



KYM HOLDINGS BHD
Registration No.: 198201004556 (84303-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of KYM Holdings Bhd (“KYM” or the “Company”) will be held at Level 17, KYM Tower, No. 8, Jalan PJU 7/6, Mutiara Damansara, 47800 Petaling Jaya, Selangor on Wednesday, 8 June 2022 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY ANABATIC SDN. BHD. (“ASB”), A WHOLLY-OWNED SUBSIDIARY OF KYM OF A LEASEHOLD INDUSTRIAL LAND LOCATED IN ULU LANGAT, SELANGOR DARUL EHSAN (“SUBJECT PROPERTY”) FOR A TOTAL CASH CONSIDERATION OF APPROXIMATELY RM22.975 MILLION (“PROPOSED DISPOSAL”)

“THAT subject to the approval and consent being obtained from all relevant authorities and/or parties (where applicable), approval be and is hereby given to ASB to dispose of a leasehold land held under HS(D) 58960, PT No. 4, Town of Bandar Batu 26, Beranang, District of Ulu Langat, Selangor Darul Ehsan together with a single storey detached factory building and a warehouse erected thereon, bearing postal address No. 7, Jalan Perusahaan 1, Beranang Industrial Estate, 43700 Beranang, Selangor Darul Ehsan for a total cash consideration of RM22.975 million, upon the terms and conditions of the conditional sale and purchase agreement dated 28 January 2022 in relation to the Proposed Disposal.

THAT the proceeds arising from the Proposed Disposal be utilised for the purposes set out in Section 4 of the circular to shareholders in relation to the Proposed Disposal dated 24 May 2022, and the Board of Directors of the Company (“Board”) be authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company;

AND THAT the Board be and are hereby authorised to take all steps, to do all acts, deeds and things and to execute, sign and deliver for and on behalf of the Company all such documents and to enter into any deeds, agreements, arrangements, transfers and/or indemnities with full power to assent to any conditions, variations, modifications and/or amendments, in any manner as may be required or imposed by the relevant authorities or deemed necessary, expedient and/or appropriate by the Board to implement, finalise and give full effect to the Proposed Disposal.”

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARES SCHEME OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN KYM (“KYM SHARES” OR THE “SHARES”) (EXCLUDING ANY TREASURY SHARES) AT ANY POINT IN TIME DURING THE TENURE OF THE SCHEME FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF KYM AND ITS SUBSIDIARIES (“PROPOSED ESS”)

“THAT, subject to the approvals being obtained from all relevant authorities or parties in relation to the Proposed ESS, approval and authority be and is hereby given to the Board of Directors of the Company to undertake the following:-

- to establish an ESS for the benefit of eligible Directors (including non-executive Directors) and employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) (“KYM Group”) who fulfil certain specified conditions of eligibility for participation in the Proposed ESS and to implement and administer the same in accordance with the by-laws of the Proposed ESS (“By-Laws”) which is set out in Appendix III of the circular to shareholders of KYM dated 24 May 2022 (“Circular”);
- to allot and issue and/or procure the transfer of such number of new or existing ordinary shares in the Company (as adjusted or modified from time to time pursuant to the By-Laws) (“KYM Share(s)”) from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of KYM Shares be allotted and issued and/or transferred pursuant to granting of KYM Shares (“ESS Shares”) and/or options to subscribe for KYM Shares (“ESS Options”) (collectively “Awards”) to eligible Director(s) (including non-executive Directors) and eligible employees of the KYM Group in relation to the Proposed ESS shall not exceed 15% in aggregate of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESS;
- to set up a committee to implement and administer the Proposed ESS (“ESS Committee”);
- to make the necessary application to Bursa Malaysia Securities Berhad (“Bursa Securities”) for permission to deal in and for the listing of and quotation for the new KYM Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws.

AND THAT the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESS.”

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF AWARDS TO DATO’ SERI DR. ISAHAK BIN YEOP MOHAMAD SHAR PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Dato’ Seri Dr. Isahak bin Yeop Mohamad Shar, being the Non-Independent Non-Executive Chairman of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 200,000 KYM Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF AWARDS TO DATO’ LIM KHENG YEW PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Dato’ Lim Kheng Yew, being the Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of not more than 10% of the total Awards to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF AWARDS TO DATO’ SERI IR. MOHAMAD OTHMAN BIN ZAINAL AZIM PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Dato’ Seri Ir. Mohamad Othman bin Zainal Azim, being the Senior Independent Non-Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 200,000 KYM Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF AWARDS TO DATUK SERI RAHADIAN MAHMUD BIN MOHAMMAD KHALIL PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Datuk Seri Rahadian Mahmud bin Mohammad Khalil, being the Independent Non-Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 200,000 KYM Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF AWARDS TO DATO’ MOHD AZMI BIN OTHMAN PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Dato’ Mohd Azmi bin Othman, being the Independent Non-Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 200,000 KYM Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF AWARDS TO LEE JI JIN DARREN PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Lee Ji Jin Darren, being the Non-Independent Non-Executive Director of the Company, who will be subsequently redesignated as Non-Independent Executive Director effective from 1 June 2022, such number of ESS Shares and/or ESS Options representing up to an aggregate of not more than 10% of the total Awards to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF AWARDS TO LIM TZE THEAN PURSUANT TO THE PROPOSED ESS

“THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of all the relevant authorities for the Proposed ESS, approval be and is hereby given to the ESS Committee appointed by the Board of Directors of the Company to administer the Proposed ESS of the Company, at any time and from time to time to offer and grant to Lim Tze Thean, being the Executive Director and Chief Executive Officer of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of not more than 10% of the total Awards to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws.”

By Order of the Board

KYM HOLDINGS BHD
CHEE MIN ER (MAICSA 7016822) (SSM PC NO. 201908000760)
Company Secretary

Selangor Darul Ehsan
24 May 2022

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 appointor or of his attorney duly authorised in writing. If the appointor is a corporation, it must be executed under its seal or in the manner authorised by its constitution.
- Only members whose names appear in the Record of Depositors on 31 May 2022 (“General Meeting Record of Depositors”) shall be eligible to participate, speak and vote at the Meeting.
- 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.
- By submitting a completed Proxy Form to the Company (or its agents) (as the case may be) for appointing a proxy(ies) and/or representative(s) to attend and/or in person at the EGM and any adjournment therefore, a member of the Company hereby:
 - 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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”);
 - 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
 - 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.

For the purpose of the paragraph, “personal data” shall have the same meaning given in section 4 of Personal Data Protection Act 2010.