

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 31<sup>st</sup> Annual General Meeting of the Company will be held virtually through live streaming from Kerjaya Prospek Property Berhad of C-34-01, Menara Vista Petaling, 137, Jalan Puchong, 58200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur as the Broadcast Venue and via a remote participation and voting facilities via Tricor's TIH Online website provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia at <https://tiih.online> on Wednesday, 28 August 2024 at 11.00 a.m. or at any adjournment thereof to transact the following businesses:-

## AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 and the Reports of Directors and Auditors thereon.
2. To approve the payment of Directors' fees to the Non-Executive Directors of RM145,000 in respect of the financial year ended 31 March 2024. *Ordinary Resolution 1*
3. To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM50,000 from 29 August 2024 until the next annual general meeting of the Company. *Ordinary Resolution 2*
4. To re-elect the following Directors, who retire pursuant to the Company's Constitution:-
  - (i) Kuan Ying Tung (Article 95) *Ordinary Resolution 3*
  - (ii) Tee Sun Ee (Article 95) *Ordinary Resolution 4*
5. To appoint KPMG PLT as Auditors of the Company and authorise the Directors to determine their remuneration. *Ordinary Resolution 5*
6. To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-

### (A) AUTHORITY TO ALLOT SHARES

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 allotted pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."

*Ordinary Resolution 6*

### (B) PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"THAT subject always to the Companies Act 2016 ("**Act**"), provisions of the Company's Constitution and the requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant approvals, the Directors of the Company be and are hereby authorised to purchase the Company's ordinary shares ("**Shares**") through Bursa Securities, subject to the following:-

*Ordinary Resolution 7*

- (a) The maximum number of Shares which may be purchased by the Company shall not exceed ten per centum (10%) of the total number of issued Shares of the Company at any point in time;
- (b) The maximum fund to be allocated by the Company for the purpose of purchasing its Shares shall not exceed the retained profits of the Company;

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

### (B) PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (CONT'D)

- (c) The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:-
- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
  - (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
  - (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in general meeting;
- whichever occurs first;
- (d) Upon completion of the purchase(s) of the Shares by the Company, the Shares shall be dealt with in the following manner as the Directors of the Company may decide:-
- (i) cancel the Shares so purchased; or
  - (ii) retain the Shares so purchased as treasury shares; or
  - (iii) retain part of the Shares so purchased as treasury shares and/or cancel the remainder of the Shares/ treasury shares; or
  - (iv) distribute the treasury shares as dividends to shareholders; or
  - (v) resell the treasury shares or any of the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
  - (vi) transfer the treasury shares or any of the treasury shares for the purposes of or under an employees' share scheme; or
  - (vii) transfer the treasury shares or any of the treasury shares as purchase consideration; or
  - (viii) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe.

THAT the Directors of the Company be and are hereby authorised to take all such steps and enter into all agreements, arrangements and guarantees with any party or parties as are necessary to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares.”

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

### (C) PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT, subject to the Companies Act 2016 ("**Act**"), the Constitution of the Company and the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries ("**KPPROP Group**") to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ("**Related Parties**") as specified in Section 2.2.2 of the Circular to Shareholders dated 29 July 2024 in relation to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("**Recurrent RPTs**") provided that such transactions are:-

*Ordinary Resolution 8*

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders,

("RRPT Mandate").

AND THAT such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required 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
- (c) the authority is revoked or varied by ordinary resolution passed by the shareholders in general meeting; or

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

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 to give full effect to the RRPT Mandate."

7. To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

**SEOW FEI SAN** (SSM Practising Certificate No. 201908002299)  
**MOK MEE KEE** (SSM Practising Certificate No. 201908002288)  
Secretaries

Petaling Jaya  
29 July 2024

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

### Notes:-

#### 1. Virtual 31<sup>st</sup> AGM

- 1.1 *The 31<sup>st</sup> AGM of the Company will be held on a virtual basis whereby member(s), proxy(ies), corporate representative(s) or attorney(s) will have to attend the meeting virtually using the RPV facilities via the Tricor's TIIH Online website provided by Tricor Investor & Issuing House Services Sdn. Bhd. at <https://tiih.online> ("Virtual Attendance").*
- 1.2 *For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming 31<sup>st</sup> AGM, the Company shall be requesting the Record of Depositors as at **20 August 2024**. Only depositors whose names appear in the Record of Depositors as at **20 August 2024** shall be regarded as members and entitled to attend, speak and vote at the 31<sup>st</sup> AGM.*
- 1.3 *All member(s), proxy(ies), corporate representative(s) or attorney(s) who wish to attend the 31<sup>st</sup> AGM must register as a user with Tricor's TIIH Online website first before registering for the Virtual Attendance. Please refer to the Administrative Guide for the procedures regarding the registration.*

#### 2. Proxy

- 2.1 *A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, entitled to attend and vote at the meeting is entitled to appoint a maximum of two (2) proxies to attend, participate, speak and vote on his/her behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting of the Company shall have the same rights as the member to speak at the meeting.*
- 2.2 *Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*
- 2.3 *Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- 2.4 *The Proxy Form shall be signed by the appointer or his/her attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.*
- 2.5 *The appointment of a proxy may be made in a hard copy 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 Annual General Meeting or adjourned Annual General Meeting at which the person named in the appointment proposes to vote:*

##### In Hardcopy Form

*The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.*

##### By Electronic Form

*In the case of an appointment made via **TIIH Online**, this proxy form must be deposited via **TIIH Online** at <https://tiih.online>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.*

- 2.6 *Last date and time for lodging the proxy form is Monday, 26 August 2024 at 11.00 a.m.*

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

### Notes:- (cont'd)

#### 3. Audited Financial Statements for the financial year ended 31 March 2024

The audited financial statements are laid before the members pursuant to Section 340(1) of the Companies Act 2016 ("Act"). The members' approval on the audited financial statements is not required and the same is for discussion only, hence, the matter will not be put for voting.

#### 4. Ordinary Resolutions 1 and 2: Directors' fees and benefits payable to the Non-Executive Directors

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 31<sup>st</sup> AGM on the Directors' fees and benefits payable to the Non-Executive Directors in two (2) separate resolutions as below:-

- Ordinary Resolution 1 on payment of Directors' fees in respect of the financial year ended 31 March 2024; and
- Ordinary Resolution 2 on payment of Directors' benefits (excluding Directors' fees) from 29 August 2024 to the next AGM ("**Mandated Period**"). These are essentially the meeting allowance for attendance at Board meetings/Board Committee meetings/general meetings of the Company. The Board estimated that the fees to be incurred in respect of these Directors' benefits for the Mandated Period would not to exceed RM50,000 ("**2024 Directors' Benefits Mandate Limit**").

In the event the amount of the 2024 Directors' Benefits Mandate Limit is insufficient to pay the Non-Executive Directors for their services for the Mandated Period due to an increase in frequency of meetings and/or increase in Board size, the Board will seek the shareholders' approval in respect of the excess amount at the next AGM in 2025.

#### 5. Ordinary Resolutions 3 and 4: Re-election of Directors

Article 95 of the Company's Constitution provides that an election of Directors shall take place each year. At the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year, 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 PROVIDED ALWAYS that all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires whether adjourned or not.

The Board endorsed the Nomination Committee ("**NC**")'s assessment in determining the eligibility of the Directors standing for re-election at the 31<sup>st</sup> AGM and having satisfied with the Directors' performances, accepted the NC's recommendation to seek shareholders' approval for the re-election of the retiring Directors at the 31<sup>st</sup> AGM. The retiring Directors, being eligible for re-election, have given their consent for re-election.

#### 6. Ordinary Resolution 6: Authority to Allot Shares

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to allot and issue shares not exceeding 10% of the total number of the issued shares of the Company, subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company.

The authority, if granted, will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, for purpose of funding future business expansion and investment activities / projects, working capital, repayment of bank borrowing and/or acquisitions.

As at the date of issuance of this Annual Report 2024, no new shares in the Company were issued pursuant to the authority granted to the Directors at the last AGM held on 25 August 2023 and which will lapse at the conclusion of the 31<sup>st</sup> AGM.

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

### Notes:- (cont'd)

#### **7. Ordinary Resolution 7: Proposed Renewal of Share Buy-back Authority**

*The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to purchase the Company's ordinary shares of up to ten percent (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained earnings of the Company.*

*For further information on the proposed renewal of share buy-back authority, please refer to the Circular to Shareholders dated 29 July 2024, which is available on the Company's website at [www.kpproperty.com.my](http://www.kpproperty.com.my) or web link at <http://ir2.chartnexus.com/kpproperty/agm>.*

#### **8. Ordinary Resolution 8: Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

*The proposed Ordinary Resolution 8, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interests of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Further information on the proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature is set out in the Circular to Shareholders dated 29 July 2024, which is available on the Company's website at [www.kpproperty.com.my](http://www.kpproperty.com.my) or web link at <http://ir2.chartnexus.com/kpproperty/agm>.*