the EGM as his/her/its Proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.
- iv. **Corporate Shareholder who is appointing Corporate Representative(s)** instead of Proxy(ies) must send the hardcopy of the following documents to the Share Registrar, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia **no later than 18 February 2025 at 10.30 a.m.**
 - Certificate of Appointment of Corporate Representative (“**Certificate**”) under the seal of the corporation or in accordance with the provision of its constitution or by two (2) authorised officers (one of whom shall be a director, or of its attorney duly authorised in writing) duly authorised on behalf of the corporation. If the Certificate is not executed under the seal of the corporation or it is only signed by 1 authorised officer, please attach a copy of that corporation’s constitution for verification;
 - Copy of the Corporate Representative’s MYKAD (for Malaysian)/Passport (for non-Malaysian); and
 - Corporate Representative’s email address and mobile phone number.
- v. **Member who is appointing Attorney(s)** instead of Proxy(ies) must send the hardcopy of the following documents to the Share Registrar, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia **no later than 18 February 2025 at 10.30 a.m.**
 - Power of Attorney which is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

- Copy of the Attorney's MYKAD (for Malaysian) / Passport (for non-Malaysian); and
- Attorney's email address and mobile phone number.

REVOCAION OF PROXY

Please note that if a Member has submitted his/her/its Proxy Form prior to the EGM and subsequently decides to personally attend and participate in the EGM via the RPV platform, the Member must contact ShareWorks Sdn. Bhd. via the contact details set out below to revoke the appointment of his/her/its proxy **no later than 18 February 2025 at 10.30 a.m.**

POLL VOTING

The voting at the EGM will be conducted by poll in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as an Independent Scrutineer to verify the poll results.

The Independent Scrutineer will verify the poll results and the Chairman will declare whether the resolutions are duly passed or otherwise.

NO RECORDING OR PHOTOGRAPHY

Strictly **NO recording or photography** of the proceedings of the EGM is allowed.

NO BREAKFAST/LUNCH PACKS, DOOR GIFTS OR FOOD VOUCHERS

There will be **NO** distribution of breakfast/lunch packs, door gifts or food vouchers to the Members or Proxy(ies)/Corporate Representative(s)/Attorney(s) who participate in the EGM.

ENQUIRY

If you have any enquiry prior to the EGM, please contact the following officers during office hours from 9.00 a.m. to 5.30 p.m. (Monday to Friday) (except public holidays) at:

For Registration, logging in and system related:
InsHub Sdn. Bhd.

Name : Ms Eris/Mr Calvin
Telephone No.: +603-7688 1013
Email: vgm@mlabs.com

For Proxy Form:
ShareWorks Sdn. Bhd.

Name : Mr Kou Si Qiang/En Taufiq
Telephone No.: +603-6201 1120
Email: ir@shareworks.com.my



KEY ALLIANCE GROUP BERHAD
(Registration No. 200301007533 (609953-K))
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PROXY FORM

No. of Shares Held:	
CDS Account No.:	

I/We _____ NRIC/ Passport/ Registration No. _____

of [Full name in block as per NRIC/Passport]

_____ [Address]

Email Address: _____ Contact No.: _____

being member(s) of Key Alliance Group Berhad, hereby appoint:-

Full Name (in Block as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address:		Contact No.:	

and/or^

Full Name (in Block as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address:		Contact No.:	

or failing him/her, the Chairman of the Meeting, as ^my/our proxy/proxies to vote for ^me/us and on ^my/our behalf at the Extraordinary General Meeting of the Company, which will be conducted on a virtual basis and entirely via remote participation and voting from the Broadcast Venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia via online meeting platform at <https://rebrand.ly/KAG-EGM> on Wednesday, 19 February 2025 at 10.30 a.m., or at any adjournment thereof, and to vote as indicated below:-

Resolutions	Description of Resolutions	For	Against
Ordinary Resolution	Proposed Share Consolidation		
Special Resolution	Proposed Share Capital Reduction		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he thinks fit.

Signed this _____ day of _____ 2025

Signature*
Member

^ Delete whichever is not applicable

* Manner of execution:

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
 - (i) at least two (2) authorised officers, of whom one shall be a director; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

NOTES:-

1. IMPORTANT NOTICE

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AFFIX
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The Share Registrar of
KEY ALLIANCE GROUP BERHAD (Registration No. 200301007533 (609953-K))

c/o Shareworks Sdn Bhd
No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur

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- (c) A member of the Company who is entitled to participate and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate and vote instead of the member at the EGM.
- (d) If two (2) proxies are appointed, the entitlement of those proxies to vote at a general meeting shall be in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.
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