

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Ninth Annual General Meeting (“**29th AGM**”) of Kerjaya Prospek Property Berhad (“**KPPROP**” or “**the Company**”) will be held on a virtual basis through live streaming from broadcast venue at Kerjaya Prospek Property Berhad, No. 1, Jalan Wangsa Permai, 1st Floor, Bangunan One Wangsa, Taman Wangsa Permai, 52200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Tuesday, 23 August 2022 at 11.00 a.m. to transact the following items of business:-

## AGENDA

### As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2022 together with the Directors’ and Auditors’ Reports thereon.                                  | <i>Please refer to Explanatory Note A</i> |
| 2. To approve the payment of Directors’ Fees amounting to RM200,000 for the financial year ended 31 March 2022.  | <i>Ordinary Resolution 1</i>              |
| 3. To approve the payment of Directors’ Benefits (excluding Directors’ Fees) up to an amount of RM50,000 for the period from conclusion of 29th AGM until the next AGM of the Company. | <i>Ordinary Resolution 2</i>              |
| 4. To re-elect Mr Tee Sun Ee who retires in accordance with Clause 95 of the Company’s Constitution.   | <i>Ordinary Resolution 3</i>              |
| 5. To re-elect Datin Toh Siew Chuon who retires in accordance with Clause 95 of the Company’s Constitution.  | <i>Ordinary Resolution 4</i>              |
| 6. To re-appoint Messrs KPMG PLT as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.   | <i>Ordinary Resolution 5</i>              |

### As Special Business

To consider and if thought fit, pass the following ordinary resolutions:

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| 7. <b>Authority to Allot and Issue Shares Pursuant to the Companies Act 2016</b> | <i>Ordinary Resolution 6</i> |
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“**THAT** subject always to the Companies Act 2016, the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approval of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised pursuant to the Companies Act 2016 to allot shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share capital of the Company for the time being, and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

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

8. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate for RRPT")**

*Ordinary Resolution 7*

"**THAT** subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in the Circular to Shareholders dated 25 July 2022 ("Circular") which are necessary for the KPPROP Group's day-to-day operations subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of minority shareholders; and
- (b) the aggregate value of recurrent transactions conducted pursuant to the Proposed Shareholders' Mandate for RRPT will be disclosed in the Annual Report for the said financial year AND that such approval shall continue to be in force until:-
  - (i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
  - (ii) the expiration of the period within which the next Annual General Meeting of the Company subsequent to the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - (iii) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for RRPT."

9. **Proposed renewal of Shareholders' Mandate for Share Buy-Back of up to 10% of the total number of issued shares of the Company ("Proposed Shareholders' Mandate for Share Buy-Back")**

*Ordinary Resolution 8*

"**THAT** subject to the Companies Act, 2016 ("the Act"), the Company's Constitution, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to renew the approval granted by the shareholders of the Company at the Twenty-Eighth Annual General Meeting of the Company held on 9 September 2021, authorising the directors of the Company to purchase such number of ordinary shares of KPPROP on the Main Market of Bursa Securities and/or hold from such terms and conditions as the Directors may deemed fit and expedient in the interest of the Company and, provided that:

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

- (a) The aggregate number of ordinary shares in the Company purchased ("**Purchased Share(s)**") and/or held as treasury shares pursuant to this ordinary resolution shall not exceed 10% of the total number of issued shares of the Company at any point in time; and
- (b) The maximum funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the total retained earnings of the Company at the time of the purchase;

**THAT** upon completion of the purchase of the Purchased Shares, the Board of Directors of KPPROP shall have the absolute discretion to decide whether such Purchased Shares are to be cancelled and/or retained as treasury shares, or dealt with in such manner as provided under Section 127(7) of the Act;

**THAT** the Directors be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:-

- (a) the conclusion of the next AGM of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors may deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."

- 10. To transact any other ordinary business of which due notice shall have been given.

### BY ORDER OF THE BOARD

**LEONG SHIAK WAN (MAICSA 7012855) (SSM PC No. 202008002757)**

**ZURIATI BINTI YAACOB (LS0009971) (SSM PC No. 202008003191)**

Joint Company Secretaries

Petaling Jaya  
25 July 2022

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

### NOTES:

#### 1. IMPORTANT NOTICE

The Twenty-Ninth AGM (“**29th AGM**”) of the Company will be conducted virtually, without physical meeting venue, using the RPV facilities of **TIIH Online** at <https://tiih.online>. Please follow the procedures provided in the Administrative Guide for Shareholders in order to register, participate and vote remotely via the RPV facilities.

The only venue involved will be broadcast venue where essential individuals will be physically present to organize and facilitate the conduct of the virtual AGM. The broadcast venue also serves the purpose of complying with Section 372(2) of the Companies Act 2016, which requires the Chairman of the meeting to be at the main venue of the AGM. No shareholders/proxies/corporate representatives from the public will be allowed to be physically present at the broadcast venue.

Members may submit questions in relation to the agenda items of the 29th AGM prior to the meeting via **TIIH Online** website at <https://tiih.online> by selecting “e-Services” to login the corporate event of the Company from Tuesday, 26 July 2022 to Sunday, 21 August 2022. Thereafter, any further questions may be posed in real time (in the form of typed text) during the AGM by using the “Query Box” of the RPV facilities. The Board of Directors and Management of the Company shall respond to the questions to their best endeavor during the 29th AGM.

2. 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.
3. 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.
4. 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.
5. A member who has appointed a proxy or attorney or corporate representative to attend and vote at 29th AGM must request his/her proxy or attorney or corporate representative to register their attendance for RPV at **TIIH Online** website at <https://tiih.online>. Please follow the RPV Procedures in the Administrative Guide of 29th AGM.
6. 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.
7. 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:
  - i) In hard copy 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 approved for holding the meeting or any adjournment thereof.
  - ii) By electronic means via Tricor System, TIIH Online  
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.

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

### NOTES: (CONT'D)

8. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
9. Last date and time for lodging the proxy form is **11.00 a.m., 21 August 2022 (Sunday)**.
10. Only members whose names appear in the Record of Depositors on **15 August 2022** shall be entitled to attend, speak and vote at the 29th AGM.
11. Pursuant to Paragraph 8.29A(1) of the Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the 29th AGM will be put to vote by poll.

### EXPLANATORY NOTE A

The Audited Financial Statements under Agenda 1 are meant for discussion only in accordance with the provision of Section 340(1) of the Companies Act 2016, and it does not require a formal approval of the shareholders. Hence, the agenda will not be put forward to voting.

### EXPLANATORY NOTES ON ORDINARY RESOLUTIONS

1. Ordinary Resolution 2 – Proposed Payment of Directors' Benefits (excluding Directors' Fees)

Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the Directors and benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

In this respect, the Company is seeking shareholders' approval for:-

- (i) the payment of Directors' Benefits (excluding Directors' Fees) up to an amount of RM50,000 for the period from conclusion of 29th AGM until the next AGM of the Company.

Other than Directors' Fees, Directors are remunerated with salary and other emoluments by virtue of their Employment Contracts.

2. Ordinary Resolutions 1, 2 – Payment of Directors' Fees and Directors' Benefits

All the Directors who are shareholders of the Company will abstain from voting on Ordinary Resolution 1 and Ordinary Resolution 2 concerning Directors' Fees and Directors' Benefits respectively at the 29th AGM.

3. Ordinary Resolution 6 – Proposed Allot and Issue Shares

The proposed Ordinary Resolution 6, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, no new ordinary shares in the Company were issued pursuant to the authority granted to the Directors at the Twenty-Eighth Annual General Meeting held on 9 September 2021 and which will lapse at the conclusion of the 29th AGM.

A renewal for the said mandate is sought to avoid any delay and cost involved such as convening general meeting. Should the mandate be exercised, the directors would utilise the proceeds raised from this mandate for working capital or such other application they may in their absolute discretion deem fit.

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

### EXPLANATORY NOTES ON ORDINARY RESOLUTIONS (CONT'D)

4. Ordinary Resolution 7 – Proposed Shareholders' Mandate for RRPT

The proposed Ordinary Resolution 7, if passed, will allow KPPROP Group to enter into recurrent related party transactions of a revenue or trading nature which are necessary for KPPROP Group's day-to-day operations, pursuant to the provisions of the Main Market Listing Requirements. Further information on the Proposed Shareholders' Mandate for RRPT is set out in the Circular.

5. Ordinary Resolution 8 – Proposed Shareholders' Mandate for Share Buy-Back

The Ordinary Resolution 8, if approved, will empower the Directors of the Company to purchase and/or hold up to a maximum of ten percent (10%) of the total number of issued share capital of the Company at any point of time, by utilising the funds allocated which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier. Further information on this proposed Ordinary Resolution is set out in the Statement Accompanying Notice of AGM enclosed together with the Notice of 29th AGM.