

**NOTICE OF 40TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 40th Annual General Meeting of KYM Holdings Bhd. will be held at Level 17, KYM Tower, No. 8 Jalan PJU 7/6, Mutiara Damansara, 47800 Petaling Jaya, Selangor on Tuesday, 5 July 2022 at 10.00 a.m. for the following purposes:-

- To receive the Financial Statements for the financial year ended 31 January 2022 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 2022 and the payment of Directors' benefit (excluding Directors' Fees) to Non-Executive Director of up to an amount of RM38,050 from the date of 40th 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:
 - Lee Ji Jin, Darren (Article 81) **(RESOLUTION 2)**
 - Sharman A/L Arumugam (Article 87) **(RESOLUTION 3)**
 - Gan Chia Hui (Article 87) **(RESOLUTION 4)**
 - Tang Kae Sue (Article 87) **(RESOLUTION 5)**
 Dato' Mohd Azmi Bin Othman who retires pursuant to Article 81 of the Company's Constitution, has expressed his intention not to seek re-election. Hence, he will retain office until the close of this 40th AGM.
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(RESOLUTION 6)**

- 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 whomsoever 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 7)**

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 8 July 2021 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 31 May 2022 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 8)**

Ordinary Resolution**Proposed Allocation of Awards to Lim Kheng Eng**

"That, subject to the passing of the ordinary resolution at an Extraordinary General Meeting of the Company to be held on 8 June 2022 and the approvals of all the relevant authorities for the proposed establishment of an employees' shares scheme ("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 Kheng Eng, being a person connected to Dato' Lim Kheng Yew, the Executive Director of the Company (as defined under the relevant provisions of the Listing Requirements of Bursa Securities for the Main Market), 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." **(RESOLUTION 9)**

- 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

SMM PC No.: 201908000760 (MAICSA 7016822)

Secretary

Selangor Darul Ehsan

31 May 2022

Notes:-

- Only members registered in the Record of Depositors on or before 5.00 p.m. as at 29 June 2022 shall be eligible to attend the meeting or appoint a proxy to attend and/or vote on such depositor's behalf. 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 appointer is a corporation, it must be executed under its seal or in the manner authorised by its constitution.
- 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:

1. 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.

2. 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 comprises 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 40th AGM in accordance with Section 230 of the Act.

3. Re-election of Directors who retire pursuant to Article 81 and 87 of the Constitution of the Company

Article 81 provides that at least one-third (1/3) of the Directors for the time being, or, if their number is not three (3) 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.

Lee Ji Jin Darren being eligible, has offered himself for re-election at this AGM. Dato' Mohd Azmi bin Othman who has served the Company more than twelve (12) years is not seeking re-election at this AGM.

Article 87 provides that a Director appointed by the Board shall hold office only until the next following annual general meeting and shall be eligible for re-election.

Mr Sharman A/L Arumugam, Ms Gan Chia Hui and Ms Tang Kae Sue offered themselves for re-election at this AGM.

For the purpose of determining the eligibility of Directors standing for re-election at this AGM, all Directors with the exception of Mr Sharman A/L Arumugam, Ms Gan Chia Hui and Ms Tang Kae Sue who were newly appointed in March 2022, had undergone a board effective evaluation to assess the performance and contribution of each individual Director, taking into consideration among others, competencies, fit and proper, time commitment, calibre and personality, as well as the level of independence demonstrated by the Independent Directors.

Based on the overall results of the evaluation, the individual Directors met the performance criteria required of an effective Board.

Given the relative rency of Mr Sharman A/L Arumugam, Ms Gan Chia Hui and Ms Tang Kae Sue tenure as Directors, a comprehensive performance evaluation on them as Directors will only be carried out for 2022.

The Board recommends the re-election of all retiring Directors.

4. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed resolution 7, 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 AGM held on 8 July 2021 which will lapse at the conclusion of the 40th AGM.

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.

5. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed resolution 8, 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 31 May 2022 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.

6. Proposed Allocation of Awards to Lim Kheng Eng

All capitalized terms used in the proposed resolution 9 shall have the same meanings ascribed to them in the Circular to Shareholders dated 24 May 2022.

The proposed resolution 9 is made pursuant to the Proposed ESS which is subject to the approval of the Company's shareholders at an Extraordinary General Meeting to be held on 8 June 2022. Further details of the Proposed ESS is set out in the Circular to Shareholders dated 24 May 2022.

Lim Kheng Eng, being a Managing Director of KYM Industries (M) Sdn Bhd, is eligible to participate in the Proposed ESS. Lim Kheng Eng is a brother to Dato' Lim Kheng Yew, an Executive Director and a major shareholder of KYM.

The proposed resolution 9 is to approve the proposed allocation of Awards to Lim Kheng Eng, subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESS.

Dato' Lim Kheng Yew is deemed interested in the proposed allocation of Awards to Lim Kheng Eng and will abstain from voting in respect of resolution 9 at the AGM.

7. Annual Report 2022

The softcopy of the Annual Report 2022 is available on the Company's website at www.kym.com.my. Shareholders of the Company may request for the printed copy of the Annual Report 2022 via the Company's website at www.kym.com.my and must provide all the required information accurately i.e. full name, CDS Account Number, full mailing address and shareholder's mobile number. With the accurate and complete information, a copy of the Annual Report 2022 will be sent to the shareholders upon request within four (4) working days.