

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 38th Annual General Meeting of KYM Holdings Bhd. will be held at SVOFO, B-01-11, Sunway Nexis, No. 1, Jalan PJU 5/1, Kota Damansara, 47810 Petaling Jaya, Selangor on Thursday, 23 July 2020 at 11.00 a.m. for the following purposes:-

- To receive the Financial Statements for the financial year ended 31 January 2020 together with the Reports of the Directors and Auditors thereon. **(NOTE 1)**
- To approve the payment of Directors' Fees of RM104,000 for financial year ended 31 January 2020 and the payment of Directors' benefit (excluding Directors' Fee) to Non-Executive Director of up to an amount of RM19,550 from the date of 38th Annual General Meeting until the next Annual General Meeting. **(RESOLUTION 1)**
- To re-elect the following Directors retiring in accordance with the Company's Constitution:
 - Dato' Seri Dr. Isahak Bin Yeop Mohamad Shar (Article 81) **(RESOLUTION 2)**
 - Datuk Seri Rahadian Mahmud Bin Mohammad Khalil (Article 81) **(RESOLUTION 3)**
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(RESOLUTION 4)**
- As Special Business, to consider and if thought fit, pass with or without any modification, the following resolutions:

Ordinary Resolution**Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**

"That pursuant to Section 75 and 76 of the Companies Act, 2016, the Directors be and are hereby authorised to allot and issue shares in the Company at any time at such price and upon such terms and conditions and for such purposes and to such person or persons whomever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

And that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad." **(RESOLUTION 5)**

Ordinary Resolution**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"That, subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the shareholders' mandate for the recurrent related party transactions of a revenue or trading nature as approved by the shareholders of the Company on 20 June 2019 authorising the Company and its subsidiaries ("KYM Group") to enter into any of the recurrent transactions of a revenue or trading nature of the Group as set out in Section 2.2 of the Circular to Shareholders dated 25 June 2020 with the related party mentioned therein which are necessary for the day-to-day operations of the KYM Group be and is hereby renewed provided that the transaction are in the ordinary course of business, at arms' length basis and are on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year.

And that such approval conferred shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which such Proposed Shareholders' Mandate passed, at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed; or
- the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is earlier.

And that the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the Proposed Shareholders' Mandate." **(RESOLUTION 6)**

Ordinary Resolution**Retention of Dato' Seri Dr. Isahak Bin Yeop Mohamad Shar as Independent Non-Executive Director**

"That Dato' Seri Dr. Isahak Bin Yeop Mohamad Shar be and is hereby retained as Independent Non-Executive Director of the Company." **(RESOLUTION 7)**

Ordinary Resolution**Retention of Datuk Seri Rahadian Mahmud Bin Mohammad Khalil as Independent Non-Executive Director**

"That Datuk Seri Rahadian Mahmud Bin Mohammad Khalil be and is hereby retained as Independent Non-Executive Director of the Company." **(RESOLUTION 8)**

Ordinary Resolution**Retention of Dato' Seri Ir. Mohamad Othman Bin Zainal Azim as Independent Non-Executive Director**

"That Dato' Seri Ir. Mohamad Othman Bin Zainal Azim be and is hereby retained as Independent Non-Executive Director of the Company." **(RESOLUTION 9)**

Ordinary Resolution**Retention of Dato' Mohd Azmi Bin Othman as Independent Non-Executive Director**

"That Dato' Mohd Azmi Bin Othman be and is hereby retained as Independent Non-Executive Director of the Company." **(RESOLUTION 10)**

- To transact any other matter of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By Order of the Board

CHEE MIN ER

SSM PC No.: 201908000760 (MAICSA 7016822)

Secretary

Selangor Darul Ehsan

25 June 2020

Notes:-

- A member entitled to attend and vote at the meeting is entitled to attend and vote in person or by proxy or by attorney or by duly authorised representative. A proxy or an attorney or a duly authorised representative need not be a member of the Company.
- Save for an exempt authorised nominee as defined in the under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the company for multiple beneficial owners in one securities account ("omnibus account"), a Member (including an authorised nominee) shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, he shall specify in the instrument appointing the proxies, the proportion of his shareholdings to be represented by each proxy.
- If the Form of Proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
- The power of attorney or a certified copy thereof or the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. If the appointer is a corporation, it must be executed under its seal or in the manner authorised by its constitution.
- Only members registered in the Record of Depositors on or before 5.00 p.m. as at 17 July 2020 shall be eligible to attend the meeting or appoint a proxy to attend and/or vote on such depositor's behalf.
- The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a duly certified copy thereof must be deposited at the Registered Office, Level 17, KYM Tower, No. 8, Jalan PJU 7/6, Mutiara Damansara, 47800 Petaling Jaya, Selangor at least 48 hours before the time appointed for holding the Meeting or any adjournment thereof, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.

Explanatory Notes:

- The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only. As such, this item is not a business which requires a resolution to be put to vote by shareholders.
- Directors' Fees and Benefits**
The amount of Directors' fees payable includes fees payable to Non-Executive Directors as members of Board and Board Committees. The amount of Directors' benefits payable to Non-Executive Directors comprise meeting allowances from this AGM until the conclusion of the next AGM of the Company pursuant to the Act which shareholders' approval will be sought at this 38th AGM in accordance with Section 230 of the Act.
- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**
The proposed resolution 5, if approved, will authorise the Directors to issue shares (other than bonus or rights issue) in the Company up to an aggregate amount of not exceeding 10% of the issued capital of the Company without convening a general meeting. The approval is sought to avoid any delay and costs involved in convening a general meeting for such issuance of shares. The authority will expire at the next AGM of the Company.

As at the date of Notice, no shares were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 20 June 2019 which will lapse at the conclusion of the 38th Annual General Meeting.

The purpose of the renewal of general mandate is for possible fundraising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions and/or as consideration for acquisitions.

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
The proposed resolution 6, if approved, will authorise KYM Group to continue entering into any of the categories of recurrent related party transactions of a revenue or trading nature with related parties, particulars of which are set out in Section 2.2 of the Circular to Shareholders dated 25 June 2020 circulated together with this Annual Report. These authorities, unless revoked or varied by the Company at a general meeting will expire at the next AGM of the Company.
- Retention of Independent Non-Executive Directors**
In accordance with the Malaysian Code on Corporate Governance 2017, the Nomination & Remuneration Committee and the Board have recommended the four (4) Non-Executive Directors to continue to act as Independent Non-Executive Director based on the following justifications:
 - They have fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities and other criteria recommended by the Corporate Governance code, and thus, they are able to provide check and balance and bring an element of objectivity to the Board;
 - They have vast experience in a diverse range of businesses and therefore would be able to provide constructive opinion;
 - They have been consistently providing independent judgement and unbiased view in decision making at the Board meeting;
 - They are free from any business or other relationship which could interfere with independent judgement or the ability to act in the best interests of the Company; and
 - They have shown great integrity of independence and had not entered into any related party transaction with the Company.Shareholders' approval for Ordinary Resolutions 7, 8, 9 and 10 will be sought through a two-tier voting process.